

MARECHALE
CAPITAL

MARECHALE CAPITAL PLC

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

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MARECHALE CAPITAL PLC
COMPANY INFORMATION

Directors	Mark Warde-Norbury (Chairman) Patrick Booth-Clibborn (Chief Executive) Lord Flight, of Worcester (Non Executive) Jeremy Stephenson (Executive)
Secretary	Richard Shand
Company number	03515836 (England and Wales)
Registered office (and business address)	46 New Broad Street London EC2M 1JH
Auditors	UHY Hacker Young Quadrant House 4 Thomas More Square London E1W 1YW
Bankers	Barclays Bank Plc PO Box 3261 Ashton House 497 Silbury Boulevard Milton Keynes BX3 2BB
Nominated adviser	Smith & Williamson Corporate Finance Ltd 25 Moorgate London EC2R 6AY
Registrars	SLC Registrars David Venus & Company Thames House Portsmouth Road Esher Surrey KT10 9AD
Solicitors	Pinsent Masons LLP One Ropemaker Street London EC2Y 9AH
Website	www.marechalecapital.com

MARECHALE CAPITAL PLC
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FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

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MARECHALE CAPITAL PLC
CHAIRMAN'S STATEMENT
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

Marechale Capital plc
("Marechale" or the "Company")

Consolidated Financial Statements for the 13 month period ended 30 April 2017.

Chairman's Statement

Marechale Capital's revenues for the 13 months of £1,047,000 (2016, 12 months, £742,000) are up 39% on last year resulting in a gross profit of £779,000 (2016 £446,000). However, administrative expenses have also risen to £845,000 (2016, 12 months, £571,000), which reflects higher staff costs.

As previously announced, the Company has strengthened the management team and in particular the ability to undertake and complete transactions, by appointing an additional executive Director.

Investments in client companies resulted in gains of £65,000 (2016 £19,000). Equity investments and Warrants are valued at 'fair value', typically at a price that reflects their last funding round, and underlying movement in fair value is reflected through the Profit and Loss Account in accordance with IFRS9.

The 13 month figures also reflect a £77,000 downgrade in the valuation that we are attributing to the Company's 25% shareholding in Northfield UK Solar Limited ("Northfield"), which is explained in more detail below.

The net effect is a loss before tax of £78,000 (2016 Loss of £91,000) for the 13 month period.

The balance sheet value has reduced this period to £761,000 (2016 £798,000) more fully explained in the Statement of Changes in Equity.

The Company's investment in Northfield is accounted for using the 'Equity Method' as an Associated Company, and shows a 50% reduction in valuation of £77,000 to £77,000 to reflect potential project loss. As previously announced it has been a challenging time for Northfield as the Government has changed the renewable energy support regime. There is now just the one solar site for which planning permission has been granted, and there is an active sales process that aims to realise value for shareholders.

The Company successfully completed a number of leisure deals during the year. Further EIS funding has been raised for Odexia Consumer Brand EIS Fund, the East Anglia based luxury inn group Chestnut Inns, and cold pressed juice brand Coldpress. Growth capital funding was also completed for national brewpub business Brewhouse & Kitchen and Marechale Capital completed a significant refinancing for the Thai tapas restaurants group Koh. The Company has also conducted advisory work for a wide range of consumer brand, hospitality and renewable energy businesses.

MARECHALE CAPITAL PLC
CHAIRMAN'S STATEMENT - CONTINUED
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

Marechale Capital continues to grow its Odexia Consumer Brand Fund, which invests in EIS qualifying food, drink and cosmetic growth brands; the Fund has now completed four investments, most recently in the chilled juice brand, Coldpress and the fragrance brand, Connock.

Finally, I am pleased to report that the Company's Capital Reorganisation, which was approved by shareholders in September 2016, has received Court Approval on 28 June 2017, the effect of which is shown in Note 22.



Mark Warde-Norbury

Chairman

26 July 2017

MARECHALE CAPITAL PLC
CORPORATE GOVERNANCE
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

Companies traded on AIM are not required to adopt the UK Governance Code. However, the Directors of Marechale Capital are committed to the application of requirements under the Code and have adopted the QCA Corporate Governance Code for small and mid-sized companies.

