

# **Gledhow Investments plc**

*(incorporated in England and Wales with Company Registration No. 03848331)*

**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 30 SEPTEMBER 2016**



# GLEDHOW INVESTMENTS PLC

## Company Information

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<b>Directors</b>	G R Miller (Managing Director) (appointed on 9 May 2016) B L Miller (Managing Director) (resigned on 9 May 2016) G Melamet (Non executive Director)
<b>Secretary</b>	B L Miller
<b>Company number</b>	03848331
<b>Registered office</b>	New Liverpool House 15 Eldon Street London EC2M 7LD
<b>Auditor</b>	UHY Hacker Young Quadrant House 4 Thomas More Square London E1W 1YW
<b>Business address</b>	c/o Peterhouse Corporate Finance Limited New Liverpool House 15 Eldon Street London EC2M 7LD
<b>Bankers</b>	Barclays Bank Plc 35 Notting Hill Gate London W11 3HJ
<b>Registrars</b>	Capita Registrars The Registry 34 Beckenham Road Beckenham Kent BR3 4TU

# GLEDHOW INVESTMENTS PLC

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# GLEDHOW INVESTMENTS PLC

## Managing Director's Statement for the year ended 30 September 2016

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I have pleasure in presenting your company's Annual Report and Financial Statements for the year ended 30 September 2016.

Your directors continue to follow the same investment strategy, namely to invest in small to medium sized undervalued or fast growing companies, with the investment objective of achieving long term capital growth in excess of the FTSE All Share Index.

During the year, a number of new investments were made. The company invested €40,000 by way of a convertible loan into Bolt Mobility BV, a Dutch company developing the AppScooter, an electric scooter it hopes will be "the Dutch Tesla on two wheels". Small investments were also made in new equity placings by Ortac Resources plc, EVR Holdings plc, Management Resource Solutions plc, Clear Leisure plc, Prospex Oil and Gas plc, Tern plc, SigmaRoc plc and Glenwick plc, although the latter three were also disposed of during the year. Our positions in Cluff Natural Resources plc, Hellenic Capital plc and Ascent Resources plc were also disposed of.

We had cash of £258,357 at the year-end (2015: £247,224). The pre-tax loss was £44,674 (2015: pre-tax loss of £129,395).

On 9 May 2016, I was appointed to the board as Managing Director and Brett Miller resigned from the board.

Despite the uncertain economic environment the Company is in a strong position thanks to its strong cash position and we look forward to being able to take opportunistic investments in small to medium sized undervalued companies as they arise.

G R Miller

*Managing Director*

14 December 2016

# GLEDHOW INVESTMENTS PLC

## Strategic Report for the year ended 30 September 2016

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I have pleasure in presenting your company's Strategic Report for the year ended 30 September 2016.

### Company Strategy

Your directors continue to follow the same investment strategy, namely to invest in small to medium sized undervalued or fast growing companies, with the investment objective of achieving long term capital growth in excess of the FTSE All Share Index.

### Risks and uncertainties

The Company's investment strategy which can provide long term growth also has, due to its nature, risks and uncertainties inherent in it. The principal risks being the failure of the companies becoming successful, thus adversely affecting the Company's growth in the future.

### Result for year

Details of new acquisitions and disposals in the year are set out in the Managing Director's Statement on page 1. At the year end, we had cash of £258,357 (2015: £247,224). The pre-tax loss was £44,674 (2015: pre-tax loss of £129,395).

Despite the uncertain economic environment the Company is in a strong position thanks to its strong cash position and we look forward to being able to take opportunistic investments in small to medium sized undervalued companies as they arise.

### Key performance indicator

As the Company's results do not take into account the market value of its shares held as investments at the year end, due to the accounting policy of carrying the Company's investments held for resale (i.e. stock) at the lower of cost and net realisable value, the directors consider that the Company's key performance indicator is its adjusted net asset value per share. This has been calculated as follows:

	2016	2015
	£	£
Net assets as at 30 September	451,921	496,595
Adjustments for notional gain on investments held at 30 September:		
Book value (note 10)	206,399	265,502
Market value or directors' valuation (note 10)	252,490	445,577
Notional gain	46,091	180,075
Notional tax at 20% (2015 – 20%)	(9,218)	(36,015)
Adjusted net assets	488,794	640,655
Number of shares in issue (note 12)	49,000,000	49,000,000
Adjusted net asset value per share	0.99 pence	1.3 pence

G R Miller  
*Managing Director*

14 December 2016

# GLEDHOW INVESTMENTS PLC

## Directors' Report for the year ended 30 September 2016

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The directors present their report and financial statements for the year ended 30 September 2016.

