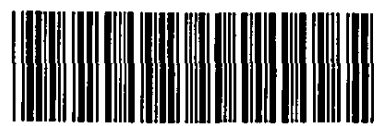


FOX MARBLE  
HOLDINGS PLC  
ANNUAL REPORT  
& FINANCIAL STATEMENTS

2015

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## Introduction

Fox Marble Holdings plc is a marble company focused on the extraction and processing of dimensional stone from quarries in Kosovo and South East Europe. Established in 2011, Fox Marble has acquired the rights to over 300 million cubic metres of a range of premium quality marble. Fox Marble is the first UK quoted company investing and operating primarily in Kosovo, and the first to be producing and marketing high quality marble.

Fox Marble's long term goal is to expand its portfolio of quarries and production capacity, and to create a premium marble brand through which Kosovo and the region is established as a major centre of marble production.

## Operational Headlines

- 10,700 tonnes of marble extracted during 2015 (2014 - 14,188 tonnes)
- Strategic relationship and long-term distribution agreement entered into with Eboracum Marble Limited
- Completion of factory anticipated during the summer of 2016. All major equipment currently in place or due for installation.
- Order book value of €3.9 million as at 1 June 2016, part of which the Company has begun to deliver.
- Year to date sales of €0.25 million recognised as at 1 June 2016.
- Advanced payment of €0.39 million received from Eboracum Marble Limited during Q1 2016.
- On 13 May 2016, the Company announced that it had conditionally raised £2,000,000 (before expenses) by way of a firm placing of 18,700,000 new Ordinary Shares at 10 pence per share and a conditional placing of 1,300,000 new Ordinary Shares at 10 pence per share, subject to shareholder approval of the resolutions at the General Meeting to be held on 1 June 2016. At the General Meeting held on 1 June 2016, all resolutions were duly passed. The Firm Placing Shares will be admitted to trading on AIM on 2 June 2016 and the Conditional Placing Shares are expected to be admitted to AIM no later than 30 June 2016.

## Financial Summary

- Revenue of €0.23 million for the year to 31 December 2015 (2014: €0.15 million)
- Operating loss for the year of €2.51 million (2014: €2.12 million), net loss of €3.03 million (2014: €2.33 million) due to development costs of bringing the quarries to more consistent and larger block size production, and investment in targeted marketing activity to increase our worldwide presence through attendance at industry fairs and key events. Net loss for the year ended 31 December 2015 further includes a fair value adjustment to the loan note instrument of €0.38 million (2014: nil).
- Net cash position at 31 December 2015 of €2.8 million (2014: €4.7 million)

## Chairman's statement

Dear Shareholder,

It was disappointing to report in the Company's year-end trading update that we have not seen the progress we anticipated during 2015. Clearly we were over optimistic in forecasting deliveries against our order book and the build-up of sales. Indeed the level of sales achieved in the year was particularly disappointing. Also the completion of our factory in Kosovo was delayed, partly due to a fire at one of our equipment supplier's factories.

Nevertheless your company has made progress. Our order book is growing, our quarries are producing a consistent quantity and quality of marble and our cutting and polishing factory in Kosovo is now nearing completion. Fox Marble's attendance as an exhibitor at the Veronafiere, the international trade fair for stone, design and technology, was well received and we have secured a large order and cash payment from a new distributor, Eboracum Marble Limited. In addition, we have recently announced the new block purchase agreement signed with Karailias Marble Limited.

Four quarries are in operation at Cervenilla, Syrigane and Malesheva in Kosovo and Prilep in Macedonia, and are now producing nine varieties of stone. 10,700 tonnes of marble were extracted during 2015, as the Company worked to access larger and more consistent blocks at each of the quarries. During 2015, we were able to re-commence quarrying at our Malesheva site and began extraction of the Ilirico Bianco marble, along with an exciting new silver-grey marble for the Company, known as Ilirico Selene.

The factory at Lipjan is nearing completion. This was delayed in 2015 by an unexpected and unfortunate fire at our supplier's factory in Italy which destroyed two key pieces of equipment. Replacement equipment has been sourced and is currently under installation at the factory site. The factory will open up a number of new sales channels and in particular, the local Balkan market for cut and polished tiles. It will also remove our reliance on our cutting and polishing operations in Carrara, Italy, with consequent cost benefits.

Sales for the year were €0.23 million, significantly below our expectations. This is largely due to our significant time investment to forge strategic relationships and demonstrate our capacity to provide the consistent quality and quantities of marble our customers require. To date we have confirmed orders for 2016 of €3.9 million.

The results for the year reflect on-going costs incurred in developing our quarries, quarry operating expenses, overhead expenditure and a fair value adjustment to the loan note instrument. Costs are being managed tightly, particularly in this period before we have established a large, stable and recurring level of sales. The loss for 2015 was €3.0 million. Net cash at the year-end was €2.8 million.

On 13 May 2016, the Company announced that it had conditionally raised £2,000,000 (before expenses) and the proceeds will be used in the main to achieve the objectives of completing the factory, training our workforce and expanding our sales and distribution network globally.

Your Board is responsible for ensuring that the Company operates to high standards of corporate governance, ethical standards and integrity. Your non-executive directors bring a wealth of relevant experience and provide constructive and supportive challenge to the executive directors. Overall I believe your Board is working well.

I would like to thank all our employees who work so hard and have embraced our vision to establish Kosovo as a major supplier of high quality marble worldwide. We are most grateful for their on-going support and dedication.

I remain confident in the significant potential and prospects for Fox Marble. Our objective is to become the leading supplier of premium marble from Kosovo and South East Europe, thereby establishing a substantial marble industry and employment in Kosovo and generating attractive returns for our shareholders. We are at a critical stage in the development of the Company as we build sales ahead of achieving cash break even. The completion of the factory in Kosovo and access to the local market, building our order book, and tight control of costs are critical to the achievement of our objective.

**Andrew Allner**

Non-Executive Chairman

1 June 2016

## Strategic Report

### Business Activities

#### **Quarry operations**

Four of Fox Marble's quarries are currently in operation at Cervenilla, Syrigane, Malesheva and Prilep producing nine varieties of stone. In total 10,700 tonnes of marble have been extracted from these quarries in the year (2014 14,188). In addition, the Group currently has six further quarries under licence or operating agreements.

Fox Marble has focussed on opening new benches at the existing quarries during 2015 so as to access larger and more consistent blocks from each site.

#### **Quarrying operations at Syrigane quarry**

##### **Cervenilla**

This site was the first of ours to be opened in November 2012. The quarry is being exploited across three separate locations (Cervenilla A, B & C) from which red, light and darker grey marble is being produced in significant quantities, with over 5,350 tonnes quarried in 2015. The quarry is producing large compact blocks which have been sold both as blocks and processed into polished slabs for sale and is the source for the Grigio Argento being supplied to Pisani for installation into the Berkeley Homes Chelsea Creek development.

##### **Syrigane**

The quarry at Syrigane (formerly Suhogerll) is open across two benches. The site contains a variety of the multi-tonal breccia and callacatta type marble and has been producing significant volumes of breccia marble in large compact blocks, with over 4,000 tonnes of marble quarried in 2015.

##### **Malesheva**

In July 2013 the Company acquired the rights to the Malesheva quarry in Kosovo from a local company. The licence to the quarry is for 20 years with an irrevocable option to extend the period by a further 20 years thereafter. The Company will pay a royalty of 20% on net revenue generated from the sale of block marble to the previous licence holder of the quarry.

In October 2015, the Company acquired the rights to a further 300-hectare site close to the Company's existing licence resource in Malesheva from a local company. By November 2015, this quarry had been opened and the first blocks extracted and sent for testing. As the two Malesheva quarries are adjacent, operational efficiencies can be achieved.

These quarries contain a mixture of Crema Olta marble, Illirico Bianco marble and a new silver-grey marble known as Illirico Selene.

Based on early orders of Bianco Illirico from the new Malesheva quarry and queries from distributors, the Company has found that demand for Illirico marble is strong, particularly in North American markets, and the Company believes that this marble could become the largest volume seller of its mid-priced marble range

#### **Prilep**

The Company entered into an agreement to operate a quarry in Prilep, Macedonia in 2013. The agreement is for a period of 20 years with an irrevocable option to extend the period for a further 20 years thereafter. The Prilep quarry contains the highly desirable white Sivec marble, currently available from only one other quarry in the world.

This type of marble has been used in a number of prestigious projects, including the construction of the Sheikh Zayed Grand Mosque in Abu Dhabi. The demand for Sivec exceeds current world supply and once the quarry site reaches full levels of commercial production we anticipate rapid sales of this stone. Sivec marble represents the most expensive marble in the Fox Marble portfolio.

The Prilep Alpha quarry is controlled by a local partner who has appointed Fox Marble to operate the quarry on its behalf. Fox Marble will receive 42.5% of the gross revenue from the sale of all block marble from this quarry, without having to fund the cost of equipping or investing in the reopening of the quarry. The Company will be responsible for the costs associated with extracting the marble from the quarry.

This quarry is open and producing, and operations are being ramped up to reach full levels of commercial production.

In August 2014 the Company entered into a sub-lease arrangement with New World Holdings (Malta) Limited to acquire the rights to a second Sivec marble quarry - the Omega Sivec quarry at Prilep in Macedonia. This new quarry site is adjacent to the Company's existing operations in Prilep. The consideration for the sub-lease was £1,000,000 and a subsequent 40 per cent gross revenue royalty obligation. The sub-lease has an initial term of 20 years, which is extendable by the Company for a further 20 years. The sub-lease grants the Company the exclusive right to quarry, process, remove and sell marble from the quarry.

The Company will pay for and provide all the equipment and staff required to operate this quarry. Fox Marble estimates that the quarry will require approximately £600,000 of capital expenditure investment to reach commercial production.

#### **Quarrying operations at Prilep quarry**

**Other quarry sites**

The Company also holds exploitation licences for quarries at Antena, Verrezat and Peja and an operating agreement over a quarry at Drini. These sites are not currently being quarried, pending their further development.

<b>Licence area</b>	<b>Country</b>	<b>Status</b>	<b>Marble Type</b>	<b>Reserve Volume (million m<sup>3</sup>)</b>
<b>Cervenilla</b>	Kosovo	Operational – commercial levels of blocks extracted	Rosso Cait, Argento Grigio, Flora	16 83 <sup>(1)</sup>
<b>Verrezat</b>	Kosovo	Site opened – ready for extraction	Rosso Cait, Argento Grigio, Flora	32 51 <sup>(1)</sup>
<b>Antena</b>	Kosovo	Site not currently operational	Black	97 24 <sup>(2)</sup>
<b>Peja</b>	Kosovo	Site not currently operational	Honey Onyx	42 10 <sup>(1)</sup> & 101 17 <sup>(2)</sup>
<b>Syrigane</b>	Kosovo	Operational – commercial levels of blocks extracted	Breccia Paradisea, Etruscan Dorato	36 62 <sup>(2)</sup>
<b>Malesheva</b>	Kosovo	Operational	Illirico Bianco, Illirico Selene, Crema Olta	4 75 <sup>(3)</sup>
<b>Drini</b>	Kosovo	Site not currently operational	Grey Emperador	Not available
<b>Prilep alpha</b>	Macedonia	Operational – commercial levels of blocks extracted	Sivec	0 2 <sup>(4)</sup>
<b>Prilep omega</b>	Macedonia	Under development	Sivec	0 2 <sup>(4)</sup>

(1) Indicated resource – as indicated by the Competent Persons Report prepared by Dr Magne Martinsen of Golder Associates in 2012

(2) Inferred resource – as indicated by the Competent Persons Report prepared by Dr Magne Martinsen of Golder Associates in 2012

(3) 2005 US Aid report

(4) Internal surveys performed by the Company

**Processing Factory**

A 5,400 square metre double skinned steel factory for the cutting and processing of blocks into polished tiles and slabs has been erected on a 10-hectare site the Company has acquired in Lipjan, close to Pristina airport.

The Company's factory is nearing completion. An unexpected fire in July 2015 at our supplier's factory in Italy destroyed their facility, our equipment and disrupted our manufacturer's supply and installation programme. Our polishing and resin lines are being assembled in Italy pending delivery and installation in the next three months. The fit out and installation of equipment is nearing completion and it is anticipated that the Company will be processing its materials during the course of summer 2016. The external gantry crane for moving blocks, and the internal gantry crane, are both installed and operational. A team of engineers is currently installing two of the three eighty blade block processing gangsaws. The Company's factory will open up a number of important new sales channels for the Company and provide a further boost to the economics, given the high margin derived from the cutting and polishing industry for marble.

It is anticipated that the factory will be operational all year and capable of operating a multi-shift work programme. This is currently the only block processing facility in Kosovo, Albania and Montenegro. The nearest comparable facility is in Macedonia, close to the Greek border.

***Internal gantry crane in operation******External gantry crane******Sales and Marketing***

Sales and marketing has remained the primary focus for the Company over the last twelve months. Sales for 2015 were lower than originally estimated as it has taken longer than anticipated to crystallise a number of potential transactions and offtakes. However, Q4 of 2015 saw significant progress and Fox Marble has entered into a material contract of €2m for all our materials via a new UK distributor, Eboracum Marble Limited. The Company has received an advance payment on this order of €390,000 (£300,000) and has begun delivery in 2016.

Early in 2015 the Company announced that it had supplied 900 sqm of polished slabs of its grey Argento Grigio marble to St George plc, which is the prestige home division of Berkeley Homes plc. Since completing the above order, the Company received additional orders via Pisani, our longstanding UK distributor, and its offtake agreement with the Company, from St George plc for two different types of marble (white and grey), part of which was supplied to its Chelsea Creek development throughout 2015 and the balance will be supplied in 2016. This order has a total value of €570,000 of cut and polished slabs.

The order with Berkeley Homes plc is a testament to the quality of our marble, and in particular the attractiveness of our grey Argento Grigio stone. We look forward to developing a long-term relationship with this prestigious house builder.

The Company has entered into an agreement to supply its minimum grade blocks of Sivec to a new customer, Karailias Marble Limited, based in Greece. The initial order is for a minimum of €440,000 worth of blocks to be delivered prior to the 2016 year end. It is anticipated that will result in additional orders throughout the year.



As a result the order book for 2016 currently stands at €3.9 million

The Company has distributed samples and marketing materials across over 20 countries including the Middle East, Europe, the United States of America and Asia

***Our Argento  
Grigio  
installed in  
the Chelsea  
Creek luxury  
development,  
under  
construction  
by Berkeley  
Homes,  
overlooking  
the Thames***

#### ***World marble production and demand***

World dimension stone production was estimated at 136.5 million tonnes in 2014, an increase of five per cent on 2013 estimate world dimension stone production. The top three producing countries in 2014 were China, India and Turkey. World dimension stone production is forecast to reach 172.75 million tonnes by 2020.