Board of Directors

The Board of Directors is responsible for Corporate Governance and consists of the three Executive and one Non-Executive Directors whose roles are described on the Group Information page. The Non-Executive Director's role is to bring independent judgement to Board discussions and decisions.

The Board meets regularly throughout the year in order to review financial performance and regulatory compliance and will consider any matters of significance to the Group including corporate activity.

Remuneration Committee

The Remuneration Committee comprises the Non-Executive Director and the Chairman and meets at least once a year. The Committee provides independent review of the Executive Directors' remuneration and the Group Remuneration Policy. It makes its decisions in consultation with the Chief Executive. No Director plays a part in any decision about their own remuneration. Given that the Company employs only five members of staff, of whom three are the Executive Directors, plus one Non-Executive Director, the proportion of Directors' Remuneration to overall administrative expenses *appears* disproportionately high. The Remuneration Committee is satisfied that this is simply the result of having so few staff and low other administrative expenses.

Audit Committee

The Audit Committee, which comprises the Non-Executive Director and the Chairman, has the following responsibilities:

- * monitoring of the Group's internal control environment;
- * assessing the Group's financial risks;
- * reviewing the Group's financial statements, reports and announcements and the accounting policies that underlie them;
- * recommending to the Board on the appointment and remuneration of external auditors; and
- * monitoring of the independence of the Auditors and the establishment of a policy for the use of the Auditors for non-audit work.

The Audit Committee meets at least once a year.

Other Directors, members of staff and the Auditors are invited to attend these meetings, as appropriate.

MARECHALE CAPITAL PLC
CORPORATE GOVERNANCE
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

Internal Financial Control

The Directors are responsible for ensuring that the Group's system of internal control enables them to report financial information with reasonable accuracy and safeguard the assets of the Group. At the time of approving the financial statements the Directors found the financial control system to be appropriate for a company of this nature and size. The key elements of this system are described below:

Defined Procedures

Major and recurrent transactions are carried out in accordance with defined procedures.

Organisational Structure

The Group's organisational structure is documented and available for review by all members of staff. Individual responsibilities are defined and individual performance is monitored.

Risk management

The Directors have responsibility for identification and management of the business risks facing the Group. Significant areas of business risk are identified, and the management approach to guard against these risks is defined and controlled through adoption of key control objectives.

Information Systems

A budget is prepared annually and actual results are compared against the budget on a monthly basis. Variances from the budget are analysed and reviewed. Rolling 12 month forecasts are prepared and updated quarterly.

Going concern

In establishing the applicability of the going concern basis, the Directors have made enquiries as to the financial resources of the Group. The Directors consider that the Group has adequate resources to continue operations for the foreseeable future and will therefore continue to adopt the going concern basis in the preparation of the financial statements.

MARECHALE CAPITAL PLC
CORPORATE GOVERNANCE
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

Dialogue with Shareholders

The Group reports formally to its shareholders twice per year when its half-year and financial year end results are announced and reports are sent to shareholders. The Annual Report includes the notice of the Annual General Meeting of the Group at which the Directors are available to answer questions.

When matters arise of particular significance or it is required in accordance with the Companies Act 2006, the Board will arrange to hold an Extraordinary General Meeting of which notice will be sent to Shareholders and at which the Directors are available to answer questions.

Employees

The Group recognises the benefit of keeping its employees informed of all relevant matters on a regular basis. The Company is an Equal Opportunities Employer and all applications for employment are considered fully on the basis of suitability for the job. Detailed employment policies have been established and incorporated into employee conditions of employment.

MARECHALE CAPITAL PLC
STRATEGIC REPORT
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

Principal Activity

The Company provides advice and broking services to companies.

Review of the Business

At the AGM in September 2016, the Directors sought and obtained shareholder approval to move the Company's year-end from 31 March, to 30 April, because a significant percentage of the Company's revenue is 'EIS' driven, i.e. by 5 April. From the Company's point of view, even though most investors would have made their investment decisions in March, had they not actually invested *in March*, the Company could not recognise commission income attached thereto, which created unplanned variances in revenue all for the sake of a handful of days. The 2016/17 results are therefore for a 13 month period.