### Principal activities and review of the business

The principal activity of the Company continued to be that of dealing in shares of small to medium sized companies.

A review of the Company's business can be found in the Managing Director's Statement on page 1 and in the Strategic Report on page 2 of these accounts.

### Results and dividends

The results for the year are set out on page 6. No dividends were paid in the year.

### Directors

The following directors have held office since 1 October 2015:

B L Miller (resigned on 9 May 2016)  
G R Miller (appointed on 9 May 2016)  
G Melamet

### Directors' interests

The directors' interests in the shares of the Company were as stated below:

	<i>Ordinary shares of 1p each</i>	
	<i>30 September 2016</i>	<i>1 October 2015</i>
G R Miller	264,700	264,700
B L Miller	–	2,225,000
G Melamet	500,000	500,000

### Substantial Shareholdings

In addition to the directors' shareholdings above, the directors have been notified or are aware of the following interest of 3% or more of the ordinary share capital of the Company as at 13 December 2016.

	<i>Ordinary shares of 1p each</i>	
	<i>Number</i>	<i>Percentage</i>
R B Rowan*	40,851,991	83.37%

\* Of the above 40,851,991 shares, 7,000,000 shares are held by Sunvest Corporation Limited a company controlled by R B Rowan.

# GLEDHOW INVESTMENTS PLC

## Directors' Report for the year ended 30 September 2016

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### **Auditors**

In accordance with the Company's articles, a resolution proposing that UHY Hacker Young be reappointed as auditors of the Company will be put to the Annual General Meeting.

### **Directors' responsibilities**

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Statement of disclosure to auditor**

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware. Additionally, they have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

On behalf of the board

G R Miller  
*Director*

14 December 2016

## Independent Auditors' Report to the Members of Gledhow Investments Plc for the year ended 30 September 2016

We have audited the financial statements of Gledhow Investments Plc for the year ended 30 September 2016 set out on pages 6 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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

### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement on page 4 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

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

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

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

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

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

**Subarna Banerjee (Senior Statutory Auditor)**  
**For and on behalf of UHY Hacker Young**

*Chartered Accountants*  
**Statutory Auditor**

14 December 2016

**London**

# GLEDHOW INVESTMENTS PLC

## Statement of Comprehensive Income for the year ended 30 September 2016

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		2016	2015
		£	£
Turnover	Notes 3	288,767	43,745
Cost of sales		<u>(276,078)</u>	<u>(126,333)</u>
Gross profit/(loss)		12,689	(82,588)
Administrative expenses		<u>(57,363)</u>	<u>(46,807)</u>
Loss before taxation	4	(44,674)	(129,395)
Taxation	7	<u>—</u>	<u>—</u>
Loss for the year		<u>(44,674)</u>	<u>(129,395)</u>
Total comprehensive loss for the year		<u>(44,674)</u>	<u>(129,395)</u>
Basic loss per share (pence)	8	<u>(0.09p)</u>	<u>(0.26p)</u>
Diluted loss per share (pence)	8	<u>(0.09p)</u>	<u>(0.26p)</u>

The income statement has been prepared on the basis that all operations are continuing operations.

# GLEDHOW INVESTMENTS PLC

## Statement of Financial Position as at 30 September 2016

	<i>Notes</i>	<i>2016</i> £	<i>2015</i> £
<b>Current assets</b>			
Investments held for resale	10	206,399	265,502
Cash at bank and in hand		258,357	247,224
		<u>464,756</u>	<u>512,726</u>
<b>Creditors: amounts falling due within one year</b>			
	11	<u>(12,835)</u>	<u>(16,131)</u>
<b>Net current assets and total assets less current liabilities</b>			
		<u>451,921</u>	<u>496,595</u>
<b>Capital and reserves</b>			
Called up share capital	12	490,000	490,000
Share premium account		71,122	71,122
Profit and loss account		(153,303)	(108,629)
Other reserve		44,102	44,102
<b>Shareholders' funds – equity interests</b>			
		<u>451,921</u>	<u>496,595</u>

The financial statements were approved by the Board and authorised for issue on 14 December 2016.