Global demand is divided into sale of processed marble slabs and raw marble blocks, with China being the largest importer of stone, taking 45% of the global trade followed by the USA with 13%, in 2014. The largest exporters of stone in 2014 by share of the world market were China (30%), followed by India (21%) and Turkey (17%).

(Source: XXVI World Marble and Stones Report 2015 by Carlo C. Montanari)

## MATERIALS

### **Sivec – various grades**

Source Quarry Prilep (Macedonia)

Sivec boasts a homogenous form and a micro granular structure, which contributes to a high demand for Sivec marble. The colour varies from pure white to white with dappled streaks of soft grey, depending on the grade.

### **Breccia Paradisea**

Source Quarry Syrgane

Breccia is a popular material with a rich history in architecture and the arts. This playful and charming example includes many colours and highlights the true versatility of marble.

### **Argento Grigio**

Source Quarry Cervenilla

This striking marble is an excellent choice for a statement finish. It has cool, blueish tones and an impressive dense finish.

### **Flora**

Source Quarry Cervenilla

The combination of the classic grey tones and the extravagance of the red that infuses this marble make it a great choice for those who are looking for something different.

### **Illirico Selene**

Source Quarry Malesheva

This is a marble with deep silver tones, swirling just beneath the surface, adding a restrained yet elegant finishing touch.

### **Illirico Bianco**

Source Quarry Malesheva

This is a classic and bright marble. It gives a clean, stylish finish, combining all the historical opulence of marble with modern freshness.

### **Cremo Olta**

Source Quarry Malesheva

Luxurious cream and white tones make this marble a soft and elegant choice for developers from all over the world.

### **Rosso Cait**

Source Quarry Cervenilla

This is a bold and exotic material. The red marbles are particularly popular in the flamboyant and historically rich developments in the middle eastern market.

### **Etrusco Dorato**

Source Quarry Syrgane

This is an especially luxurious and elegant marble. It has all the classic beauty of white and cream tones, with an extra special ribbon of gold running through it.

Refer to [www.foxmarble.net](http://www.foxmarble.net) for further information or find us on Twitter @FoxMarblePLC

## Results and Dividends

<b>Key Performance Indicators</b>	<b>2015</b>	<b>2014</b>
Number of quarries operational	4	4
Quarry production (tonne)	10,700	14,188
Revenue	€229,242	€149,924
Average recorded selling price (per tonne)	€357	€340
Loss for the year	€3,034,084	€2,325,489
Expenditure on property, plant and equipment	€735,921	€2,060,133

The Group recorded revenues in the year of €229,242 (2014 – €149,924). The Group incurred an operating loss of €2,401,864 for the year ended 31 December 2015 (2014 – €2,116,259). The increase in operating loss reflects the costs incurred to bring the quarries to a stage required for production of more consistent and larger block sizes and investment in targeted marketing activity to increase our worldwide presence through attendance at industry fairs and key events.

The Group incurred a loss after tax for the year ended 31 December 2015 of €3,034,084 (2014 – €2,325,489).

The Company does not anticipate payment of dividends until the operations become significantly cash generative. The Directors intend to adopt a progressive dividend policy when it becomes commercially prudent to do so.

## The Future

In the coming year we hope to fulfil a number of key milestones for the Company, including commissioning of the factory and increasing levels of production in all our quarries. In addition and most significantly we expect to see the Company winning further significant orders for its product as we continue to develop our branding, marketing and sales. We anticipate that revenue will increase as more customers purchase our stone and already we are seeing the results of our efforts in establishing our product in key marketplaces throughout the world and the benefit of having our marble actually installed in developments. Success with our on-going marketing and strategic relationship building programme makes us confident of achieving sustainable income from a diverse, global range of customers for both our block and slab products.

## Sustainable development

Fox Marble aims to build and maintain relationships based on trust and mutual benefit with its stakeholders. Preventing and managing social and environmental risks, while seeking opportunities for improvement, are critical to maintaining the Group's competitiveness and capacity to grow.

## Risk

We are always trying to identify and address areas of future risk. As the operations have been rolled out, the Company has sought to impose a rigorous health and safety culture across the Group, ensuring buy-in to this by all staff. This is reflected in the commitment of senior management time and effort. Effective training in safety consciousness will be a continuing policy.

An ethics policy was also put in place and communicated throughout the Group. Ensuring systems to maintain compliance and make third party contractors aware of and committed to our policy is a requirement under the Bribery Act and we will therefore take further measures to communicate and monitor compliance with our policies beyond the Group.

The Company regularly reviews the risks and uncertainties facing the business through a regular series of board and operational meetings. The following risk factors, which are not exhaustive, are particularly relevant to the Group's business activities:

### Operational risks

The activities of the Group are subject to all of the hazards and risks associated with natural resource companies. These risks and uncertainties include, but are not limited to, environmental hazards, industrial accidents, labour disputes, geological problems, unanticipated changes in rock formation characteristics, encountering unanticipated

ground or water conditions, land slips, flooding, levels of wastage, periodic interruptions due to interruption of utilities, inclement or hazardous weather conditions and other acts of God or unfavourable operating conditions

Should any of these risks and hazards affect the Group's operations, it may cause the cost of production to increase to a point where it would no longer be economic to extract stone from the Group's properties, require the Group to write-down the carrying value of one or more quarries, cause delays or a stoppage of mining and processing, result in the destruction of mineral properties or processing facilities, cause death or personal injury and related legal liability, any and all of which may have a material adverse effect on the Group

Risks to personnel are mitigated through the implementation of robust health and safety training and practices, supported detailed procedures. Oversight of the Group's procedures lies with the Board of Directors. The Group has instilled a zero tolerance attitude for safety incidents at all levels of operations, with rules incorporated into operational procedures, safety manuals and all aspects of communication on safety. Other operational risks are mitigated through the use of trained personnel, detailed monitoring of operations on a technical and geological basis to ensure that issues are identified and addressed promptly

#### ***Quarry development risk***

Certain of the Group's quarries are at an early stage of development. As a result, there can be no assurance that the colour, texture, quality and other characteristics of the marble slabs processed and blocks mined from the quarries will be consistent with the material that has been quarried to date. In addition, the mineralogical and chemical composition, bulk density, hardness, water absorption and mechanical properties of marble quarried may change as the resource is further exploited. In the event that the marble mined is of a lower quality than expected, then demand for, and realisable price of, the Group's marble may be lower than expected.

The Group mitigates these risks with the use of highly trained quarry personnel and geologists, and the detailed assessment of the resource including, where appropriate, drilling, technical surveys and third party reviews. Further the Group maintains a broad portfolio of quarry projects and prospects with sufficient potential in terms of inferred and indicated resources.

#### ***Factory development risk***

The Group's planned processing factory is currently under construction. Completion and commissioning of the factory and its operations could be subject to delays and capital assets may exceed planned cost. To mitigate this risk factory development is subject to robust budgeting and cost control processes, and project management and completion timetables are reviewed and approved by senior management.

#### ***Production and sales risk***

To date the Group has not commenced full commercial production at all of its quarries. There can be no assurance that the Group will be profitable in future. The Group expects to continue to incur losses unless and until such time as some or all of the quarries enter into commercial production and generate sufficient revenues to fund continuing operations. The Group is at an early stage in the development of its sales and customer base. The Group's level of historical sales is low and the volume of sales is anticipated to grow significantly over the next twelve months.

To mitigate this risk, quarry operations have approved business plans and targets whilst working within strict working capital controls and robust budgeting and cost control processes.

#### ***Environmental risks and hazards***

All phases of the Group's operations are subject to environmental regulation in Kosovo and Macedonia. Environmental legislation is evolving in a manner that may require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that existing or future environmental regulation will not materially adversely affect the Group's business, financial condition and results of operations. Environmental hazards may exist on the properties on which the Group holds interests that are unknown to the Group at present and that have been caused by previous or existing owners or operators of the properties.

To mitigate this risk the Group has developed and is rolling out policies and procedures to ensure environmental standards are met in excess of current local legislation. The Group will continue to monitor evolving standards within each of its operating environments.

**Political and regulatory risk**

The Group's operating activities are subject to laws and regulations governing expropriation of property, health and worker safety, employment standards, waste disposal, protection of the environment, mine development, land and water use, mineral production, exports, taxes, labour standards, occupational health standards, toxic wastes, the protection of endangered and protected species and other matters

Kosovo has less developed legal systems than more established economies which could result in risks such as (i) effective legal redress in the courts of such jurisdictions, whether in respect of a breach of law or regulation, or in an ownership dispute, being more difficult to obtain, (ii) a higher degree of discretion on the part of governmental authorities, (iii) the lack of judicial or administrative guidance on interpreting applicable rules and regulations, (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions, or (v) relative inexperience of the judiciary and courts in such matters

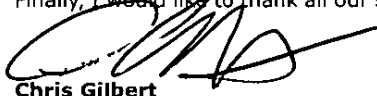
To mitigate this risk the Group takes an active role in industry and other stakeholder engagement processes with local government

**Key personnel risk**

Key personnel risk is the risk of losing either a member of the Board or one of the Group's key quarrying or sales professionals. This could have an adverse effect on the ability of the business to complete its operational plans. To mitigate this risk the succession planning is being developed to ensure skills development and retention and proactive recruitment processes are in place

The Group's activities expose it to a number of risks including cash flow risk, liquidity risk and foreign currency risk. Disclosure of management's objectives, exposure and policies in relation to these risks can be found in note 22 to these financial statements

Finally, I would like to thank all our staff and our Board colleagues for their unstinting efforts on behalf of Fox Marble



**Chris Gilbert**

Chief Executive Officer

1 June 2016

## Directors

### ***Andrew Allner, Non-Executive Chairman***

Andrew is currently Non-Executive Chairman of The Go-Ahead Group plc and Marshalls plc. He is Senior Independent Non-Executive Director and Chairman of the Audit Committee of Northgate plc. He was a Non-Executive Director and Chairman of the Audit Committee of CSR plc until 31 December 2013 and Senior Independent Director and Chairman of the Audit Committee of AZ Electronic Materials SA until 2 May 2014. Previously Andrew was Group Finance Director of RHM plc, taking a lead role in its flotation on the London Stock Exchange in 2005 and subsequent sale to Premier Foods plc in 2007. He was CEO of Enodis plc and also served in senior executive positions with Dalgety plc, Amersham International plc and Guinness plc. He was a partner at PriceWaterhouseCoopers and is a graduate of Oxford University.

### ***Chris Gilbert, CEO***

In 1992, Chris co-founded Infectious Records, an independent record company which grew to be one of the most successful independent record companies in the UK. Following this he founded Auriga Networks, a satellite transmission company which numbers amongst its clients NATO, the British and US Army, BBC, Fox Television and CBS News. In addition, Chris co-founded DarkStar Technologies, a high tech start up providing internet security and data management services to the entertainment industry. In 2005, Chris co-founded Crosstown Songs, a buy and build music publishing venture funded by Cargill which became a major independent music publishing company which was sold to KKR/Bertelsmann in 2009.

### ***Dr Etrur Albani, Managing Director***

Etrur developed his career at PTK, the Kosovo national telecoms company where he became Managing Director and where he increased the number of subscribers by 40% and profit by 85% following initiatives to develop the telecom infrastructure according to developed world standards. Etrur received his PhD from London South Bank University, with an emphasis in 'High Speed Communication Devices Using Microstrips'. Prior to this, he gained a Bachelor of Electronic Engineering from North London University, with an emphasis on Electronic and Telecommunication Engineering.

### ***Candice Sutherland, Finance Director***

Candice is a chartered accountant who has previously worked with PwC in South Africa in both the Audit and Advisory divisions and qualified in 2007. Since relocating to London in 2009, Candice has had over four years' experience with various AIM listed entities in the mining sector and most recently was the Group Financial Controller for Dentsu Aegis Network UK, a world leader in multinational media and digital marketing communications. Candice is a graduate of Rhodes University in South Africa.

**Sir Colin Terry KBE CB DL FREng, Non-Executive Director**

Sir Colin spent 37 years in the Royal Air Force reaching the rank of Air Marshal. He was Director-General of Support Management in 1993, Chief of Staff at RAF Logistics Command in 1995, Chief Engineer (RAF) in 1996 and Air Officer Commanding-in-Chief at RAF Logistics Command in 1997 and RAF Board member for logistics before retiring in 1999. He was Group Managing Director at Inflite Engineering from 1999 to 2001 and Chair of the Engineering Council (UK) for 3 years in addition to being a senior advisor to both Safran and Alenia Aermacchi for several years. In addition, Sir Colin was Non-Executive Chairman of Meggit plc for 11 years until 2015, and AviaMediaTech Ltd until February 2016. Sir Colin is currently a Non-Executive Director of Aveillant Ltd. He is also a Fellow of the Royal Academy of Engineering and of Imperial College, and President of the Soldiers, Sailors, Airmen and Families Association Forces Help in Buckinghamshire where he is also a Deputy Lieutenant. Until recently, Sir Colin was the Chairman of the UK MOD Military Aviation Safety Advisory Committee.

**Roy Harrison OBE, Non-Executive Director**

A former Chief Executive of the Tarmac Group, Senior Non-Executive Director at the BSS Group and President of the Construction Products Association, Roy is currently Non-Executive Chairman of the AIM listed Renew Holdings plc and Non-Executive roles in a number of private construction products companies. Roy is Chairman and governor of a number of City Academies having spent 20 years in establishing and running new or rescued Schools under the Thomas Telford Banner.

**Dr Paul Jourdan, Non-Executive Director**

CEO of Amati Global Investors Limited, a fund management company based in Edinburgh and London. Paul has been involved in managing equity funds for 16 years, initially with Stewart Ivory and then with First State Investments. He specialised early on in UK smaller companies, running what is now called the TB Amati UK Smaller Companies Fund from September 2000 on. He launched Amati VCT plc (originally First State AIM VCT) in 2005 and founded Amati Global Investors with Douglas Lawson in 2010. In addition to serving as a Director of Amati Global Investors, Dr Paul Jourdan is a Director of Sistema Scotland, a music education charity, and a governor of the Royal Conservatoire of Scotland.