The Directors are very pleased to report:

- an increase in revenues from £742,000 to £1,047,000, a 41% uplift,
- an increased gross profit – revenue less commissions paid to 3rd party IFA's - from £446,000 to £779,400, a 75% uplift, and
- an increase in gross profit % from 60% to 75%, a 25% uplift.

Administrative expenses before 'profit share' increased by 32% due to the recruitment and hire of a new director, and to the reporting period being for a 13 month period

	2017	2016
Administrative expenses	£755,000	£571,000
Profit share	£90,000	£0
Total administrative expenses	£845,000	£571,000

The Directors' dual strategies of obtaining warrants in addition to cash commissions, and of investments in client companies resulted in unrealised Other Gains of £65,000 (2016: £19,200) which reflect that further substantial investee companies have yet to exit.

Furthermore, the Company's investment in Northfield UK Solar Ltd ('Northfield'), referred to both in the Chairman's Report above, and in Note 12 below, accounted for using the 'Equity Method' as an Associated Company, shows a loss of £77,000 due to a provision for a project loss (2016: loss of £100,000 offset by a £115,000 release of provision).

The net effect of the above delivered a loss before tax of £77,000 (2016: Loss £91,000).

Position at 30 April 2017

The Balance Sheet at 30 April 2017 is set out on page 18.

MARECHALE CAPITAL PLC
STRATEGIC REPORT
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

Position at 30 April 2017 (continued)

The value of the Company's investment in its Associate Company, Northfield (referred to above) has reduced by £77,000 (2016: increased by £15,000) using the Equity Method of accounting.

The value of 'available for sale investments' has remained the same at £165,800.

The value of 'trading investments', being options and warrants in unquoted companies for whom the Company has raised funds, which are held at 'fair value', has increased by £65,000 to £197,000

Trade and other receivables have reduced by £297,000 from £519,000 to £222,000 due to the successful change of the year-end date resulting in billing *and collection* of year-end fund-raisings driven by HMRC's EIS annual deadline.

Cash and cash equivalents have increased by £92,000 from £210,000 to £302,000.

Trade and other payables decreased by £161,000 from £383,000 to £232,000 reflecting payment of liabilities in April of obligations incurred with fund-raisings driven by HMRC's EIS annual deadline.

Net assets at 30 April 2017 stood at £761,000 compared to £798,000 at 31 March 2016, reflecting both the losses suffered for the year offset by the uplift to fair value of equity investments and warrants, and the provision for project loss in Northfield.

Future Developments

The Group has succeeded in developing a low cost investment banking and corporate finance business whose remit is set to continue.

Principal Risks and Uncertainties

The principal risk and uncertainty faced by the Group is if it fails to attract new clients and execute fund-raising corporate finance projects. There are clearly macro-economic risks associated with 'Brexit'.

On behalf of the Board



Mark Warde-Norbury

Director
26 July 2017

MARECHALE CAPITAL PLC
DIRECTORS' REPORT
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

The Directors present their report together with the audited financial statements of the Group for the 13 month period ended 30 April 2017 (2016: year ended 31 March).

Results, Dividends and Key Performance Indicators ('KPI's')

The Directors do not recommend the payment of a dividend for the current year (2016: £nil).

Directors

The Directors who held office since 1 April 2016 were:

Mark Warde-Norbury (Chairman)
 Lord Flight of Worcester (Non-Executive)
 Patrick Booth-Clibborn (Chief Executive)
 Jeremy Stephenson (Executive)

Directors' Interests

The Directors' interests in the shares and options of the Group were as stated below:

New Ordinary shares of 1p each	At 30 April 2017	At 31 March 2016
Mark Warde-Norbury	11,282,902	7,232,400
Lord Flight	638,060	638,060
Patrick Booth-Clibborn	8,244,740	6,359,569
Jeremy Stephenson	-	-

Options on 1p Ordinary Shares		
Mark Warde-Norbury	1,153,623	1,153,623
Lord Flight	-	-
Patrick Booth-Clibborn	9,228,984	3,460,869
Jeremy Stephenson	1,153,623	-

MARECHALE CAPITAL PLC
DIRECTORS' REPORT
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

On 28 June 2017, the Company received Court approval for a Capital Reorganisation, more fully explained in the Statement of Changes in Equity below, and in Note 18, whose terms have been reflected in the Balance Sheet at 30 April 2017. The Capital Reorganisation included cancellation of 100% of the 190 million 1p Deferred Shares, 45 million of which had been held by the Directors.