G R Miller  
*Director*

**Company No. 03848331**

# GLEDHOW INVESTMENTS PLC

## Statement of Changes in Equity for the year ended 30 September 2016

	<i>Notes</i>	<i>Share capital £</i>	<i>Share premium £</i>	<i>Profit and loss reserve £</i>	<i>Other reserve £</i>	<i>Total £</i>
Balance at 1 October 2014		490,000	71,122	20,766	44,102	625,990
<b>Year ended 30 September 2015:</b>						
Loss for the year		—	—	(129,395)	—	(129,395)
Total comprehensive loss for the year		—	—	(129,395)	—	(129,395)
<b>Balance at 30 September 2015</b>		<u>490,000</u>	<u>71,122</u>	<u>(108,629)</u>	<u>44,102</u>	<u>496,595</u>
<b>Year ended 30 September 2016:</b>						
Loss for the year		—	—	(44,674)	—	(44,674)
Total comprehensive loss for the year		—	—	(44,674)	—	(44,674)
<b>Balance at 30 September 2016</b>		<u><u>490,000</u></u>	<u><u>71,122</u></u>	<u><u>(153,303)</u></u>	<u><u>44,102</u></u>	<u><u>451,921</u></u>

# GLEDHOW INVESTMENTS PLC

## Statement of Cash Flows for the year ended 30 September 2016

	<i>Notes</i>	<i>2016</i> £	<i>2015</i> £
<b>Cash flows from operating activities</b>			
Cash generated from operations	14	<u>11,133</u>	<u>8,125</u>
<b>Net increase in cash and cash equivalents</b>		11,133	8,125
Cash and cash equivalents at beginning of year		<u>247,224</u>	<u>239,099</u>
<b>Cash and cash equivalents at end of year</b>		<u><u>258,357</u></u>	<u><u>247,224</u></u>
<b>Relating to:</b>			
<b>Cash at bank and in hand</b>		<u><u>258,357</u></u>	<u><u>247,224</u></u>

# GLEDHOW INVESTMENTS PLC

## Notes to the Financial Statements for the year ended 30 September 2016

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### 1 Accounting policies

#### Company information

Gledhow Investments plc is a public limited company incorporated in England and Wales. The registered office is New Liverpool House, 15 Eldon Street, London, EC2M 7LD.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 “The Financial Reporting Standard applicable in the UK and Republic of Ireland” (“FRS 102”) and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

These financial statements for the year ended 30 September 2016 are the first financial statements of Gledhow Investments plc prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 October 2014. The reported financial position and performance for the previous period are not affected by the transition to FRS 102.

#### 1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

#### 1.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable from the sale of shares in investments in the normal course of business, and is shown net of sales related taxes.

Revenue from the sale of shares in investments is recognised when the significant risks and rewards of ownership of the shares have passed to the buyer, the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the company and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Revenue from dividends from investments is recognised when the amount of revenue can be measured reliably.

#### 1.4 Investments held for resale

Investments held for resale are stated at the lower of cost and estimated selling price less costs to sell. Cost represents the amount payable at the time that the transaction is completed.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of investments held for resale over its estimated selling price less costs to sell is recognised as an impairment in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

#### 1.5 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

#### 1.6 Financial instruments

The company has elected to apply the provisions of Section 11 ‘Basic Financial Instruments’ and Section 12 ‘Other Financial Instruments Issues’ of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company’s statement of financial position when the company becomes party to the contractual provisions of the instrument.

# GLEDHOW INVESTMENTS PLC

## Notes to the Financial Statements for the year ended 30 September 2016

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### **1 Accounting policies (continued)**

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

#### ***Basic financial assets***

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

#### ***Other financial assets***

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publically traded and whose fair values cannot be measured reliably are measured at cost less impairment.