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## Advisers

**Company Secretary**

**Lorraine Young**  
Lorraine Young Company Secretarial Services  
190 High Street  
Tonbridge, Kent, TN9 1BE

**Broker**

**Brandon Hill Capital Ltd**  
1 Tudor Street,  
London EC4Y 0AH

**Independent Auditors**

**PricewaterhouseCoopers LLP**  
Chartered Accountants and Statutory  
Auditors  
1 Embankment Place, London,  
WC2N 6RH

**Nominated advisor**

**Cairn Financial Advisers LLP**  
61 Cheapside,  
London, EC2V 6AX

**Principal Bankers**

**HSBC Bank plc**  
70 Pall Mall,  
London SW1Y 5EZ

**Registrars**

**Computershare**  
The Pavilions,  
Bridgwater Road,  
Bristol BS13 8AE

## Report of the Directors

The Directors present their report and the audited financial statements of the Group and Company for the year ended 31 December 2015

## Principal Activities

The principal activity of Fox Marble Holdings plc ("Fox Marble" or "Company") and its subsidiary companies Fox Marble Limited, H&P Sh P K, Granit Shala Sh P K, Rex Marble Sh P K and Fox Marble Kosova Sh P K (collectively "Fox Marble Group" or "Group") is the exploitation of marble quarry reserves in the Republic of Kosovo and Republic of Macedonia

A detailed business review of the year and future developments is included in the Chairman's statement and Strategic Report on pages 5-13

## Results and Dividends

The Group's results are set out in the consolidated Income statement and statement of comprehensive Income on page 26 The audited financial statements for the year ended 31 December 2015 are set out on pages 26 to 52

The Group incurred an operating loss of €2,401,864 (2014 – €2,116,259) for the year ended 31 December 2015 The Group incurred a loss after tax for the year ended 31 December 2015 of €3,034,084 (2014 – €2,325,489)

The Company does not anticipate payment of dividends until the operations become significantly cash generative Further detail is included in the Strategic Report on pages 5-13

## Fundraising and capital

On the 8 August 2013 the Company completed a fundraising to raise an additional €2,919,772 (£2,514,877) through a placing and subscription €2,818,327 (£2,427,499) before expenses was raised through Fox Davies Capital Limited Admission was effected through a two-stage equity placing of 14,712,116 new ordinary shares at a price of 16.5 pence per share In addition, two funds managed by Amati Global Investors agreed to subscribe €101,445 (£87,378) for 529,563 ordinary shares and agreed to amend the terms of the loan note held by them such that the first years capitalised interest on the loan note was payable in cash

On the 5 August 2014 the Company completed a fundraising for an additional €5,956,641 (£4,750,000) through a placing and subscription through Fox Davies Capital Limited Admission was effected through a placing of 26,388,883 new ordinary shares at a price of 18 pence per share

On 15 May 2015 the Company completed a fundraising for an additional €2,760,480 (£2,000,000) before expenses through a placing and subscription through Brandon Hill Capital Limited of 10,000,000 new ordinary shares at a price of 20 pence per share

On 13 May 2016, the Company announced that it had conditionally raised £2,000,000 (before expenses) by way of a firm placing of 18,700,000 new Ordinary Shares at 10 pence per share and a conditional placing of 1,300,000 new Ordinary Shares at 10 pence per share, subject to shareholder approval of the resolutions at the General Meeting to be held on 1 June 2016 At the General Meeting held on 1 June 2016, all resolutions were duly passed The Firm Placing Shares will be admitted to trading on AIM on 2 June 2016 and the Conditional Placing Shares are expected to be admitted to AIM no later than 30 June 2016

## Future development

Refer to the Strategic Report on pages 5-13

## Directors

The Directors of Fox Marble Holdings plc who served during the year and up to the date of signing the financial statements were

Andrew Allner  
Dr Etrur Albani



Chris Gilbert  
 Fiona Hadfield (resigned 1 August 2015)  
 Candice Sutherland (appointed 1 August 2015)  
 Roy Harrison OBE  
 Dr Paul Jourdan  
 Sir Colin Terry KBE CB DL

## Substantial Shareholders

Fox Marble Holdings plc has been notified as of 1 June 2016 of the following interests in excess of 3% of its issued share capital

	Number of ordinary shares	% of issued share capital
Dr Etrur Albani	19,757,500	12.4%
Mr Christopher Gilbert	19,306,250	12.1%
Mr Dominic Redfern	12,038,888	7.5%
Majedie Asset Management	10,277,777	6.4%
Artemis Investment Management LLP	8,622,222	5.4%
Miton Group Plc	8,055,555	5.0%
Amati Global Investors Limited <sup>(1)</sup>	7,546,734	4.7%

- (1) Dr Paul Jourdan, a director of the Company, is responsible for managing the investment in the Company on behalf of Amati Global Investors Limited, which is held beneficially by Amati VCT plc and Amati VCT 2 plc

## Corporate Governance

Although Fox Marble Holdings plc, as an AIM quoted company, is not required to comply with the UK Corporate Governance Code as issued by the Financial Reporting Council, the Board of directors is committed, where practicable, to developing and applying high standards of corporate governance appropriate to the Company's size

### Board Structure

The Board has seven directors, four of whom are non-executive

The Board is responsible for the management of the business of the Company, setting its strategic direction and establishing appropriate policies. It is the directors' responsibility to oversee the financial position of the Company and monitor its business and affairs, on behalf of the shareholders, to whom they are accountable. The primary duty of the Board is to act in the best interests of the Company at all times. The Board also addresses issues relating to internal control and risk management.

The non-executive directors bring a wide range of skills and experience to the Company, as well as independent judgment on strategy, risk and performance. The independence of each non-executive director is assessed at least annually, and all of the non-executive directors are considered to be independent at the date of this report with the exception of Dr Paul Jourdan. Dr Paul Jourdan is the CEO of Amati Global Investors Limited, which manages a significant shareholding in the Company of 7,546,734 shares and all of the outstanding convertible loan notes issued by the Company, on behalf of its clients. Amati Global Investors Limited has conditionally subscribed for 1,300,000 shares as part of the conditional placing announced on 13 May 2016.

The following table shows the directors' attendance at scheduled Board meetings, which they were eligible to attend during the 2015 financial year

Director	Attendance at Board Meetings
Andrew Allner	10/10
Dr Etrur Albani	9/10
Chris Gilbert	10/10
Sir Colin Terry KBE CB DL	10/10
Roy Harrison OBE	10/10
Dr Paul Jourdan	10/10
Fiona Hadfield	6/6
Candice Sutherland	4/4

**Board Committees**

The terms of reference of the board committees are reviewed regularly and available on the Company's website [www.foxmarble.net](http://www.foxmarble.net)

**Remuneration Committee**

The Remuneration Committee consists of Andrew Allner, Sir Colin Terry, Dr Paul Jourdan and Roy Harrison (Committee Chairman). It is responsible for reviewing the performance of the senior executives and for determining their levels of remuneration.

The Committee makes recommendations to the Board, within agreed terms of reference regarding the levels of remuneration and benefits including participation in the Company's share plan.

**Nomination Committee**

The Nomination Committee meets as required to consider the composition of and succession planning for the Board, and to lead the process of appointments to the Board. The Committee Chairman is Andrew Allner. The other members of the Committee are Chris Gilbert, Roy Harrison, Dr Paul Jourdan and Sir Colin Terry.

**Audit Committee**

The Audit Committee consists of three non-executive Directors, Roy Harrison, Dr Paul Jourdan and Sir Colin Terry (Committee Chairman). Andrew Allner attends the committee meetings by invitation. The Audit Committee meets at least twice a year to consider the annual and interim financial statements and the audit plan. The Audit Committee is responsible for ensuring that appropriate financial reporting procedures are properly maintained and reported upon, reviewing accounting policies and for meeting the auditors and reviewing their reports relating to the accounts and internal control systems.

**Internal control and financial risk management**

The Board acknowledges its responsibility for maintaining appropriate internal controls systems and procedures to safeguard the Company's assets, employees and the business of the Group. The directors have recognised the changing requirements of the Group as it has developed from a private company start-up through re-registration as a public company and admission to trading on AIM, to a growing multi-asset operating Group.

The Board has established and operates a policy of continuous review and development of appropriate financial, operational, compliance and risk management controls, which cover expenditure approval, authorisation and treasury management, together with operating procedures consistent with the accounting policies of the Group.

The internal control system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide reasonable but not absolute assurance against material misstatement or loss. The Board has approved the Group's current operating and capital budget and performance against budget is monitored and reported to the Board on a monthly basis.

The directors confirm that the effectiveness of the internal control system during the accounting period has been reviewed by the Board. Steps are underway to reinforce as needed all processes and systems as the Company grows.

The Board does not consider it necessary to establish an internal audit function considering to the current size of the Group.

**Environmental policy**

The Group is aware of the potential impact that its subsidiary companies may have on the environment. The Group ensures that it complies with all local regulatory requirements and seeks to implement a best practice approach to managing environmental aspects based on ISO 14001.

**Health and Safety**

The Group's aim is to achieve and maintain a high standard of workplace safety. In order to achieve this objective the Group provides training and support to employees and sets demanding standards for workplace safety.

## Independent Auditors

Each of the directors at the date of the approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

PricewaterhouseCoopers LLP were appointed as auditors in 2013 and have indicated their willingness to be reappointed at the Annual General Meeting

## Going Concern

The Directors have reviewed detailed projected cash flow forecasts and are of the opinion that it is appropriate to prepare this report on a going concern basis. In making this assessment management has considered

- (a) the current working capital position and operational requirements,
- (b) the sensitivities of forecasts sales figures in the next two years,
- (c) the timing and magnitude of planned capital expenditure, and
- (d) the strategic exploitation of the company's significant resources

The Company is subject to a number of risks and uncertainties, which may impact on the forecast financial performance on the company. The following risk factors, which are not exhaustive, are considered particularly relevant to the Group's ability to function as a going concern

(a) The Malesheva and Prilep quarries are not currently at full level of commercial production. The amount of marble quarried at these sites is expected to increase significantly over the next twelve months. Levels of production can be impacted by unforeseen delays due to inclement weather, equipment failure or the need to re-site the quarry bench. Delays in reaching anticipated levels of production may impact the Group's ability to generate revenues or achieve profitability

(b) Equipment at the Group's marble processing factory is currently being installed. Once installation is complete machinery will need to be tested, and a workforce recruited and trained. Completion could be subject to delays or cost overruns. This would impact the ability of the company to process marble at its own site and impact the profitability of the Company's future operations

(c) The Group's level of historical sales is low and the volume of sales is anticipated to grow over the next twelve months. There can be no assurance however that sales will be realised, that the Group will generate sufficient revenues or achieve profitability

In the event that the cash receipts from sales are lower than anticipated the Company identified that it has available to it a number of contingent actions it can take to mitigate the impact of potential downside scenarios. These include reviewing planned capital expenditure, redeploying company resources to more profitable resources, reducing overhead, renegotiating terms on its existing loan notes and seeking additional financing. As a result of the review of the projected cash flows and risk factors, on 13 May 2016 the Company announced that it had conditionally raised £2,000,000 (before expenses) by way of a firm placing of 18,700,000 new Ordinary Shares at 10 pence per share and a conditional placing of 1,300,000 new Ordinary Shares at 10 pence per share, subject to shareholder approval of the resolutions at the General Meeting to be held on 1 June 2016. At the General Meeting held on 1 June 2016, all resolutions were duly passed. The Firm Placing Shares will be admitted to trading on AIM on 2 June 2016 and the Conditional Placing Shares are expected to be admitted to AIM no later than 30 June 2016

In conclusion having regard to the existing working capital position, the placing of new Ordinary Shares and projected sales, the Directors are of the opinion that the Group has adequate resources to enable it to undertake its planned activities for the next twelve months

Signed on behalf of the Board of Directors



Chris Gilbert,

Director

01 June 2016

## Directors' Remuneration Report

The Company discloses certain information relating to directors' remuneration in this report

### Remuneration Committee

The Company established a Remuneration Committee in August 2012, as set out in the Corporate Governance Report on page 17. The Remuneration Committee advises the Board on Group compensation policy and may obtain advice from independent remuneration consultants appointed by the Company. The Remuneration Committee meets as required and executive directors do not vote on their own remuneration or incentives.

### Remuneration policy

The Company's policy is to maintain levels of compensation for the Group that are comparable and competitive with peer group companies, so as to attract and retain individuals of the highest calibre, by rewarding them as appropriate for their contribution to the Group's performance. The Company may take independent advice in structuring remuneration packages of directors and employees.

### Terms of appointment

The terms of each director's appointment are set out in their service agreements which are effective for an indefinite period but may be terminated in accordance with specified notice periods. Each service agreement sets out details of basic salary, fees, benefits-in-kind and share option grants. The directors do not participate in any group pension scheme and their remuneration is not pensionable.

The executive directors are eligible to participate in discretionary bonus arrangements. Bonuses are payable in cash and awarded by the Board, upon recommendations by the Remuneration Committee. Details of directors' compensation are set out below.

### Basic salaries

The basic salary of each executive director is established by reference to their responsibilities and individual performance.

### Fees

The fees paid to non-executive directors are determined by the Board and reviewed periodically to reflect current rates and practice commensurate with the size of the Company and their roles.

As disclosed in Note 28, Events after the reporting date, the Non-Executive Directors of the Company have agreed to utilise their fees (net of tax) to subscribe for Ordinary Shares in the Company. In addition, Executive Directors Christopher Gilbert and Dr Etrur Albani have agreed to utilise fifty per cent of their remuneration (net of tax) to subscribe for Ordinary Shares in the Company at the Company's request. The volume of Ordinary Shares subscribed for will be calculated quarterly in arrears and with reference to the 30-day volume weighted average price per Ordinary Share as at the time of issue.

### Share options

The Company granted options on 31 August 2012 over an aggregate of 120,000 Ordinary Shares at an exercise price of 20p per share to the Finance Director, Fiona Hadfield (resignation date 1 August 2015) under the terms of its Discretionary Share Option Plan 2011. The options vest after a 3-year period starting 31 August 2012, subject to service conditions and performance criteria based on the financial performance of the Group. Further details on the plan are set out in note 20.

There have been no variations to the terms and conditions or performance criteria for share options during the year. The share-based payment expense recognised in the income statement under IFRS 2 that relates to directors' share options amounts to €1,011 (2014: €1,393).

No other share options were granted to the directors in the current or previous year. The Company does not operate any other long term incentive plans or share-based payment.

## Annual Remuneration of Directors

Remuneration in respect of Directors was as follows

Year ended 31 December 2015	Salary	Consultancy Fees	Benefits in kind	Share based payment charge	Total
	€	€	€	€	€
<b>Executive directors</b>					
Chris Gilbert	172,138	-	14,046	-	186,184
Dr Etrur Albani	172,138	-	14,046	-	186,184
Fiona Hadfield	89,389	-	-	1,011	90,400
Candice Sutherland	68,858	-	-	-	68,858
	<b>502,523</b>	<b>-</b>	<b>28,092</b>	<b>1,011</b>	<b>531,626</b>
<b>Non-Executive directors</b>					
Andrew Allner	82,626	-	-	-	82,626
Sir Colin Terry	41,313	-	-	-	41,313
Roy Harrison	41,313	4,131	-	-	45,444
Dr Paul Jourdan <sup>(1)</sup>	-	41,313	-	-	41,313
	<b>165,252</b>	<b>45,444</b>	<b>-</b>	<b>-</b>	<b>210,696</b>
	<b>667,775</b>	<b>45,444</b>	<b>28,092</b>	<b>1,011</b>	<b>742,322</b>
 Year ended 31 December 2014	 Salary	 Consultancy Fees	 Benefits in kind	 Share based payment charge	 Total
	€	€	€	€	€
<b>Executive directors</b>					
Chris Gilbert	155,048	-	12,651	-	167,699
Dr Etrur Albani	155,048	-	12,651	-	167,699
Fiona Hadfield	99,145	-	-	1,393	100,538
	<b>409,241</b>	<b>-</b>	<b>25,302</b>	<b>1,393</b>	<b>435,936</b>
<b>Non-Executive directors</b>					
Andrew Allner	74,423	-	-	-	74,423
Sir Colin Terry	37,212	-	-	-	37,212
Roy Harrison	37,212	3,720	-	-	40,932
Dr Paul Jourdan <sup>(1)</sup>	-	37,212	-	-	37,212
	<b>148,847</b>	<b>40,932</b>	<b>-</b>	<b>-</b>	<b>189,779</b>
	<b>558,088</b>	<b>40,932</b>	<b>25,302</b>	<b>1,393</b>	<b>625,715</b>

(1) Fees in respect of the services provided by Dr Paul Jourdan are paid to Amati Global Partners LLP.