The remuneration of the Directors was as follows:

	30 April 2017 (13 months) £	31 March 2016 (12 months) £
Mark Warde-Norbury	32,500	30,000
Lord Flight *	9,200	8,500
Patrick Booth-Clibborn	263,000	180,000
Jeremy Stephenson	130,000	20,000

* No remuneration is paid directly to Lord Flight, instead the Company pays the compensation of an assistant to work for Lord Flight.

The executive directors and staff benefit from a bonus scheme which takes into account both profitability and other performance factors as determined by the Remuneration Committee. In the above table Mr Warde-Norbury has benefitted from £nil (2016: £nil) profit share, Mr Booth-Clibborn £68,000 (2016: £nil), and Mr Stephenson £nil (2016: £nil).

Substantial Shareholders

As at 7 July 2017 (being the last practical date prior to the date of this document) and save as set out below, the Group was not aware of any person, who, other than the Directors, directly or indirectly, had an interest representing 3 per cent or more of the issued ordinary share capital in the Group (being the threshold at or above which, in accordance with the provisions of Section 5 of the Disclosure and Transparency Directive published by the FCA, any interest must be disclosed by the Group):

3% or more shareholders (excluding Directors)	No. shares	%
Charatan J esq. & C Mrs.	3,196,638	5.37%

MARECHALE CAPITAL PLC
DIRECTORS' REPORT
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

Directors' Responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable law and International Reporting Standards, as adopted by the European Union.

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. In preparing those financial statements, the Directors are required to:

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

The Directors are responsible for keeping adequate accounting records which disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and Company and hence for taking steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included in the Company's website.

Directors' and Officers' Insurance

The Company purchases and maintains Liability Insurance for its Directors and Officers as permitted by the Companies Act 2006.

Statement of Disclosure to the Auditors

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

MARECHALE CAPITAL PLC
DIRECTORS' REPORT (CONTINUED)
FOR THE 13 MONTH PERIOD ENDED 30 APRIL 2017

Auditors

In accordance with section 485 of the Companies Act 2006, a resolution proposing that UHY Hacker Young be reappointed as auditors of the company will be put to the Annual General Meeting.

On behalf of the Board



Mark Warde-Norbury

Director

26 July 2017

MARECHALE CAPITAL PLC

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARECHALE CAPITAL PLC

We have audited the financial statements of Marechale Capital Plc for the 13 month period ended 30 April 2017, which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheets, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Cash Flow Statements, and the related notes.

The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards ('IFRS') as adopted by the European Union and as regards the Company financial statements, are applied in accordance with the provisions of the Companies Act 2006.

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 our 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 Statement of Directors' Responsibilities set out in the Directors' Report, 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 FRC's web-site at www.frc.org.uk/apb/scope/private.cfm

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the Group's and Company's affairs as at 30 April 2017 and of the Group's loss for the 13 months then ended;
- The parent company financial statements have been properly prepared in accordance with IFRS as adopted by the European Union and as applied in accordance with the Companies Act 2006: the Group's financial statements have been properly prepared in accordance with IFRS as adopted by the European Union;
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

MARECHALE CAPITAL PLC

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MARECHALE CAPITAL PLC

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit, the information given in the Strategic Report and the Directors' Report for the 13 Month period for which the financial statements are prepared is consistent with the financial statements, and the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of our audit, we have not identified material mis-statements in the Strategic Report and Directors' Report.

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.