#### ***Impairment of financial assets***

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

#### ***Derecognition of financial assets***

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

#### ***Classification of financial liabilities***

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

#### ***Basic financial liabilities***

Basic financial liabilities include creditors and are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

#### ***Derecognition of financial liabilities***

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

# GLEDHOW INVESTMENTS PLC

## Notes to the Financial Statements for the year ended 30 September 2016

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### 1 Accounting policies (continued)

#### 1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

#### 1.8 Taxation

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

##### *Current tax*

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

##### *Deferred tax*

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

#### 1.9 Share based payment transactions

The company recognises the cost of share based payments relating to equity-settled options granted to directors and employees for the issue of warrants. The fair value of equity-settled share based payments is determined at the date of grant using the Black-Scholes option pricing model and is recognised in profit and loss in the year that the warrants are issued as the warrants have no vesting period.

#### 1.10 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the income statement for the period.

### 2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

# GLEDDHOW INVESTMENTS PLC

## Notes to the Financial Statements for the year ended 30 September 2016

### 2 Judgements and key sources of estimation uncertainty (continued)

#### *Investments held for resale*

The directors review investments held for resale at the year-end in order to ensure that they are valued at the lower of cost and estimated selling price less costs to sell. This review is made by reference to readily available market prices where investments in shares are traded. Where an investments shares are not traded the directors review the investment for any indicators of impairment by reference to other information.

### 3 Turnover

An analysis of the company's turnover is as follows:

	2016	2015
	£	£
<b>Turnover</b>		
Consideration from sales of investments	286,983	44,745
Dividends received	1,784	–
	<u>288,767</u>	<u>43,745</u>

The total turnover of the Company for the year has been derived in the United Kingdom.

### 4 Loss before taxation

	2016	2015
	£	£
Loss before taxation is stated after charging:		
<b>Audit services</b>		
Fees payable to the company's auditors for the audit of the company's annual accounts	10,200	10,200
<b>Non audit services</b>		
Tax services	1,500	300
Other	1,500	1,800
Total auditors' remuneration	<u>13,200</u>	<u>12,300</u>

### 5 Employees

#### **Number of employees**

There were no employees during the year apart from the directors and the company secretary.

<b>Employment costs</b>	2016	2015
	£	£
Wages and salaries	16,987	15,000
Social security costs	217	834
	<u>17,204</u>	<u>15,834</u>

### 6 Directors' emoluments

#### **Remuneration of key management personnel**

The remuneration of key management personnel, who are also directors, is as follows:

	2016	2015
	£	£
Emoluments for qualifying services	<u>13,059</u>	<u>2,167</u>

# GLEDHOW INVESTMENTS PLC

## Notes to the Financial Statements for the year ended 30 September 2016

### 7 Taxation

	2016	2015
	£	£
Domestic current year tax	–	–
Total current tax credit	<u>–</u>	<u>–</u>
Factors affecting the tax charge for the year		
Loss on ordinary activities before taxation	<u>(44,674)</u>	<u>(129,395)</u>
Loss on ordinary activities before taxation multiplied by the small company rate of UK corporation tax of 20% (2015: 20%)	<u>(8,935)</u>	<u>(25,879)</u>
Effects of:		
Tax losses	8,935	25,879
Prior year adjustment	<u>–</u>	<u>–</u>
	<u>8,935</u>	<u>25,879</u>
Current tax charge	<u>–</u>	<u>–</u>

The company has tax losses of approximately £318,000. No deferred tax asset has been recognised due to the uncertainty of the utilisation of these losses.

### 8 Earnings per ordinary share

	2016	2015
Weighted average number of ordinary shares in issue	<u>49,000,000</u>	<u>49,000,000</u>
Loss for the year	<u>(44,674)</u>	<u>(129,395)</u>
Basic loss per share (pence)	<u>(0.09p)</u>	<u>(0.26p)</u>
Diluted loss per share (pence)	<u>(0.09p)</u>	<u>(0.26p)</u>

Diluted loss per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares, which amounted to 53,900,000 (2015: 53,900,000). The Company's share price at 30 September 2016 was 0.75p, with warrants also being exercisable at 1.5p. The outstanding warrants have therefore no dilutive effect at 30 September 2016 and the diluted loss per share is recorded at the same amount as the basic loss per share.