The Board of Directors' remuneration is settled in GBP and is therefore subject to foreign exchange movements upon translation to EUR. Remuneration in respect of Directors who served during the year ended 31 December 2015 and 2014 did not change in each of these years.

## Directors' interests in the share capital of the Company

The interests of the directors who held office during the year ended 31 December 2015 in the shares of the Company are given below. There has been no change in the interest of any director between 31 December 2015 and the date of this report.

<b>Director</b>	<b>Interest in shares</b>
Dr Etrur Albani	19,757,500
Andrew Allner	772,190
Chris Gilbert	19,306,250
Roy Harrison OBE	667,656
Sir Colin Terry KBE CB DL	46,444
Dr Paul Jourdan <sup>(1)</sup>	-
Fiona Hadfield	-
Candice Sutherland	-

- (1) Amati Global Partners LLP, of which Dr Paul Jourdan is a managing partner and a significant owner holds 84,444 shares in Fox Marble Holdings plc. On behalf of Amati Global Investors Limited, Dr Paul Jourdan is also responsible for managing the investment in the Company of 7,546,734 shares and all of the outstanding convertible loan notes issued by the Company, which are held beneficially by Amati VCT plc and Amati VCT 2 plc.

This report was approved by the Board of Directors and signed on its behalf by

**Roy Harrison OBE**

Chairman of the Remuneration Committee

1 June 2016

## **Directors' Responsibilities**

### **In respect of the preparation of financial statements**

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the Group and parent company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 Group and the Company and of the profit or loss of the Company and Group for that period. In preparing these financial statements, the directors are required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements, and
- d prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and the Group 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 the Group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The financial statements are required by law and IFRS adopted by the EU to present fairly the financial position of the Group and the Company and the financial performance of the Group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Fox Marble Holdings plc website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## **Independent auditors' report to the members of Fox Marble Holdings Plc**

### **Report on the financial statements**

#### **Our opinion**

In our opinion

- Fox Marble Holdings Plc's group financial statements and parent company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2015 and of the group's loss and the group's and the parent company's cash flows for the year then ended,
- the group financial statements have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union,
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006, and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006

#### **What we have audited**

The financial statements, included within the Annual Report and Accounts (the "Annual Report"), comprise

- the Consolidated and parent company Statements of Financial Position as at 31 December 2015,
- the Consolidated Statement of Comprehensive Income for the year then ended,
- the Consolidated and parent company Statement of Cash Flows for the year then ended,
- the Consolidated and parent company Statement of Changes in Equity for the year then ended, and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information

Certain required disclosures have been presented elsewhere in the Annual Report, rather than in the notes to the financial statements. These are cross-referenced from the financial statements and are identified as audited.

The financial reporting framework that has been applied in the preparation of the financial statements is IFRSs as adopted by the European Union, and applicable law and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events

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

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

#### **Other matters on which we are required to report by exception**

##### **Adequacy of accounting records and information and explanations received**

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

- we have not received all the information and explanations we require for our audit, or
- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company financial statements are not in agreement with the accounting records and returns

We have no exceptions to report arising from this responsibility



## **Independent auditors' report to the members of Fox Marble Holdings Plc (continued)**

### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

## **Responsibilities for the financial statements and the audit**

### **Our responsibilities and those of the directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 23, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the parent company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

### **What an audit of financial statements involves**

We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed,
- the reasonableness of significant accounting estimates made by the directors, and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Alison Baker (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
1 June 2016

## Consolidated Statement of Comprehensive Income

### For the year ended 31 December 2015

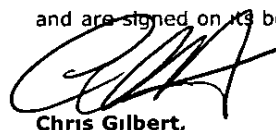
	Note	Year to 31 December 2015 €	Year to 31 December 2014 €
<b>Revenue</b>		229,242	149,924
Cost of sales		(124,262)	(84,480)
<b>Gross profit</b>		<b>104,980</b>	<b>65,444</b>
Administrative and other operational expenses		(2,506,844)	(2,181,703)
<b>Operating loss</b>	6	<b>(2,401,864)</b>	<b>(2,116,259)</b>
Finance income		2,130	-
Fair value adjustment	8	(379,476)	-
Finance costs	9	(254,874)	(209,230)
<b>Loss before taxation</b>		<b>(3,034,084)</b>	<b>(2,325,489)</b>
Taxation	10	-	-
<b>Loss for the year</b>		<b>(3,034,084)</b>	<b>(2,325,489)</b>
Other comprehensive income		-	-
<b>Total comprehensive loss for the year attributable to owners of the parent company</b>		<b>(3,034,084)</b>	<b>(2,325,489)</b>
<b>Loss per share</b>			
Basic loss per share	11	(0 02)	(0 02)
Diluted loss per share	11	(0 02)	(0 02)

## Consolidated Statement of Financial Position

### As at 31 December 2015

	Note	2015 €	2014 €
<b>Assets</b>			
<b>Non-current assets</b>			
Intangible assets	12	1,259,112	1,345,546
Property, plant and equipment	13	3,597,117	3,314,889
Receivables	15	488,400	63,886
<b>Total non-current assets</b>		<b>5,344,629</b>	<b>4,724,321</b>
<b>Current assets</b>			
Trade and other receivables	15	1,013,145	917,442
Inventories	14	2,991,618	1,570,446
Cash and cash equivalents	22	2,819,780	4,700,742
<b>Total current assets</b>		<b>6,824,543</b>	<b>7,188,630</b>
<b>Total assets</b>		<b>12,169,172</b>	<b>11,912,951</b>
<b>Current liabilities</b>			
Trade and other payables	16	674,837	377,537
<b>Total current liabilities</b>		<b>674,837</b>	<b>377,537</b>
<b>Non-current liabilities</b>			
Convertible loan notes	17	1,849,786	1,479,681
<b>Total non-current liabilities</b>		<b>1,849,786</b>	<b>1,479,681</b>
<b>Total liabilities</b>		<b>2,524,623</b>	<b>1,857,218</b>
<b>Net assets</b>		<b>9,644,549</b>	<b>10,055,733</b>
<b>Equity</b>			
Share capital	18	2,008,809	1,870,785
Share premium		24,146,362	21,662,497
Accumulated losses	19	(16,629,376)	(13,595,292)
Share based payment reserve	20	83,211	82,200
Other reserve		35,543	35,543
<b>Total equity</b>		<b>9,644,549</b>	<b>10,055,733</b>

The financial statements on pages 26 to 52 were approved and authorised for issue by the Board on 1 June 2016 and are signed on its behalf



Chris Gilbert,

Director

1 June 2016

## Consolidated Statement of Cash Flows

### For the year ended 31 December 2015

	Note	Year ended 31 December 2015 €	Year ended 31 December 2014 €
<b>Cash flows from operating activities</b>			
<b>Loss before taxation</b>		(3,034,084)	(2,325,489)
Adjustment for			
Finance income		(2,130)	-
Finance costs	8, 9	634,350	209,230
<b>Operating loss for the year</b>		<b>(2,401,864)</b>	<b>(2,116,259)</b>
Adjustment for			
Amortisation	12	86,434	2,040
Depreciation	13	311,945	393,455
Foreign exchange gains on operating activities		(162,678)	(94,801)
Equity settled transactions	20	1,011	25,703
(Increase)/decrease in trade and other receivables	15	(378,469)	278,685
Increase in inventories		(1,421,172)	(1,221,595)
Increase/(decrease) in accruals	16	50,101	(80,818)
Increase/(decrease) in trade and other payables	16	247,199	(3,607)
<b>Net cash used in operating activities</b>		<b>(3,667,493)</b>	<b>(2,817,197)</b>
<b>Cash flow from investing activities</b>			
Expenditure on acquisition of mining rights and licences	12	-	(1,256,376)
Expenditure on property, plant & equipment	13	(594,173)	(1,786,383)
Deposits paid on property, plant & equipment	15	(141,748)	(273,750)
Interest on bank deposits		2,130	-
<b>Net cash used in investing activities</b>		<b>(733,791)</b>	<b>(3,316,509)</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares (net of issue costs)	18	2,621,889	5,507,495
Interest paid		(264,244)	(26,820)
<b>Net cash inflow from financing activities</b>		<b>2,357,645</b>	<b>5,480,675</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(2,043,639)</b>	<b>(653,031)</b>
Cash and cash equivalents at beginning of year		4,700,742	5,258,972
Exchange gains on cash and cash equivalents		162,677	94,801
<b>Cash and cash equivalents at end of year</b>	22	<b>2,819,780</b>	<b>4,700,742</b>

## Consolidated Statement of Changes in Equity

### For the year ended 31 December 2015

Note	Share Capital	Share Premium	Share based payment reserve	Other Reserve	Accumulated losses	Total equity
	18		20		19	
	€	€	€	€	€	€
<b>Balance at 1 January 2014</b>	1,539,860	16,485,926	56,497	35,543	(11,269,803)	6,848,023
Loss and total comprehensive loss for the year	-	-	-	-	(2,325,489)	(2,325,489)
<b>Transactions with owners</b>						
Share capital issued	330,925	5,176,571	-	-	-	5,507,496
Share based payment charge	-	-	25,703	-	-	25,703
<b>Balance at 31 December 2014</b>	1,870,785	21,662,497	82,200	35,543	(13,595,292)	10,055,733
Loss and total comprehensive loss for the year	-	-	-	-	(3,034,084)	(3,034,084)
<b>Transactions with owners</b>						
Share capital issued	138,024	2,483,865	-	-	-	2,621,889
Share based payment charge	-	-	1,011	-	-	1,011
<b>Balance at 31 December 2015</b>	2,008,809	24,146,362	83,211	35,543	(16,629,376)	9,644,549

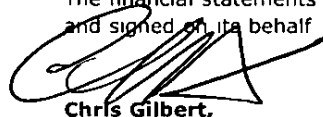
## Statement of Financial Position of the parent company

### As at 31 December 2015

	Note	2015 €	2014 €
<b>Assets</b>			
<b>Non-current assets</b>			
Investments	26	2,028,195	2,028,195
Receivables	15	-	63,886
<b>Total non-current assets</b>		<b>2,028,195</b>	<b>2,092,081</b>
<b>Current assets</b>			
Trade and other receivables	15	14,799,265	10,805,710
Cash and cash equivalents		2,621,395	4,518,051
<b>Total current assets</b>		<b>17,420,660</b>	<b>15,323,761</b>
<b>Total assets</b>		<b>19,448,855</b>	<b>17,415,842</b>
<b>Current liabilities</b>			
Trade and other payables	16	115,938	148,663
<b>Total current liabilities</b>		<b>115,938</b>	<b>148,663</b>
<b>Non-current liabilities</b>			
Convertible loan notes	17	1,849,786	1,479,681
<b>Total non-current liabilities</b>		<b>1,849,786</b>	<b>1,479,681</b>
<b>Total liabilities</b>		<b>1,965,724</b>	<b>1,628,344</b>
<b>Net assets</b>		<b>17,483,131</b>	<b>15,787,498</b>
<b>Equity</b>			
Share capital	18	2,008,809	1,870,785
Share premium		24,146,362	21,662,497
Accumulated losses	19	(8,755,251)	(7,827,984)
Share based payment reserve	20	83,211	82,200
<b>Total equity</b>		<b>17,483,131</b>	<b>15,787,498</b>

The Company has elected to take advantage of the exemption under section 408 of the Companies Act 2006 not to present the parent company statement of comprehensive income

The financial statements on pages 26 to 52 were approved and authorised for issue by the Board on 1 June 2016, and signed on its behalf



Chris Gilbert,

Director

1 June 2016

Company number 07811256

## Statement of Changes in Equity of the parent company

### Year ended 31 December 2015

	Share Capital	Share Premium	Share based payment reserve	Accumulated losses	Total equity
Note	18		20	19	
	€	€	€	€	€
Balance at 1 January 2014	1,539,860	16,485,926	56,497	(7,371,560)	10,710,723
Loss and total comprehensive loss for the year	-	-	-	(456,424)	(456,424)
<b>Transactions with owners</b>					
Share capital issued	330,925	5,176,571	-	-	5,507,496
Share based payment charge	-	-	25,703	-	25,703
Balance at 31 December 2014	1,870,785	21,662,497	82,200	(7,827,984)	15,787,498
Loss and total comprehensive loss for the year	-	-	-	(927,267)	(927,267)
<b>Transactions with owners</b>					
Share capital issued	138,024	2,483,865	-	-	2,621,889
Share based payment charge	-	-	1,011	-	1,011
Balance at 31 December 2015	2,008,809	24,146,362	83,211	(8,755,251)	17,483,131

## Statement of Cash Flows of the parent company

### Year ended 31 December 2015

	Note	Year ended 31 December 2015 €	Year ended 31 December 2014 €
<b>Loss before taxation</b>		(927,267)	(456,424)
Adjustment for			
Finance income		(2,130)	-
Finance costs	8, 9	634,350	209,230
<b>Operating loss for the year</b>		<b>(295,047)</b>	<b>(247,194)</b>
Adjustment for			
Foreign exchange gains on operating activities		(162,678)	(94,801)
Share based payment charge		1,011	25,703
Increase in receivables	15	(3,929,669)	(5,697,786)
Decrease in accruals	16	(3,765)	(13,832)
Decrease/(increase) in trade and other payables	16	(28,960)	17,677
<b>Net cash outflow from operating activities</b>		<b>(4,419,108)</b>	<b>(6,010,233)</b>
<b>Cash flows from investing activities</b>			
Interest on bank deposits		2,130	-
<b>Net cash inflow from investing activities</b>		<b>2,130</b>	<b>-</b>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares (net of issue costs)	18	2,621,889	5,507,495
Interest paid		(264,244)	(26,820)
<b>Net cash inflow from financing activities</b>		<b>2,357,645</b>	<b>5,480,675</b>
<b>Net decrease in cash and cash equivalents</b>		<b>(2,059,333)</b>	<b>(529,558)</b>
Cash and cash equivalents at beginning of year		4,518,051	4,952,809
Exchange gains on cash and cash equivalents		162,677	94,800
<b>Cash and cash equivalents at end of year</b>		<b>2,621,395</b>	<b>4,518,051</b>



## Notes to the consolidated and parent company financial statements

### 1) General information

The principal activity of Fox Marble Holdings plc and its subsidiary companies Fox Marble Limited, H&P Sh P K, Granit Shala Sh P K, Rex Marble Sh P K and Fox Marble Kosova Sh P K (collectively "Fox Marble Group" or "Group") is the exploitation of quarry reserves in the Republic of Kosovo and South East Europe

Fox Marble Holdings plc is the Group's ultimate Parent Company ("the Parent Company") It is incorporated in England and Wales and domiciled in England The address of its registered office is 15 Kings Terrace, London, NW1 0JP Fox Marble Holdings plc shares are admitted to trading on the London Stock Exchange's AIM market

### 2) Basis of Preparation

These consolidated financial statements and parent company financial statements (together "the financial statements") have been prepared in accordance with International Financial Reporting Standards (IFRS) in issue as endorsed by the European Union and the requirements of the Companies Act applicable to companies reporting under IFRS IFRS includes Interpretations issued by the IFRS Interpretations Committee (formerly – IFRIC)

In publishing the parent company financial statements together with the Group financial statements, the Company has taken advantage of the exemption in section 408 of the Companies Act 2006 not to present its individual statement of comprehensive income and related notes that form a part of these approved financial statements.