Colin Jones (Senior Statutory Auditor)

For and on behalf of UHY Hacker Young

Chartered Accountants

Statutory Auditor

26 July 2017

Marechale Capital Plc
Consolidated Income Statement
13 month period ended 30 April 2017

	Notes	13 Months to 30-Apr 2017 (£)	Year ended 31-Mar 2016 (£)
Continuing operations			
Revenue	4	1,046,895	741,680
Cost of sales		(267,511)	(295,512)
Gross profit		779,384	446,168
Administrative expenses		(845,473)	(570,972)
Operating (loss)	5	(66,089)	(124,804)
Finance Income	6	389	-
Other gains	7	65,088	19,231
Exceptional gain on dilution of interest in associate	12a	-	5,726
Net loss in respect of associate	12b	112	(106,245)
(Provision for)/ release of project loss in associate	12c	(77,200)	115,000
(Loss) before tax		(77,700)	(91,092)
Taxation	8	-	-
(Loss) for the year on continuing operations		(77,700)	(91,092)
(Loss) per share			
		(Pence)	(Pence)
Basic - Continuing operations	10	(0.13)	(0.16)
- Diluted	10	(0.11)	(0.14)
Consolidated Statement of Comprehensive Income			
(Loss) for the year		(77,700)	(91,092)
Other comprehensive income			
Revaluation of investments		-	4,191
Total recognised comprehensive income/ (loss)		-	4,191
(all attributable to owners of the parent)		(77,700)	(86,901)

Marechale Capital Plc
Consolidated Balance Sheet
13 month period ended 30 April 2017

		13 Months to 30-Apr 2017 (£)	Year ended 31-Mar 2016 (£)
Non current assets	Notes		
Investment in associate	12a	77,187	154,275
Current assets			
Available for sale investments	13	165,839	165,839
Trading investments	14	196,888	131,800
Trade and other receivables	15	221,676	518,577
Cash and cash equivalents	16	302,375	210,490
		<u>886,778</u>	<u>1,026,706</u>
Total assets		<u>963,966</u>	<u>1,180,981</u>
Current liabilities			
Trade and other payables	17	(203,350)	(383,376)
Total current liabilities		<u>(203,350)</u>	<u>(383,376)</u>
Net assets		<u>760,615</u>	<u>797,605</u>
Equity			
<i>Capital and reserves attributable to equity shareholders</i>			
Share capital	18	2,474,308	2,474,308
Share premium account	18	1,247,379	1,247,379
Revaluation reserve		94,326	94,326
Reserve for own shares		(50,254)	(50,254)
Retained losses		(3,005,144)	(2,968,154)
		<u>760,615</u>	<u>797,605</u>

The financial statements were approved by the Board of Directors and authorised for issue on 26 July 2017.
They were signed on its behalf by:


Mark Warde-Norbury
Chairman

Company No: 03515836

Marechale Capital Plc
Company Balance Sheet
13 month period ended 30 April 2017

		13 Months to 30-Apr 2017 (£)	Year ended 31-Mar 2016 (£)
	Notes		
Non current assets			
Investments	12	508	508
Current assets			
Available for sale investments	13	165,839	165,839
Trading investments	14	196,888	131,800
Trade and other receivables	15	221,676	518,577
Cash and cash equivalents	16	302,375	210,490
		<u>886,779</u>	<u>1,026,706</u>
Total assets		<u>887,287</u>	<u>1,027,214</u>
Current liabilities			
Trade and other payables	17	(203,350)	(383,376)
		<u>(203,350)</u>	<u>(383,376)</u>
Total current liabilities		<u>(203,350)</u>	<u>(383,376)</u>
Net assets		<u>683,936</u>	<u>643,838</u>
Equity			
<i>Capital and reserves attributable to equity shareholders</i>			
Share capital	18	2,474,308	2,474,308
Share premium account	18	1,247,379	1,247,379
Revaluation reserve		94,326	94,326
Reserve for own shares		(50,254)	(50,254)
Retained losses		(3,081,823)	(3,121,921)
		<u>683,936</u>	<u>643,838</u>

The financial statements were approved by the Board of Directors and authorised for issue on 26 July 2017.