### 9 Financial instruments

The Company raises finance through equity issues and places surplus cash on short term deposits, in addition to its principal activity of dealing. The Company has no borrowing facilities. The main risk associated with the company's financial instruments is market price risk. The policies for managing this risk are kept under review by the directors.

	2016	2015
	£	£
<b>Carrying amount of financial assets</b>		
Debt instruments measured at amortised cost	258,357	247,224
Equity instruments measured at cost less impairment	<u>206,399</u>	<u>265,502</u>
	<u>464,756</u>	<u>512,726</u>
<b>Carrying amount of financial liabilities</b>		
Measured at amortised cost	<u>12,835</u>	<u>16,131</u>

#### a) Interest rate profile of financial assets

At 30 September 2016 the Company had sterling cash deposits of £258,357 (2015: £247,224), earning variable rates of interest. These cash deposits were established from proceeds from issues of shares and from disposal of current asset investments. The principal purpose of these cash funds is to assist in the development and expansion of the Company's investment activities.

# GLEDHOW INVESTMENTS PLC

## Notes to the Financial Statements for the year ended 30 September 2016

### 9 Financial instruments (continued)

At 30 September 2016 the Company had investments in securities of £206,399 (2015: £265,502).

#### b) Fair value of financial assets

The fair value of the Company's investments in securities at 30 September 2016 was £252,490 (2015: £445,577) which is £46,091 (2015: £180,075) higher than book value.

The fair value of the Company's other recorded financial assets does not materially differ from their book values.

#### c) Foreign currency risk

The Company does not trade overseas.

#### d) Financial risk management and treasury policies

The directors recognise that this is an area in which they may need to develop specific policies should the Company become exposed to wider financial risks as the business develops.

### 10 Investments held for resale

	2016	2015
	£	£
Investments traded on AIM market	163,324	217,102
Investments traded on ISDX market/unquoted	43,075	48,400
	<u>206,399</u>	<u>265,502</u>
Market valuation of all investments at 30 September 2016	<u>252,490</u>	<u>445,577</u>

### 11 Creditors: amounts falling due within one year

	2016	2015
	£	£
Accruals and deferred income	<u>12,835</u>	<u>16,131</u>

### 12 Share capital

	2016	2015
	£	£
Allotted, called up and fully paid		
49,000,000 Ordinary shares of 1p each	<u>490,000</u>	<u>490,000</u>

### 13 Share warrants and share-based payments

Details of the Company's share warrants outstanding at 30 September 2016 are as follows:

	<i>Number of warrants</i>
Outstanding at 30 September 2015 and 2016	<u>4,900,000</u>

Of the above warrants outstanding, all are exercisable as at 30 September 2016.

The details of the warrants outstanding at 30 September 2016 are as follows:

Number of options	Grant date	Warrant price	Fair value	Exercise period
4,900,000	16 May 2012	1.5p	0.90p	6 March 2017

# GLEDHOW INVESTMENTS PLC

## Notes to the Financial Statements for the year ended 30 September 2016

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### 14 Cash generated from operations

	<i>2016</i>	<i>2015</i>
	<i>£</i>	<i>£</i>
Loss for the year after tax	(44,674)	(129,395)
<b>Movements in working capital:</b>		
Decrease in investments held for resale	59,103	126,332
Decrease in debtors	–	6,898
(Decrease)/increase in creditors within one year	<u>(3,296)</u>	<u>4,290</u>
Cash generated from operations	<u><u>11,133</u></u>	<u><u>8,125</u></u>

### 15 Control

R B Rowan owns 69.09% of the issued shares. A further 14.29% of the issued shares are owned by Sunvest Corporation Limited, a company listed on the Australian Stock Exchange, which is controlled by R B Rowan.