The consolidated and parent company financial statements have been prepared under the historical cost convention The preparation of financial statements in conformity with EU adopted IFRS requires the use of certain critical accounting estimates It also requires management to exercise its judgement in the process of applying the Group's accounting policies

The accounting policies set out below have been applied consistently across the Group and to all periods presented in these financial statements

### 3) Significant accounting policies

#### ***Basis of consolidation***

The Group financial statements consolidate those of Fox Marble Holdings plc (the Company) and its subsidiaries (together referred to as the Group) The parent company financial statements present information about the Company as a separate entity and not about its group

The consolidated financial statements incorporate the financial information of Fox Marble Limited and its subsidiaries Fox Marble Limited, Fox Marble Kosova Sh P K , H&P Sh P K , Granit Shala Sh P K and Rex Marble Sh P K

Subsidiaries are all entities (including structured entities) over which the group has control The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity Further to this subsidiaries are entities over which the group has the power to govern the financial and operating policies of the subsidiary and consistent accounting policies have been adopted across the group Subsidiaries are fully consolidated from the date on which control is transferred to the group They are deconsolidated from the date that control ceases

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

#### ***Revenue Recognition***

Revenue is derived from the sale of goods and is measured at the fair value of consideration received or receivable, after deducting discounts, volume rebates, value added tax and other sales taxes A sale is recognised when the significant risks and rewards of ownership have passed This is usually when title and insurance risk have passed to the customer and the goods have been delivered to a contractually agreed location

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made The Group assesses its revenue arrangements against specific criteria in order to determine if it is acting as principal or agent

**Inventory**

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the weighted average basis. The production cost of inventory includes an appropriate proportion of depreciation and production overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

**Property, Plant & Equipment**

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use. Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where it can be clearly demonstrated that the expenditure has resulted in an increase in the future economic benefits expected to be obtained from the use of an item of property, plant and equipment, and where the cost of the item can be measured reliably, the expenditure is capitalised as an additional cost of that asset or as a replacement.

Depreciation of quarrying equipment and infrastructure is calculated using the Units of Production ("UOP") method to write off the cost of the assets proportionately to the extraction of material from the quarries. Fully depreciated assets are retained in the accounts until they are no longer in use and no further charge for depreciation is made in respect of these assets.

Depreciation of items of property, plant and equipment, other than quarrying equipment and infrastructure, is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life.

The estimated useful lives of property, plant and equipment are as follows:

- Plant and machinery 5-15 years
- Leasehold improvements – Period of the lease
- Office equipment 3-5 years

Where parts of an item of property and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Land is not depreciated.

Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at the end of each reporting period.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

**Leases**

Leases where substantially all the rewards and risks of ownership of assets remain with the lessor are accounted for as operating leases. Where the Group is the lessee, rentals payable under operating leases, net of any incentives received from the lessor, are charged to profit or loss on the straight-line basis over the lease terms.

**Intangible exploration and evaluation assets**

All costs associated with mineral exploration and evaluation including the costs of acquiring exploration and exploitation licences, annual licence fees, rights to explore, topographical, geological and geophysical studies, exploratory drilling, trenching, sampling and activities to evaluate the technical feasibility and commercial viability of extracting a dimensional stone resource, are capitalised as intangible exploration and evaluation assets and subsequently measured at cost.

The costs are allocated to quarry locations within a licence area. Each area is treated as a cash-generating unit ("CGU") because the underlying geology and risks and rewards of exploration within a quarry are considered to be similar.

If an exploration project is successful, the related expenditures will be depreciated over the estimated life of the reserves or life of the licence whichever is less on a straight line basis. The amortisation is included within operating loss on the statement of comprehensive income. Where a project does not lead to the discovery of commercially

viable quantities of dimensional stone resources and is relinquished, abandoned, or is considered to be of no further commercial value to the Group, the related costs are written off to profit or loss

The recoverability of capitalised exploration costs is dependent upon the discovery of economically viable reserves, the ability of the Group to obtain necessary financing to complete the development of reserves and future profitable production or proceeds from the extraction thereof

#### ***Impairment of exploration and evaluation assets and property, plant and equipment***

Whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable, an asset is reviewed for impairment. An asset's carrying value is written down to its estimated recoverable amount (being the higher of the fair value less costs to sell and value in use) if that is less than the asset's carrying value. Impairment losses are recognised in profit or loss.

Impairment reviews for intangible exploration and evaluation assets and property, plant and equipment are carried out on the basis of quarry sites with each area representing a single CGU. An impairment review is undertaken when indicators of impairment arise but typically when one of the following circumstances applies:

- unexpected geological occurrences that render the resources uneconomic,
- title to the asset is compromised,
- variations in dimensional stone prices that render the project uneconomic,
- variations in foreign currency rates, or
- the Group determines that it no longer wishes to continue to evaluate or develop the field

Non-financial assets which have suffered impairment are reviewed for possible reversal of the impairment at each reporting period.

#### ***Investments***

Investments in subsidiaries, associates and joint ventures are recorded at cost in the Company statement of financial position. They are tested for impairment when there is objective evidence of impairment. Any impairment losses are recognised in profit or loss in the period they occur.

#### ***Financial Instruments***

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

#### ***Financial assets***

##### ***Trade and other receivables***

Trade and other 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 that amounts 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 including the expected costs to dispose of the asset. 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***

For the purpose of the statements of cash flows, cash and cash equivalents comprise cash on hand and demand deposits.

For the purpose of the statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, which are not restricted as to use.

#### ***Financial liabilities and equity***

##### ***Convertible loan notes***

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 Group after deducting all of its liabilities.

Interest-bearing loans (including loan notes) are recorded initially at their fair value, net of direct transaction costs. Such instruments are subsequently carried at their amortised cost and finance charges, including premiums payable on settlement, redemption or conversion, are recognised in profit or loss over the term of the instrument using the effective rate of interest.

Instruments where the holder has the option to redeem for a variable amount of cash a pre-determined quantity of equity instruments are classified as a derivative liability. The derivative element is fair valued at each period and any changes in fair value are recognised in profit or loss.

The interest expense on the liability component is calculated by applying the prevailing market interest rate for similar non-convertible debt to the instrument. The difference between this amount and the interest paid is added to the carrying value of the convertible loan note.

#### **Trade and other payables**

Trade and other payables are initially recognised at fair value and subsequently at amortised cost using the effective interest method.

#### **Equity settled transactions**

The Group has applied the requirements of IFRS 2 Share-Based Payments for all grants of equity instruments.

The Group has entered into equity settled share based payments as consideration for services received. Equity settled share based payments are measured at fair value at the date of issue.

The Group have measured the fair value by reference to the equity instruments issued as it is not possible to reliably measure the fair value of the services received. In the absence of market prices, fair value has been based on the Directors valuation of the Company as at the issue date.

#### **Income tax**

The tax expense represents the sum of the tax payable for the period and deferred tax.

The tax payable is based on taxable profit for the year. The Group's liability for current tax is calculated by using tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amount 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 recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based upon rates enacted and substantively enacted at the reporting date. Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred income tax is provided on temporary differences arising on investments in subsidiaries, except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

#### **Foreign currencies**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Euros (€) which is the Company's functional and the group's presentation currency. The Euro/Sterling exchange rate at 31 December 2015 was 1.3566 (2014 – 1.2777). The average Euro/Sterling exchange rate for the year ended 31 December 2015 was 1.3771 (2014 – 1.2404).

Transactions in currencies other than the functional currency 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.

On consolidation, the assets and liabilities of the Group's overseas operations are translated into the Group's presentational currency at exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period unless exchange rates have fluctuated significantly during the year, in which case the exchange rate at the date of the transaction is used. All exchange differences arising, if any, are transferred to the Group's translation reserve, except to the extent that they relate to non-controlling interests, and are recognised as income or as expenses in the period in which the operation is disposed of, or when control, significant influence or joint control is lost.

#### ***Share capital***

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

#### ***Critical accounting estimates and areas of judgement***

##### ***Quarry reserves***

Engineering estimates of the Group's quarry reserves are inherently imprecise and represent only approximate amounts because of the significant judgments involved in developing such information. There are authoritative guidelines regarding the engineering criteria that have to be met before estimated quarry reserves can be designated as "proved" and "probable". Proved and probable quarry reserve estimates are updated at regular intervals taking into account recent production and technical information about each quarry. In addition, as prices and cost levels change from year to year, the value of proved and probable quarry reserves also changes. This change is considered a change in estimate for accounting purposes and is reflected on a prospective basis in depreciation and amortisation rates calculated on units of production ("UOP") basis.

Changes in the estimate of quarry reserves are also taken into account in impairment assessments of non-current assets.

##### ***Treatment of convertible loan note***

On the 31 August 2012 the Company issued €1,295,278 (£1,060,000) fixed rate convertible unsecured loan note 2017 under the terms of the agreement signed 24 August 2012 with Amati Global Investors Limited ("Series 1 Loan Note").

The convertible loan notes have been accounted for as a liability held at amortised cost. At the date of issue, the fair value of the liability component was estimated using the prevailing market interest rate for similar non-convertible debt.

The conversion option results in the Company receiving a fixed amount of foreign currency cash in return for issuing a fixed number of shares and as such has been classified as a derivative liability. The liability is held at fair value and any changes in fair value over the period recognised in profit or loss.

The Company has fair valued the identified embedded derivatives included within the contract using a Black Scholes methodology, which has resulted in the recording of a liability of €25,774 at 31 December 2015 (2014 – €30,838).

##### ***Inventory valuation***

Inventories are stated at the lower of cost and net realisable value. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

##### ***New standards and interpretations not yet adopted***

There are no new standards, amendments or interpretations with a material impact on the group for the year ended 31 December 2015. A number of new standards and amendments to standards and interpretations are effective for

annual periods beginning after 1 January 2015, and have not been applied in preparing these consolidated financial statements

- Amendment to IFRS 11, 'Joint arrangements' on acquisition of an interest in a joint operation Effective for annual periods beginning on or after 1 January 2016
- Amendments to IAS 16, 'Property, plant and equipment', and IAS 41, 'Agriculture', regarding bearer plants Effective for annual periods beginning on or after 1 January 2016
- Amendment to IAS 16, 'Property, plant and equipment' and IAS 38, 'Intangible assets', on depreciation and amortisation. Effective for annual periods beginning on or after 1 January 2016
- IFRS 14, 'Regulatory deferral accounts' Effective for annual periods beginning on or after 1 January 2016
- Amendments to IAS 27, 'Separate financial statements' on the equity method Effective for annual periods beginning on or after 1 January 2016
- Amendments to IFRS 10, 'Consolidated financial statements' and IAS 28, 'Investments in associates and joint ventures' Effective for annual periods beginning on or after 1 January 2016
- IFRS 15 'Revenue from contracts with customers' Effective for annual periods beginning on or after 1 January 2017
- IFRS 9 'Financial instruments' Effective for annual periods beginning on or after 1 January 2018
- IFRS 16 'Leases' Effective for annual periods beginning on or after 1 January 2018
- Amendment to IAS 12, 'Income taxes' Effective for annual periods on or after 1 January 2017
- Amendment to IAS 7, 'Statement of cash flows' Effective for annual periods on or after 1 January 2017.
- Amendment to IAS 1, 'Presentation of financial statements' Effective for annual periods on or after 1 January 2016

Adoption of the above is not considered to have a material impact on the Group financial statements

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Group

#### 4) Going concern

The Directors have reviewed detailed projected cash flow forecasts and are of the opinion that it is appropriate to prepare this report on a going concern basis. In making this assessment management has considered

- (a) the current working capital position and operational requirements,
- (b) the sensitivities of forecasts sales figures in the next two years,
- (c) the timing and magnitude of planned capital expenditure, and
- (d) the strategic exploitation of the company's significant resources

The Company is subject to a number of risks and uncertainties, which may impact on the forecast financial performance on the company. The following risk factors, which are not exhaustive, are considered particularly relevant to the Group's ability to function as a going concern

(a) The Malesheva and Prilep quarries are not currently at full level of commercial production. The amount of marble quarried at these sites is expected to increase significantly over the next twelve months. Levels of production can be impacted by unforeseen delays due to inclement weather, equipment failure or the need to re-site the quarry bench. Delays in reaching anticipated levels of production may impact the Group's ability to generate revenues or achieve profitability.

(b) Equipment at the Group's marble processing factory is currently being installed. Once installation is complete machinery will need to be tested, and a workforce recruited and trained. Completion could be subject to delays or cost overruns. This would impact the ability of the company to process marble at its own site and impact the profitability of the Company's future operations.

(c) The Group's level of historical sales is low and the volume of sales is anticipated to grow over the next twelve months. There can be no assurance however that sales will be realised, that the Group will generate sufficient revenues or achieve profitability.

In the event that the cash receipts from sales are lower than anticipated the Company identified that it has available to it a number of contingent actions it can take to mitigate the impact of potential downside scenarios. These include reviewing planned capital expenditure, redeploying company resources to more profitable resources, reducing overhead, renegotiating terms on its existing loan notes and seeking additional financing. As a result of the review of the projected cash flows and risk factors, on 13 May 2016 the Company announced that it had conditionally raised

£2,000,000 (before expenses) by way of a firm placing of 18,700,000 new Ordinary Shares at 10 pence per share and a conditional placing of 1,300,000 new Ordinary Shares at 10 pence per share, subject to shareholder approval of the resolutions at the General Meeting to be held on 1 June 2016. At the General Meeting held on 1 June 2016, all resolutions were duly passed. The Firm Placing Shares will be admitted to trading on AIM on 2 June 2016 and the Conditional Placing Shares are expected to be admitted to AIM no later than 30 June 2016.