They were signed on its behalf by:



Mark Warde-Norbury
Chairman

Company No: 03515836

Marechale Capital Plc
Statement of Changes in Equity
13 month period ended 30 April 2017

	Share capital (£)	Share premium (£)	Revaluation reserve (£)	Reserve for own shares (£)	Retained earnings (£)
Consolidated					
Balance at 31 March 2015	2,474,308	1,247,379	90,135	(50,254)	(2,911,732)
Issue of ordinary share capital	-	-	-	-	-
Reserve for share based payments	-	-	-	-	34,670
Transactions with owners	-	-	-	-	34,670
Total comprehensive income					
Loss for the financial year	-	-	-	-	(91,092)
Revaluation during the financial year	-	-	4,191	-	-
Total comprehensive income	-	-	4,191	-	(91,092)
Balance at 31 March 2016	2,474,308	1,247,379	94,326	(50,254)	(2,968,154)
Capital reorganisation	-	-	-	-	-
Reserve for share based payments	-	-	-	-	40,710
Transactions with owners	-	-	-	-	40,710
Total comprehensive income					
Loss for the financial period	-	-	-	-	(77,700)
Revaluation during the financial period	-	-	-	-	-
Total comprehensive income	-	-	-	-	(77,700)
Balance at 30 April 2017	2,474,308	1,247,379	94,326	(50,254)	(3,005,144)
Company					
Balance at 31 March 2015	2,474,308	1,247,379	90,135	(50,254)	(3,051,018)
Issue of ordinary share capital	-	-	-	-	-
Reserve for share based payments	-	-	-	-	34,670
Transactions with owners	-	-	-	-	34,670
Total comprehensive income					
Loss for the financial year	-	-	-	-	(105,573)
Revaluation during the financial year	-	-	4,191	-	-
Total comprehensive income	-	-	4,191	-	(105,573)
Balance at 31st March 2016	2,474,308	1,247,379	94,326	(50,254)	(3,121,921)
Capital reorganisation	-	-	-	-	-
Reserve for share based payments	-	-	-	-	40,710
Transactions with owners	-	-	-	-	40,710
Total comprehensive income					
Loss for the financial period	-	-	-	-	(611)
Revaluation during the financial period	-	-	-	-	-
Total comprehensive income	-	-	-	-	(611)
Balance at 30 April 2017	2,474,308	1,247,379	94,326	(50,254)	(3,081,823)
Retained losses consist of:					
	Group	Group	Company	Company	
	2017	2016	2017	2016	
	(£)	(£)	(£)	(£)	
Retained profits/ (losses)	(3,089,598)	(3,011,899)	(3,166,278)	(3,165,667)	
Reserve for share based payments	84,454	43,745	84,455	43,746	
	(3,005,144)	(2,968,154)	(3,081,823)	(3,121,921)	

Marechale Capital Plc
Consolidated Cash Flow Statement
13 month period ended 30 April 2017

	13 Months to	Year ended
	30-Apr	31-Mar
	2017	2016
	(£)	(£)
Net cash from operating activities		
Continuing operations: Operating (loss)	(66,089)	(124,804)
Provision for share based payments	40,710	34,670
Operating cash flows before movements in working capital	(25,379)	(90,134)
Movement in working capital		
Decrease/ (increase) in receivables	296,901	(27,469)
(Decrease)/ increase in payables	(180,026)	27,333
Tax refund	-	-
Operating cash flow	116,875	(136)
	91,496	(90,270)
Investment activities		
Interest receivable	389	-
Proceeds on disposal of trading investments	-	15,685
Proceeds on disposal of available for sale investments	-	-
Expenditure on available for sale investments	-	(9,989)
Cash flow from investing activities	389	5,696
Financing		
Issue of share capital	-	-
Cash flow from financing activities	-	-
Net increase/ (decrease) in cash and cash equivalents	91,886	(84,574)
Cash and cash equivalents at start of the financial year	210,490	295,064
Cash and cash equivalents at end of the financial year	302,375	210,490
Increase/ (decrease) in cash and cash equivalents	91,885	(84,574)

Marechale Capital Plc
Company Cash Flow Statement
13 month period ended 30 April 2017