# GLEDHOW INVESTMENTS PLC

## Notice of Annual General Meeting

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Notice is hereby given that the Annual General Meeting of Gledhow Investments plc (“the Company”) will be held at 10.00 am on 6 February 2017 at 1st Floor, 3 Crawford Place, London W1H 4LB to consider the following resolutions of which numbers 1 to 5 will be proposed as ordinary resolutions and numbers 6 and 7 as special resolutions:

1. To receive the annual report and accounts for the year ended 30 September 2016.
2. To re-elect G Melamet as a director of the Company.
3. To re-elect G R Miller as a director of the Company.
4. To re-appoint UHY Hacker Young as auditors of the Company and to authorise the directors to fix their remuneration.
5. To consider and, if thought fit, pass the following resolution which will be proposed as an ordinary resolution:

That the directors be generally and unconditionally authorised under section 551 of the Companies Act 2006 (the Act) to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company on and subject to such terms as the directors may determine up to a total nominal amount of £510,000, such authority shall expire at the conclusion of the next annual general meeting of the Company after the date of the passing of this resolution unless renewed, varied or revoked by the Company in general meeting. The directors shall be entitled, under this authority, to make at any time prior to the expiry of this authority any offer or agreement which would or might require relevant securities to be allotted after the expiry of this authority.

To consider and, if thought fit, pass the following resolutions as special resolutions:

6. That, subject to the passing of resolution 5 in this notice, the directors 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 under the authority given by resolution 5 in this notice as if sub-section 561(1) of the Act did not apply to such allotment, provided that this power shall be limited:
  - (a) to the allotment of equity securities in connection with an offer of such securities to holders of ordinary shares where the equity securities for which ordinary shares are respectively entitled to subscribe are proportionate (as nearly as may be) to the respective numbers of ordinary shares held by them, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to fractional entitlements or any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and
  - (b) to the allotment (otherwise than under sub-paragraph (a) above) of equity securities for cash up to a total nominal value of £510,000;

and shall expire on the date of the next annual general meeting of the Company, or if earlier, 15 months after the date of passing this resolution, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Board may allot equity securities under such offer or agreement as if the power conferred by this resolution had not expired.

7. That the Company be generally and unconditionally authorised to make market purchases within the meaning of section 693(4) of Companies Act 2006 (the Act) of its ordinary shares of 1p each in the capital of the Company (“shares”) on such terms and in such manner as the directors may from time to time determine, provided that:
  - (a) the maximum number of shares authorised to be purchased is 7,350,000 being the number representing 15% of the issued ordinary share capital of the Company at the date of the meeting;
  - (b) the minimum price (exclusive of expenses) which may be paid per share is 1p (being the nominal value per share) and the maximum price which may be paid per share is an amount equal to 20% higher than the average of the middle market quotations per share as derived from the ISDX Growth Market for the fifteen business days immediately preceding the day on which the shares are purchased;

# GLEDDHOW INVESTMENTS PLC

## Notice of Annual General Meeting

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- (c) the authority shall expire at the conclusion of the next annual general meeting of the Company; and
- (d) the Company may make a contract to purchase shares under the authority before the expiry of the authority, and may make a purchase of shares under such contract even though the authority has ended.

By Order of the Board  
Brett Miller  
Secretary

Registered Office:  
New Liverpool House  
15 Eldon Street  
London EC2M 7LD

Dated: 14 December 2016

### Notes:

1. Shareholders, their duly appointed representatives or proxies are entitled to attend, speak and vote at the AGM. A shareholder can appoint the Chairman of the meeting or anyone else as their proxy and their proxy need not be a member of the Company. A shareholder may appoint more than one proxy, provided that each proxy is appointed to exercise the rights attached to different ordinary shares. To appoint more than one proxy, the proxy form should be photocopied and completed for each proxy holder. The proxy holder's name should be written on the proxy form together with the number of shares in relation to which the proxy is authorised to act. The box on the proxy form must also be ticked to indicate that the proxy instruction is one of multiple instructions being given. All proxy forms must be signed and, to be effective, must be lodged at the registered office of the company not later than 48 hours before the time of the meeting or any adjourned meeting.
2. The return of a completed proxy form will not prevent a shareholder attending the AGM and voting in person if they wish to do so.
3. In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those members entered on the Company's register of members at close of business on 2 February 2017 or, of the meeting is adjourned, shareholders entered on the Company's register of members at close of business on the day two days before the date of any adjournment shall be entitled to attend and vote at the AGM.