In conclusion having regard to the existing working capital position, the placing of new Ordinary Shares and projected sales, the Directors are of the opinion that the Group has adequate resources to enable it to undertake its planned activities for the next twelve months.

## 5) Segmental information

The chief operating decision maker is the Board of Directors. The Board of directors reviews management accounts prepared for the Group as a whole when assessing performance.

All of the operations of Fox Marble Holdings plc are located in the Republic of Kosovo and Republic of Macedonia. All sales of the Group are as a result of the extraction and processing of marble. It is the opinion of the directors that the operations of the Company represent one segment, and are treated as such when evaluating its performance.

All intangible assets held by the Group relate to intangible assets acquired in relation to mining rights and licences in Macedonia and exploration and evaluation expenditure incurred in Kosovo. Of the non-current assets held by the Group of €5,344,629 (2014 – €4,724,321), €3,507,006 (2014 – €3,309,222) relates to Property, Plant and Machinery acquired for the exploitation of assets in Kosovo and Macedonia and €1,259,112 (2014 – €1,345,546) relates to mining rights and licences and capitalised costs of exploration and licencing.

The Group incurs certain costs in the United Kingdom in relation to head office expenses. In the year under review included in the operating costs for the year of €2,506,844 (2014 – €2,181,703) were costs incurred in the United Kingdom of €1,649,036 (2014 – €1,342,488).

## 6) Expenses by nature

	Year ended 31 December 2015 €	Year ended 31 December 2014 €
Operating loss is stated after charging/(crediting)		
Cost of materials sold	124,262	84,480
Fees payable to the Company's auditors	89,163	55,817
Legal & professional fees	315,115	148,249
Consultancy fees	152,052	109,914
Staff costs	1,088,351	949,309
Operating lease rental	40,460	43,177
Other head office costs	176,626	114,599
Travelling, entertainment & subsistence costs	91,935	88,120
Depreciation	20,199	10,249
Amortisation	86,434	2,040
Quarry operating costs	349,334	442,741
Foreign exchange gain	(199,989)	(118,024)
Share based payment charge	1,011	25,703
Marketing & PR	138,992	108,381
Testing, storage, sampling and transportation of materials	53,569	150,928
Provision for bad debts	55,782	-
Sundry expenses	47,810	50,500
<b>Cost of sales, administrative and other operational expenses</b>	<b>2,631,106</b>	<b>2,266,183</b>

During the year the group (including its overseas subsidiaries) obtained the following services from the company's auditors and its associates

	Year ended 31 December 2015 €	Year ended 31 December 2014 €
Fees payable to the Company's auditors and its associates for the audit of the parent company and consolidated annual financial statements	20,350	18,606
Fees payable to the Company's auditors and its associates for other services		
– The audit of the Company's subsidiaries	52,535	37,211
Prior year under accrual	16,278	–
	<b>89,163</b>	<b>55,817</b>

## 7) Directors and Employees

The employee benefit expenses during the year were as follows

	2015 €	2014 €
Wages and salaries	962,637	817,488
Social security costs	125,714	94,547
Share based payments	1,011	1,393
	<b>1,089,362</b>	<b>913,428</b>

The monthly average number employed by the Group during the year, including the Executive Directors, was

Group	2015	2014
Directors	7	7
Administration	9	6
Quarry side	52	53
	<b>68</b>	<b>66</b>

Key management personnel, as defined by IAS 24 "Related Party Disclosures", have been identified as the Board of Directors. Detailed disclosures of directors' individual remuneration, directors' transactions and directors' interests and share options, for those directors who served during the year, are given in the Directors' Remuneration Report on page 20. The aggregate amount of Directors remuneration for the year was as follows

	2015 €	2014 €
Salary	667,775	558,088
Consultancy fees	45,444	40,932
Short term employee benefits	28,092	25,302
<b>Aggregate emoluments payable to directors</b>	<b>741,311</b>	<b>624,322</b>
Share based payments	1,011	1,393
	<b>742,322</b>	<b>625,715</b>

The Board of Directors' remuneration is settled in GBP and is therefore subject to foreign exchange movements upon translation to EUR. Remuneration in respect of Directors who served during the year ended 31 December 2015 and 2014 did not change in each of these years. None of the Company's directors exercised share options during the years ended 31 December 2015 and 2014, respectively.



**8) Fair value adjustment**

The fair value adjustment of €379,476 for the year ended 31 December 2015 is as a result of a revision to the fair value of the instrument using the increased interest rate of 25% (2014 – nil) Further detail on this can be found in notes 17 and 28

**9) Finance costs**

	2015 €	2014 €
Interest expense on convertible loan notes	147,811	142,689
Amortisation of costs incurred	23,011	34,517
Movement in the fair value of derivative	(5,065)	(56,710)
Foreign exchange loss	89,117	88,734
	<b>254,874</b>	<b>209,230</b>

On the 31 August 2012 the Company issued €1,295,278 (£1,060,000) fixed rate convertible unsecured loan note 2017 under the terms of the agreement signed 24 August 2012 with Amati Global Investors Limited Interest accrued on the loan notes at 8% per annum from the date of issue due quarterly in arrears until 31 August 2015 From 1 September 2015, the interest rate increased to 25% per annum, payable quarterly in arrears After the period end, the terms of the loan note were amended Refer to note 28

**10) Taxation**

	2015 €	2014 €
Current tax on loss for the year	-	-

The tax on the Company's profit before tax differs from the theoretical amount that would arise using the weighted average tax rate applicable to profits of the Company as follows

	2015 €	2014 €
<b>Reconciliation of effective tax rate</b>		
Loss before income tax	(3,034,084)	(2,325,489)
Tax calculated at domestic tax rates applicable to profits in the respective countries at a weighted average rate of 16.8% (2014 – 17.2%)	509,726	400,284
Tax effect of expenses that are not deductible in determining taxable profit	(3,240)	(29,659)
Capital allowances in excess of depreciation and amortisation	11,485	-
Deferred tax asset not recognised in respect of losses	(517,971)	(370,625)
<b>Total tax expense for the year</b>	<b>-</b>	<b>-</b>

The standard rate of corporation tax in the UK changed from 21% to 20% with effect from 1 April 2015 Accordingly, the company's profits for this accounting period are taxed at an effective rate of 20.3% (2014 – 21.5%)

The tax computations of Fox Marble Holdings plc show it has tax losses carried forward of €2,632,866 (2014 – €1,709,945) However due to the uncertainty of the timing of future profits, no deferred tax asset has been recognised in these financial statements

The deferred tax asset not recognised by the group at 31 December 2015 is €1,652,411 (2014 – €1,134,441)

**11) Loss per share**

	2015 €	2014 €
Loss for the year used for the calculation of basic LPS	(3,034,084)	(2,325,489)
<b>Number of shares</b>		
Weighted average number of ordinary shares for the purpose of basic LPS	155,315,299	134,188,929
Effect of potentially dilutive ordinary shares	–	–
Weighted average number of ordinary shares for the purpose of diluted LPS	155,315,299	134,188,929
<b>Loss per share:</b>		
Basic	(0 02)	(0 02)
Diluted	(0 02)	(0 02)

Basic loss per share is calculated by dividing the loss attributable to owners of the Company by the weighted average number of ordinary shares in issue during the year

Diluted loss per share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of the Ordinary Shares which would be in issue if all the options granted other than those which are anti-dilutive, were exercised

The following potentially dilutive instruments have been excluded from the calculation of weighted average number of ordinary shares for the year ended 31 December 2015 for the purpose of calculating diluted loss per share on the basis that the instruments would be anti-dilutive

- A warrant instrument entered into by the Company dated 24 August 2012, pursuant to which the Company issued Warrants to subscribe for an aggregate of 1,188,250 Ordinary Shares to Fox-Davies Capital Limited (See note 20 for further details)
- A warrant instrument entered into by the Company dated 24 August 2012, pursuant to which the Company issued Warrants to subscribe for an aggregate of 369,250 Ordinary Shares to Merchant Securities Limited. (See note 20 for further details)
- Warrant instruments entered into by the Company dated 8 August 2013 and 28 August 2013, pursuant to which the Company issued Warrants to subscribe for an aggregate of 882,727 Ordinary Shares to Merchant Securities Limited (See note 20 for further details)
- A grant of 120,000 options granted under the DSOP (See note 20 for further details)
- Shares issuable under unsecured convertible loan notes issued by the Company (See note 17 for further details)

**12) Intangible assets**

Group	Mining rights and licences €	Capitalised exploration and evaluation expenditure €	Total €
<b>Cost</b>			
As at 1 January 2014	-	92,866	92,866
Additions	1,256,376	-	1,256,376
<b>As at 31 December 2014 and 2015</b>	<b>1,256,376</b>	<b>92,866</b>	<b>1,349,242</b>
<b>Accumulated amortisation</b>			
As at 01 January 2014	-	1,656	1,656
Charge for the year	-	2,040	2,040
<b>As at 31 December 2014</b>	<b>-</b>	<b>3,696</b>	<b>3,696</b>
Charge for the year	84,275	2,159	86,434
<b>As at 31 December 2015</b>	<b>84,275</b>	<b>5,855</b>	<b>90,130</b>
<b>Net Book Value</b>			
As at 1 January 2014	-	91,210	91,210
As at 31 December 2014	1,256,376	89,170	1,345,546
<b>As at 31 December 2015</b>	<b>1,172,101</b>	<b>87,011</b>	<b>1,259,112</b>

Capitalised exploration and evaluation expenditure represents rights to the mining of decorative stone reserves in the Peja, Syrigane (formerly Suhogerll) and Rahovec quarries

The Group has been granted rights of use by the local municipality for twenty years over land in the Syrigane and Rahovec region through acquisition of the issued share capital of Rex Marble SH P K and H&P SH P K

On the 16 August 2014 the Company entered into a sub-lease arrangement with New World Holdings (Malta) Limited in relation to the Omega Sivec marble quarry at Prilep in Macedonia. This new quarry site is adjacent to the Company's existing operations in Prilep.

The consideration for the sub-lease was €1,256,376 (£1,000,000) and a subsequent 40% gross revenue royalty obligation. The sub-lease has an initial term of 20 years, which is extendable by the Company for a further 20 years. The sub-lease grants the Company the exclusive right to quarry, process, remove and sell marble from the quarry. The Company will pay for and provide all the equipment and staff required to operate this quarry.

**13) Property, plant and equipment**

Group	Construction in Progress	Plant & Machinery	Land	Office Equipment and Leasehold improvements	Total
	€	€	€	€	€
<b>Cost</b>					
As at 1 January 2014	-	1,861,251	160,000	14,700	2,035,951
Reclassifications	132,870	(132,870)	-	-	-
Additions	1,133,330	649,427	-	3,626	1,786,383
<b>As at 31 December 2014</b>	<b>1,266,200</b>	<b>2,377,808</b>	<b>160,000</b>	<b>18,326</b>	<b>3,822,334</b>
Additions	506,112	78,404	-	9,657	594,173
<b>As at 31 December 2015</b>	<b>1,772,312</b>	<b>2,456,212</b>	<b>160,000</b>	<b>27,983</b>	<b>4,416,507</b>
<b>Accumulated depreciation</b>					
As at 1 January 2014	-	108,111	-	5,879	113,990
Charge for the year	-	386,675	-	6,780	393,455
<b>As at 31 December 2014</b>	<b>-</b>	<b>494,786</b>	<b>-</b>	<b>12,659</b>	<b>507,445</b>
Charge for the year	-	306,731	-	5,214	311,945
<b>As at 31 December 2015</b>	<b>-</b>	<b>801,517</b>	<b>-</b>	<b>17,873</b>	<b>819,390</b>
<b>Net Book Value</b>					
As at 1 January 2014	-	1,753,140	160,000	8,821	1,921,961
As at 31 December 2014	1,266,200	1,883,022	160,000	5,667	3,314,889
<b>As at 31 December 2015</b>	<b>1,772,312</b>	<b>1,654,695</b>	<b>160,000</b>	<b>10,110</b>	<b>3,597,117</b>

**14) Inventories**

Group	2015 €	2014 €
Finished goods	2,991,618	1,570,446

The cost of inventories recognised as an expense and included in cost of sales amounted to €124,262 (2014 – €84,480)

**15) Trade and other receivables**

Group	2015 €	2014 €
<b>Non-current assets</b>		
Other receivables	488,400	63,886
	<b>488,400</b>	<b>63,886</b>
<b>Current assets</b>		
Trade receivables	146,671	138,330
Deposits on capital equipment	415,498	273,750
Other receivables	182,585	4,452
Prepayments	220,024	162,232
VAT recoverable	48,367	338,678
	<b>1,013,145</b>	<b>917,442</b>

Company	2015 €	2014 €
<b>Non-current assets</b>		
Other receivables	-	63,886
	-	<b>63,886</b>
<b>Current assets</b>		
Prepayments	40,164	46,074
Amounts due from subsidiary undertaking	14,677,991	10,742,003
Other receivables	67,831	-
VAT recoverable	13,279	17,633
	<b>14,799,265</b>	<b>10,805,710</b>

The non-current other receivable at 31 December 2015 of €488,400 relates to a Value Added Tax Receivable from the Tax Administration of Kosovo (2014 – €265,587, included in Current VAT recoverable)

Included in other receivables at 31 December 2015 are other receivables of €67,831 (2014 – €63,886 classified as non-current) due on 31 August 2016 relating to the issue of share capital made by the Company on the 31 August 2011. The shareholders have provided an undertaking to the Company that such amounts would be settled in cash on 31 August 2016. Included in this balance are amounts due from directors of €61,726 (2014 – €57,974)

A bad debt provision of €55,782 has been included in trade receivables (2014 – nil). Included in receivables for the Group are receivables denominated in GBP of €315,665 (2014 – €188,009) and nil receivables are denominated in USD (2014 – €12,978). Included in receivables for the Company are receivables denominated in GBP of €121,274 (2014 – €127,593). All GBP denominated receivables have been translated to Euro at the exchange rate prevailing at 31 December 2015. All other receivables are Euro denominated. The directors consider that the carrying amount of trade and other receivables approximates their fair value.

The amount due from the subsidiary undertaking is due from Fox Marble Limited, are repayable on demand and management believe these amounts are recoverable.