	13 Months to	Year ended
	30-Apr	31-Mar
	2017	2016
	(£)	(£)
Net cash from operating activities		
Continuing operations: Operating (loss)/ profit	(66,089)	(124,804)
Provision for share based payments	40,710	34,670
Operating cash flows before movements in working capital	(25,379)	(90,134)
Movement in working capital		
Decrease/ (increase) in receivables	296,901	(27,469)
(Decrease) /Increase in payables	(180,026)	27,333
Tax paid	-	-
	116,875	(136)
Operating cash flow	91,496	(90,270)
Investment activities		
Interest receivable	389	-
Proceeds on disposal of trading investments	-	15,685
Proceeds on disposal of available for sale investments	-	-
Expenditure on available for sale investments	-	(9,989)
Cash flow from investing activities	389	5,696
Financing		
Issue of share capital	-	-
Cash flow from financing activities	-	-
Net increase/ (decrease) in cash and cash equivalents	91,886	(84,574)
Cash and cash equivalents at start of the financial year	210,490	295,064
Cash and cash equivalents at end of the financial year	302,375	210,490
Increase/ (decrease) in cash and cash equivalents	91,885	(84,574)

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

1. General information

Marechale Capital PLC is a company registered in England and Wales under the Companies Act 2006. The Group's principal activities are the provision of advice and broking services to companies. The financial statements are presented in pounds sterling, the currency of the primary economic environment in which the Group operates.

The Group's registered office and principal place of business is 46 New Broad Street, London, EC2M 1JH. The Company's registered number is 03515836.

2. Significant accounting policies

a. Basis of accounting

These financial statements have been prepared in accordance with International Financial Reporting Standards ('IFRS') as adopted by the European Union, IFRS Interpretations Committee ('IFRS IC') interpretations and the Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements have been prepared on the historical cost basis as modified by the valuation of certain financial instruments, as described below.

The consolidated financial statements incorporate the accounts of the Company and its subsidiary and have been prepared by using the principles of acquisition accounting ("the purchase method") which includes the results of the subsidiaries from their date of acquisition. Intra-group sales, profits and balances are eliminated fully on consolidation.

Subsidiaries are entities over which the Group has control, being the power to govern the financial and operating policies of the acquired entity so as to obtain benefits from its activities.

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating decisions of the investee, but it is not control or joint control, over those policies.

The principal accounting policies are set out below.

b. Financial risk management objectives and policies

The Company's principal financial assets are cash and cash equivalents, trade and other receivables and investments. The Company's credit risk is primarily attributable to its trade receivables and its market risk is primarily attributable to its investments. The amounts presented in the Balance Sheet are net of allowances for impairment of receivables.

c. Financial instruments

Available for sale investments

Available for sale investments are initially measured at cost, including transaction costs. At each reporting date these instruments are measured at their fair values and resultant gains and losses, after adjusting for taxation, are recognised directly in equity via the revaluation reserve, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in equity is included in the income statement for the year. Where an equity instrument's fair value cannot be reliably estimated, it is held at cost.

Trading investments

Investments held for trading consist of options held in quoted and unquoted companies, which are held at fair value. At each reporting date, fair value is assessed and resultant gains and losses are included directly in the income statement.

Trade and other receivables

Trade and other receivables are measured at fair value.

Appropriate allowance for estimated irrecoverable amounts is recognised in the Income Statement where there is objective evidence that the asset is impaired. The allowance recognised is measured as the difference between the carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition.

Trade and other payables

Trade and other payables are measured at fair value.

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

2. Significant accounting policies (continued)

Financial liabilities and equity

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

d. Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date. Gains and losses arising during the period on transactions denominated in foreign currencies are treated as normal items of income and expenditure in the Income Statement.

e. Operating leases

Rentals payable under operating leases are charged to income on a straight-line basis over the term of the lease.

f. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and deposits held at call with banks.

g. Taxation

In future years mainstream corporation tax is likely to be payable, which will be based on taxable profit for the year. Taxable profit differs from net profits as reported in the Income Statement because it excludes items of income or expense which are taxable or deductible in other years and it further excludes items which are never taxable or deductible. The Group's liability for current tax will be calculated using tax rates which have been enacted or substantively enacted by the Balance Sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases in the computation of taxable profit, and is accounted for using the Balance Sheet Liability Method. Deferred tax liabilities are generally recognised for all 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 used. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that effects neither the tax profit nor the accounting profit.