#### 16) Trade and other payables

Group	2015 €	2014 €
Trade payables	177,955	116,266
Advances received from customers	206,347	-
Amounts due to related parties	2,789	2,961
Other payables	810	15,614
Accruals	261,350	211,249
Other tax and social security payable	25,586	31,447
	<b>674,837</b>	<b>377,537</b>
<b>Company</b>	<b>2015</b>	<b>2014</b>
	€	€
Trade payables	27,323	56,285
Accruals	88,615	92,378
	<b>115,938</b>	<b>148,663</b>

Amounts due to related parties are considered further in note 24

Included in trade and other payables of the Group are GBP denominated payables of €189,828 (2014 – €277,151). All other trade and other payables are Euro denominated. All GBP denominated payables have been translated to Euro at the exchange rate prevailing at 31 December 2015.

All trade and other payables of the Company are GBP denominated and have been translated to Euro at the exchange rate prevailing at 31 December 2015. All trade and other payables at 31 December 2015 are due within one year and non-interest bearing. The directors consider that the carrying amount of trade and other payables approximates their fair value.

**17) Convertible loan notes**

Group and Company	2015 €	2014 €
Financial liability at amortised cost <sup>(1)</sup>	1,824,012	1,471,854
Derivative over own equity at fair value	25,774	30,838
Capitalised transaction costs	-	(23,011)
	<b>1,849,786</b>	<b>1,479,681</b>

- (1) The liability includes a fair value adjustment of €379,476 for the year ended 31 December 2015 as a result of a revision to the fair value of the loan note instrument using the increased interest rate of 25% (2014 – nil)

On the 31 August 2012 the Company issued €1,295,278 (£1,060,000) fixed rate convertible unsecured loan note 2017 under the terms of the agreement signed 24 August 2012 with Amati Global Investors Limited ("Series 1 Loan Note")

Interest accrued on the Series 1 Loan Note at 8% per annum from the date of issue due quarterly in arrears, until 31 August 2015. On the third anniversary of issue, 31 August 2015, the interest rate was raised by the loan note holder to 25%. As a result, the loan note becomes repayable at the option of the Company

On the 29 August 2013 the Company paid interest of €104,643, being the interest that had accrued between 24 August 2012 and 31 August 2013. These funds were used by Amati Global Investors Limited to subscribe for shares in the Company as part of the secondary placing in 2013 (See note 18). The Company elected to capitalise the remaining interest due until 31 August 2014. The accrued capitalised interest of €117,855 was repaid by the Company on the 28 February 2015

At any time prior to repayment of the Series 1 Loan Note, a Stockholder may issue a conversion notice. The Stockholder will receive such number of fully paid Ordinary Shares as satisfied by the formula: 1 Ordinary Share for every y pence nominal of Stock converted, where y is the lesser of 20 + (number of whole months which have lapsed between the date of issue of the Stock held by the Stockholder and the date of receipt of by the Company of a conversion notice multiplied by 0.1666), and 26

If the Series 1 Loan Note is not converted at the Stockholders request it must be repaid in full on the 5th anniversary of the instrument date. The Series 1 Loan Notes may be repaid earlier in the event the interest rate rises to 25%

As at 31 December 2015 the loan note held at amortised cost had a balance of €1,824,012 (2014 – €1,471,854). The Stockholders option to convert the loan has been treated as an embedded derivative and measured at fair value. As at 31 December 2015 the derivative had a value of €25,774 (2014 – €30,838). The fair value has been assessed using a Black Scholes methodology

The directors consider that the carrying amount of borrowings approximates their fair value at 31 December 2015

Costs of €103,551 were incurred in connection with the issue of this Series 1 loan note. Costs are amortised over the period of the loan. As at 31 December 2015 the balance of these costs was nil (2014 – €23,011) because the Series 1 loan note was originally anticipated to be repaid by 31 August 2015

**18) Share capital**

Group and Company	2015 Number	2014 Number	2015 €	2014 €
Issued, called up and fully paid Ordinary shares of £0.01 each				
At 1 January	149,848,266	123,459,383	<b>1,870,785</b>	<b>1,539,860</b>
Issued in the year	10,000,000	26,388,883	<b>138,024</b>	<b>330,925</b>
At 31 December	159,848,266	149,848,266	<b>2,008,809</b>	<b>1,870,785</b>

The Company has one class of ordinary share capital

- On a resolution at a general meeting, every member (whether present in person, by proxy or authorised representative) has one vote in respect of each ordinary share held by him
- All ordinary shares rank equally in the right to participate in any approved dividend distribution applicable to this class of share

- c Except as otherwise provided below, all dividends must be
  - i Declared and paid according to the amounts paid up on the shares on which the dividend is paid, and
  - ii Apportioned and paid proportionately to the amounts paid up on the shares during any portion of the period in respect of which the dividend is paid
- d If any share is issued in terms of providing that it ranks for dividend as from a particular date, that share ranks for dividend accordingly
- e In the event of any winding up all shares will rank equally in relation to distribution of capital
- f All shares are non-redeemable.

On the 4 August 2014 the Company issued 26,388,883 shares at a price of 18p per share as part of the Secondary Placing on AIM, following shareholder approval at a general meeting

On the 15 May 2015 the Company issued of 10,000,000 shares at a price of 20p per share as part of a Secondary Placing on AIM. The shares placed were within existing authorities held by the Board of Directors

The Company has recognised transaction costs of €138,591 in relation to the issue of share capital within share premium in the year to 31 December 2015 (2014 – €449,146)

#### 19) Accumulated losses

Group	Year ended 31 December 2015 €	Year ended 31 December 2014 €
At start of year	(13,595,292)	(11,269,803)
Loss for the year	(3,034,084)	(2,325,489)
<b>As at 31 December</b>	<b>(16,629,376)</b>	<b>(13,595,292)</b>
Company	Year ended 31 December 2015 €	Year ended 31 December 2014 €
At start of year	(7,827,984)	(7,371,560)
Loss for the year	(927,267)	(456,424)
<b>As at 31 December</b>	<b>(8,755,251)</b>	<b>(7,827,984)</b>

Accumulated losses for the Group and Company include a charge of £6,035,228 incurred in the year ended 31 December 2012

Between 25 August 2011 and 29 September 2011 Fox Marble Limited issued €1,508,807 (£1,195,000) of unsecured convertible loan notes due 2016 ("Pre IPO loan note"). In the event of admission of the Company and its parent to AIM these loan notes were to convert to a variable number of ordinary shares of the Company to provide a conversion value of 5:1. On the 24 August 2012, following the acquisition of Fox Marble Limited by Fox Marble Holdings plc the loan notes were novated from Fox Marble Limited to Fox Marble Holdings plc

Following the admission of the Company to AIM on the 31 August 2012 the loan notes with a carrying value of €1,508,807 (£1,195,000) were converted into 29,875,000 shares at an issue price of 20p, with a total value of €7,544,035 (£5,975,000) resulting in a non-cash accounting charge of €6,035,228 being recognised in the statement of comprehensive income

#### 20) Share based payments reserve

Group and Company	Year ended 31 December 2015 €	Year ended 31 December 2014 €
At start of year	82,200	56,497
Equity settled share based payment charge	1,011	25,703
<b>As at 31 December</b>	<b>83,211</b>	<b>82,200</b>

	Date of Issue	Exercise price	Granted	Outstanding
<b>Warrants</b>				
Fox Davies Capital (Jersey) Limited	24 August 2012	20p	1,188,250	1,188,250
Merchant Securities Limited	24 August 2012	20p	369,250	369,250
Fox Davies Capital (Jersey) Limited	08 August 2013	16 5p	190,006	190,006
Fox Davies Capital (Jersey) Limited	28 August 2013	16 5p	692,721	692,721
<b>Share options</b>				
DSOP Share scheme	31 August 2012	20p	120,000	120,000

A warrant instrument entered into by the Company dated 24 August 2012, pursuant to which the Company issued Warrants to subscribe for an aggregate of 1,188,250 Ordinary Shares to Fox-Davies Capital Limited. The Warrants are exercisable at the IPO placing price of 20p per share at any time between the first and the fourth anniversaries of Admission of the Group to AIM on 31 August 2012.

A warrant instrument entered into by the Company dated 24 August 2012, pursuant to which the Company issued Warrants to subscribe for an aggregate of 369,250 Ordinary Shares to Merchant Securities Limited. The Warrants are exercisable at the IPO placing price of 20p per share at any time between the first and the fourth anniversaries of Admission of the Group to AIM on 31 August 2012.

Warrant instruments were entered into by the Company dated 8 August 2013 and 28 August 2013, pursuant to which the Company issued Warrants to subscribe for an aggregate of 882,727 Ordinary Shares to Fox-Davies Capital Limited. The Warrants are exercisable at the Secondary Placing Price of 16 5p at any time between the first and the fourth anniversaries of the date of issue.

All warrants issued to Fox Davies Capital Limited were transferred to Fox Davies Capital (Jersey) Limited with effect from 21 May 2014.

The Company has set up a Discretionary Share Option Plan (DSOP) for the benefit of employees. The Company granted options over an aggregate of 120,000 Ordinary Shares at the IPO Placing Price of 20p to Fiona Hadfield under the terms of the DSOP on the 31 August 2012. The options vest after three years subject to service conditions and performance criteria based on the financial performance of the Group.

Fair value of the options has been evaluated using a Black Scholes model.

## 21) Leases and municipal rights of use

Area		Area m <sup>2</sup> '000	Lease start date	Period	Payment
Peja	Lease	1,780	10/03/2011	20 years	20% of profits associated with activities carried out on leased land
Rahovec	Municipal rights of use	2,000	04/02/2011	10 years	€0.5 per cubic metre extracted
Syrgane (formerly Suhogerll)	Municipal rights of use	540	18/03/2011	20 years	€0.5 per cubic metre extracted

The Group has operating lease commitments as follows:

	Year ended 31 December 2015 €	Year ended 31 December 2014 €
Expiring within one year	25,475	-
Expiring within two to five years	-	55,490



## 22) Capital and financial risk management

### Capital risk management

The group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital

The capital structure of the Group consists of equity attributable to equity holders comprising issued share capital, reserves and retained earnings as disclosed in the Statement of Changes in Equity

In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt

Consistent with others in the industry, the group monitors capital on the basis of the gearing ratio and net debt/cash. This ratio is calculated as total borrowings divided by total capital. Net debt is calculated as total borrowings less cash and cash equivalents. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus total borrowings.

The gearing ratios at 31 December 2015 and 31 December 2014 are as follows

Group	Year ended 31 December 2015 €	Year ended 31 December 2014 €
Total borrowings (note 17)	(1,849,786)	(1,479,681)
Less cash and cash equivalents	2,819,780	4,700,742
<b>Net cash</b>	<b>969,994</b>	<b>3,221,061</b>
Total equity	9,644,549	10,055,733
Total capital	11,494,335	11,535,414
<b>Gearing ratio</b>	<b>16.09%</b>	<b>12.83%</b>
Company	Year ended 31 December 2015 €	Year ended 31 December 2014 €
Total borrowings (note 17)	(1,849,786)	(1,479,681)
Less cash and cash equivalents	2,621,395	4,518,051
<b>Net cash</b>	<b>771,609</b>	<b>3,038,370</b>
Total equity	17,483,131	15,787,498
Total capital	19,332,917	17,267,179
<b>Gearing ratio</b>	<b>9.57%</b>	<b>8.57%</b>

### Financial risk management

The Group is exposed to a number of financial risks through its normal operations, the most significant of which are credit, foreign exchange and liquidity risks

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise the potential adverse effects on the Group's financial performance. Risk management is carried out by the board of directors. The board has established policies and principles for overall risk management covering specific areas such as foreign exchange risk, credit risk and investment of excess liquidity

### Credit risk

Credit risk is managed on a group basis. The Group is responsible for managing and analysing the credit risk for each of their new clients before standard payment and delivery terms and conditions are offered. Credit risk arises from cash and cash equivalents, and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables and committed transactions. For banks and financial institutions, only independently rated parties with a minimum rating of 'A' are accepted. If wholesale customers are independently rated, these ratings are used. If there is no independent rating, risk control assesses

the credit quality of the customer, taking into account its financial position, past experience and other factors. Sales to retail customers are settled in cash. Management does not expect any losses from non-performance by these counterparties.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was €3,905,827 (2014 – €5,199,077). Financial assets are assessed for impairment annually and a provision for bad debt of €55,782 has been recognised in 2015 (2014 – nil).

As at 31 December 2015 the Group holds €2,819,780 in cash and cash equivalents (2014 – €4,700,742). The Group mitigates banking sector credit risk through the use of banks with no lower than a single A rating.

As at 31 December 2015 the Company holds €2,621,395 in cash and cash equivalents (2014 – €4,518,051). The Group mitigates banking sector credit risk through the use of banks with no lower than a single A rating.

### **Foreign exchange risk**

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the Euro and GBP. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities.

There is exposure to movements in the GBP/EUR exchange rate as a portion of the cash held by the group is denominated in GBP and the Group's borrowing facilities are GBP denominated.

Group	31 December 2015 €	31 December 2014 €
Cash denominated in EUR	1,020,025	2,337,504
Cash denominated in GBP	1,799,755	2,363,238
	<b>2,819,780</b>	<b>4,700,742</b>
Company		
Cash denominated in EUR	907,235	2,241,083
Cash denominated in GBP	1,714,160	2,276,968
	<b>2,621,395</b>	<b>4,518,051</b>

As at 31 December 2015 if the currency has weakened/strengthened by 10% against the GBP with all other variables constant, post-tax profit would have been €207,489 higher/lower, mainly as a result of the foreign exchange gains/losses on translation of the GBP denominated convertible loan note and GBP denominated receivables and payables (2014 – €44,034). Similarly the Group has calculated the impact of a 10% increase or decrease in the GBP/EUR exchange rate would have a €58,105 (2014 – €32,591) impact on the net assets of the Group, with all other variables held constant. A 10% variation in the foreign exchange rate is considered appropriate as it reflects a maximum volatility in the exchange rates over the given period.

For the Company, as at 31 December 2015 if the currency has weakened/strengthened by 10% against the GBP with all other variables constant, post-tax profit would have been €92,727 higher/lower, mainly as a result of the foreign exchange gains/losses on translation of the GBP denominated convertible loan note and GBP denominated receivables and payables (2014 – €45,643). Similarly the Group has calculated the impact of a 10% increase or decrease in the GBP/EUR exchange rate would have a €36,381 (2014 – €103,463) impact on the net assets of the Group, with all other variables held constant. A 10% variation in the foreign exchange rate is considered appropriate as it reflects a maximum volatility in the exchange rates over the given period.

The Group manages foreign exchange risk through natural hedging of its cash deposits against existing GBP/EUR commitments and by monitoring exchange rate fluctuations and forecast cash flows to examine the need for any formal hedging arrangement.

### **Liquidity risk**

Cash flow forecasting is performed in the operating entities of the group and aggregated by group finance. Group finance monitors rolling forecasts of the group's liquidity requirements to ensure it has sufficient cash to meet operational needs.

Surplus cash held by the operating entities over and above balance required for working capital management are transferred to the group treasury.

The table below analyses the group's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date

The following are the contractual maturities of financial liabilities for the Group as at 31 December 2015 based upon contractual cash flows

<b>31 December 2015</b>	Carrying Amount €	Contractual cash flows €	6 months or less €	6 -12 months €	1-2 years €	2-5 years €
Convertible loan notes	1,849,786	2,147,734	189,880	189,880	1,767,974	-
Trade and other payables	674,837	674,837	674,837	-	-	-
	<b>2,524,623</b>	<b>2,822,571</b>	<b>864,717</b>	<b>189,880</b>	<b>1,767,974</b>	-

<b>31 December 2014</b>	Carrying Amount €	Contractual cash flows €	months 6 or less €	6 -12 months €	1-2 years €	2-5 years €
Convertible loan notes	1,479,681	1,459,553	168,010	1,291,543	-	-
Trade and other payables	377,537	377,537	377,537	-	-	-
	<b>1,857,218</b>	<b>1,837,090</b>	<b>545,547</b>	<b>1,291,543</b>	-	-

For the Company as at 31 December 2015 and 2014, contractual liabilities with regards to convertible loan notes are the same as for the Group. Trade and other payables' contractual cash flows payable in 6 months or less as at 31 December 2015 are €115,938 (2014 - €148,663)

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-, medium-, long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

#### **Fair Values**

The directors have reviewed the financial statements and have concluded that, there are no significant differences between the book values and the fair values of the financial assets and financial liabilities of the Group and Company as at 31 December 2015 and 2014.

#### **23) Subsidiary undertakings**

	% Ownership	Date acquired/ incorporated	Place of incorporation	Principal activity
Fox Marble Limited	100%	3 August 2012	England & Wales	Operating Company
Fox Marble Kosova Sh P K	100%	11 December 2012	Kosovo	Operating Company
Rex Marble Sh P K	100%	3 August 2012	Kosovo	Holding of licences & rights
H&P Sh P K	100%	3 August 2012	Kosovo	Holding of licences & rights
Granit Shala Sh P K	100%	3 August 2012	Kosovo	Holding of licences & rights

All the shareholdings in subsidiary undertakings comprise ordinary shares. Fox Marble Kosova Sh P K, Rex Marble Sh P K, H&P Sh P K and Granit Shala Sh P K are held via the Company's shareholding in Fox Marble Limited.

There are no significant restrictions on the Company's ability to access or use the assets and settle the liabilities of the group, to transfer cash or assets from other entities within the group or other requirements that may restrict dividends and other capital distributions being paid, or loans and advances being made or repaid, to (or from) other entities within the group.

#### **24) Related party transactions**

During 2014, Fox Marble Limited was recharged operating costs from RN Media Limited, a company under the common control of Chris Gilbert, a director of the Company, in relation to certain operating costs for the operation of the Company's head office. All transactions are recharged at cost, and at an arm's length basis.

In the year under review no payment (2014 - €949) was made to RN Media Limited, and a balance of €1,356 was receivable at 31 December 2015 (2014 - €1,250).

The executive directors are also considered key management as defined by IAS 24 'Related Party Disclosures (revised 2009)'. The remuneration of key management is considered in note 7.

As at 31 December 2015 a balance of €2,789 (2014 – €2,961) was due to directors of the Company as repayment for corporate and travel expenses incurred on behalf of the Company

The Company only financial statements of Fox Marble Holdings plc include amounts due from its subsidiary undertaking Fox Marble Limited of €14,677,991 (2014 – €9,485,627) Amounts provided to Fox Marble Limited relate to the provision of funding for operations and capital expenditure

## 25) Capital Commitments

Capital expenditure contracted for but not yet incurred at the end of the reporting period is as follows

Group	2015 €	2014 €
Property plant and equipment	16,250	152,250

In addition to the above committed spending, the Group has planned expenditure in respect of the completion of its processing factory of €1,061,914 (2014 – €946,410)

## 26) Investments

Company	2015 €	2014 €
Investments in Fox Marble Limited	2,028,195	2,028,195
	<b>2,028,195</b>	<b>2,028,195</b>

## 27) Controlling Parties

There is considered to be no controlling party Chris Gilbert and Dr Etrur Albani are deemed to be acting in concert for the purposes of the City Code, and who as at 1 June 2016 control 24.5% of the share capital of the Company

## 28) Events after the reporting period

- On 13 May 2016, the Company announced that it had conditionally raised £2,000,000 (before expenses) by way of a firm placing of 18,700,000 new Ordinary Shares at 10 pence per share and a conditional placing of 1,300,000 new Ordinary Shares at 10 pence per share, subject to shareholder approval of the resolutions at the General Meeting to be held on 1 June 2016. At the General Meeting held on 1 June 2016, all resolutions were duly passed. The Firm Placing Shares will be admitted to trading on AIM on 2 June 2016 and the Conditional Placing Shares are expected to be admitted to AIM no later than 30 June 2016.
- On 12 May 2016 Amati Global Investors Limited agreed to amend the terms of the loan note instrument signed on 24 August 2012 such that, subject to shareholder approval of the resolutions at the General Meeting, the interest rate on the Loan Note will revert to the more favourable 8% interest per annum in return for amending the conversion formula to 1 Ordinary Share for every 10 pence nominal of stock converted.
- The Non-Executive Directors of the Company have agreed to utilise their fees (net of tax) to subscribe for Ordinary Shares in the Company. In addition, Executive Directors Christopher Gilbert and Dr Etrur Albani have agreed to utilise fifty per cent of their remuneration (net of tax) to subscribe for Ordinary Shares in the Company at the Company's request. The volume of Ordinary Shares subscribed for will be calculated quarterly in arrears and with reference to the 30-day volume weighted average price per Ordinary Share as at the time of issue.

## 29) Adoption of Financial Reporting Standard 101 (FRS101)

Following the publication of FRS 100, "Application of financial reporting requirements", by the Financial Reporting Council, the Board considers that it is in the best interests of the group for the parent company to adopt FRS 101, 'Reduced disclosure framework'. FRS 101 applies only to the preparation of the parent company financial statements and does not impact on the preparation of the consolidated financial statements. Disclosures that will no longer be provided in the parent company financial statements for financial periods ending 31 December 2016 onwards are as follows: cash flow statement, related party transactions or balances with other wholly owned entities within the group, financial instruments and fair value measurement. Although the decision does not require formal shareholder approval, the Company is required to notify all shareholders and any shareholder or shareholders holding in aggregate 5% or more of the total allotted shares in the Company may object. Objections must be served on the Company in writing and delivered to the Company Secretary at the Company Secretary's registered office (190 High Street, Tonbridge, Kent, TN9 1BE) not later than 31 July 2016.

## Notice of Annual General Meeting

NOTICE IS GIVEN that the Annual General Meeting of Fox Marble Holdings plc will be held at Nabarro LLP, 125 London Wall, London EC2Y 5AL on Wednesday 29 June at 9 00am to consider the following resolutions, of which numbers 1 to 5 will be proposed as ordinary resolutions and number 6 as a special resolution

- 1 To receive the annual report and accounts for the year ended 31 December 2015
- 2 To appoint Candice Sutherland as a director of the Company
- 3 To re-appoint Sir Colin Terry as a director of the Company
- 4 To re-appoint PricewaterhouseCoopers LLP as the Company's auditors and to authorise the directors to determine their remuneration
- 5 THAT the directors of the Company be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 ("the Act") to exercise all the powers of the Company to allot shares in the Company or to grant rights to subscribe for, or convert any security into, shares in the Company ("Rights") up to an aggregate nominal amount of £595,161 during the period commencing on the date of the passing of this resolution and expiring at the conclusion of the next Annual General Meeting of the Company or on 30 June 2017, whichever is earlier, and provided further that the Company shall be entitled before such expiry to make an offer or agreement which would or might require shares to be allotted or Rights to be granted after such expiry and the Directors shall be entitled to allot shares and grant Rights under such offer or agreement as if this authority had not expired

## Special Resolution

- 6 THAT, subject to and conditional upon the passing of resolution 5 above, the directors of the Company be empowered under section 570 of the Companies Act 2006 ("the Act") to allot equity securities (within the meaning of section 560 of the Act) for cash and/or to sell or transfer shares held by the Company in treasury (as the directors shall deem appropriate) under the authority conferred on them under section 551 of the Act by resolution 5 above as if section 561(1) of the Act did not apply to any such allotment provided that this power shall be limited to
  - a the allotment of equity securities in connection with any rights issue or other pro-rata offer in favour of the holders of ordinary shares of 1p each in the Company where the equity securities respectively attributable to the interests of all such holders of shares are proportionate (as nearly as may be) to the respective numbers of shares held by them, provided that the directors of the Company may make such arrangements in respect of overseas holders of shares and/or to deal with fractional entitlements as they consider necessary or convenient, and
  - b the allotment (otherwise than under sub-paragraph (a) above) of equity securities and/or the sale or transfer of shares held by the Company in treasury (as the directors shall deem appropriate) up to an aggregate nominal amount of £178,548

and this authority shall expire on the earlier of 30 June 2017 or the conclusion of the Company's Annual General Meeting in 2017 provided that the Company may before such expiry make offers or agreements which would or might require equity securities to be allotted after such expiry and the directors of the Company may allot equity securities under such offers or agreements as if the power conferred by this resolution had not expired and provided further that this authority shall be in substitution for, and to the exclusion of, any existing authority conferred on the directors

By order of the board

**Lorraine Young**

Company Secretary

6 June 2016

## Notes

### 1 Right to attend, speak and vote

If you want to attend, speak and vote at the AGM you must be on the Company's register of members at 9 00am on Monday 27 June 2016. This will allow us to confirm how many votes you have on a poll. Changes to the entries in the register of members after that time, or, if the AGM is adjourned, 48 hours before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend, speak or vote at the AGM.

### 2 Appointment of proxies

If you are a member of the Company you may appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting. You may only appoint a proxy using the procedures set out in these notes and in the notes on the proxy form, which you should have received with this notice of meeting.

A proxy does not need to be a member of the Company but must attend the meeting to represent you. Details of how to appoint the Chairman of the meeting or another person as your proxy using the proxy form are set out in the notes on the form. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

You may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares which you hold. If you wish to appoint more than one proxy you may photocopy the proxy form or alternatively you may contact the Company Secretary, Lorraine Young, 190 High Street, Tonbridge, Kent TN9 1BE.

### 3 Appointment of proxy using hard copy proxy form

The notes to the proxy form explain how to direct your proxy how to vote on each resolution or withhold their vote. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If you do not indicate on the proxy form how your proxy should vote, they will vote or abstain from voting at their discretion. They will also vote (or abstain from voting) at they think fit in relation to any other matter which is put before the meeting.

To appoint a proxy using the proxy form, the form must be completed, signed and received by the Company Secretary no later than 48 hours (excluding non-working days) before the meeting. Any proxy forms (including any amended proxy forms) received after the deadline will be disregarded.

The completed form may be returned by any of the following methods:

- Sending or delivering it to Lorraine Young at 190 High Street, Tonbridge, Kent TN9 1BE.
- Sending it by fax to +44 (0) 1732 353056
- Scanning it and sending it by email to [proxies@lorraineyoung.co.uk](mailto:proxies@lorraineyoung.co.uk)

If the shareholder is a company, the proxy form must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

### 4 Appointment of proxy by joint members

In the case of joint holders, where more than one joint holder purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

### 5 Changing your instructions

To change your proxy instructions simply submit a new proxy form using the methods set out above. The amended instructions must be received by the Company Secretary by the same cut-off time noted above. Where you have appointed a proxy using a hard copy proxy form and would like to change the instructions using another hard copy proxy form, please contact the Company Secretary on telephone number +44 (0) 1732 366561. If you submit more than one valid proxy form, the one received last before the latest time for the receipt of proxies will take precedence.

### 6 Termination of proxy appointments

In order to revoke a proxy instruction you will need to inform the Company by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to Lorraine Young, 190 High Street, Tonbridge, Kent TN9 1BE. Alternatively you may send the notice by fax to +44 (0) 1732 353056 or by email to [proxies@lorraineyoung.co.uk](mailto:proxies@lorraineyoung.co.uk). In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer or attorney. Any power of attorney or any other authority

under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice

In either case, your revocation notice must be received by the Company Secretary no later than 48 hours (excluding non-working days) before the meeting. If your revocation is received after the deadline, your proxy appointment will remain valid. However, the appointment of a proxy does not prevent you from attending the meeting and voting in person. If you have appointed a proxy and attend the meeting in person, your proxy appointment will automatically be terminated.

#### **7 Communications with the Company**

Except as provided above, members who have general queries about the meeting should telephone the Company Secretary on +44 (0) 1732 366561 (no other methods of communication will be accepted). You may not use any electronic address provided either in this notice of meeting, or any related documents (including the Chairman's letter and proxy form), to communicate with the Company for any purposes other than those expressly stated.

#### **8 Issued shares and total voting rights**

As at 5.00pm, on the day immediately prior to the date of posting of this notice of meeting, the Company's issued share capital comprised of 178,548,266 ordinary shares of 1p each. Each ordinary share carries the right to one vote and therefore, the total number of voting rights in the Company at that time was 178,548,266.

## **Explanation of Resolutions**

The Company's annual general meeting will be held at 9.00am on Wednesday 29 June 2016 at Nabarro LLP, 125 London Wall, London, EC2Y 5AL. The notice of meeting is set out on page 53 of this document. Details of resolutions to be considered at the meeting are given below.

#### ***Directors' appointment (resolutions 2 and 3)***

In accordance with the Company's articles, Candice Sutherland is standing for election having been appointed to the board during the year and Sir Colin Terry is standing for re-election by shareholders. Brief biographical details of all of the directors can be found on pages 14 and 15 of the Annual Report and Financial Statements.

#### ***Auditors' appointment and determination of their fees (resolution 4)***

Company law requires shareholders to reappoint the auditors each year. PricewaterhouseCoopers LLP have expressed their willingness to continue in office as auditor and a resolution to re-appoint them and to authorise the directors to set their fees will be proposed at the Annual General Meeting.

#### ***Authority to allot shares (resolutions 5 and 6)***

In accordance with current guidelines, the Directors seek authority to allot up to a maximum of 59,516,089 ordinary shares. This represents approximately 33% of the issued ordinary share capital as at 2 June 2016. Further, in order to retain some flexibility, the Directors seek power to allot 17,854,827 equity securities wholly for cash other than on a pre-emptive basis to current shareholders pro-rata to their existing holdings. This amount represents 10% of the issued ordinary share capital as at 2 June 2016. These authorities will continue in force until the AGM to be held in 2017 or 30 June 2017, whichever is the earlier.

It is intended to renew each of the above authorities at each annual general meeting.

Fox Marble Holdings Plc Annual Report  
& Financial Statements  
2015



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