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

Deferred tax is calculated at the rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to 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 there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

2. Significant accounting policies (continued)

h. Revenue recognition

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

Revenue comprises broking commissions, and retainer fees for corporate finance advisory services. Where the revenue is success-fee based, it is taken to the Income Statement on the successful completion of the transaction. Retainer fees are taken to the Income Statement pro-rata to the period invoiced.

Interest income is based on the effective rate applicable for the period during which demand deposits are held.

i. Employee share ownership plans trust ('ESOP')

The ESOP trust is accounted for in line with IAS 32, 'Financial Instruments - Presentation', re: treasury shares whereby shares have been shown at cost in a separate Reserve as a deduction from Shareholders' Funds.

j. Investments

The Parent Company's investment in its subsidiary company and associate is stated at cost less provision for impairment in the Company's balance sheet.

k. Key assumptions and sources of estimation

The value of available for sale and trading investments are inherently subjective where they relate to private limited companies where there is no open market value. In these cases the Directors have assessed the value using the most recent information available on the share price, such as recent share issues and/or shares sales between third parties.

l. Share based payments

On occasion the Company made share-based payments to certain Directors and staff by way of issue of share options. The fair value of these payments is calculated by the Company using the Black-Scholes option pricing model. The expense is recognised on a straight line basis over the period from the date of award to the date of vesting, based on the Company's best estimate of the number of shares that will eventually vest.

3. General information

At the date of authorisation of the financial statements, the following Standards and Interpretations (relevant to the Group's activities) which have not been applied in the financial statements were in issue but not yet effective.

Subject	Effective date, periods beginning:
IFRS 9 Financial Instruments (2014)	1 January 2018
IFRS 15 Revenue from Contracts with Customers	1 January 2018

It is not anticipated that not adopting these accounting standards will have a material effect on the Financial Statements

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

4. Business and geographical segments

The directors consider that there is only one activity undertaken by the Group, that of corporate finance advisory. All of this activity was undertaken in the United Kingdom.

	2017 (£)	2016 (£)
Broking commissions and fees earned from corporate finance	1,046,895	741,680

5. Operating loss for the year has been arrived at after charging:

	2017 (£)	2016 (£)
Operating lease rentals	69,572	62,043
Staff costs (Note 9)	540,317	294,604
Auditors' remuneration for audit services	9,450	9,450

Amounts payable to UHY Hacker Young by the Group in respect of non-audit services were:

Auditors' remuneration:		
- for non audit taxation	1,500	1,500
- for non audit other	-	1,900

Share-based payments:

During the year the Company had the following share-based payment plans involving equity settled share options in existence:

Scheme	Number	Date approved	Exercise price	Maximum term	Vesting conditions
Sep-14	5,768,115	24-Sep-14	2.6p - 2.75p	5 years from vesting	1/3rd/year on anniversary date when beneficiary must remain employed.
Sep-15	5,768,115	17-Sep-15	2.50p	5 years from vesting	
Sep-16	5,768,115	14-Sep-16	2.6p	5 years from vesting	

The number and weighted average exercise prices of the above plans are as follows:

	Number	Weighted average exercise price
Outstanding at start of the financial period	10,382,607	4,614,492
Granted during the period	1,730,435	5,768,115
Forfeited within the period	-	-
Outstanding and exercisable at end of the financial period	12,113,042	10,382,607

The options granted during the 2017 financial period cost £40,710 (2016: £34,670).

In accordance with the requirements of IFRS 2 Share-based payments, the weighted average estimated fair value for the options granted was calculated as 1p per option using a Black Scholes option pricing model. The volatility measured as the standard deviation of expected share price return is based on statistical analysis of the share price for the twelve months prior to the dates of grant.

The risk free rate has been taken as 4%.

For the purpose of calculating diluted earnings per share, see Note 10 below, all options granted have been considered as likely to become vested, unless cancelled due to an employee leaving the Company.

6. Finance Income

Bank interest receivable	389	-
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7. Other gains and losses

Profit on disposal of available for sale investments	-	15,685
Profit on disposal of trading investments	-	-
Unrealised gain on trading investments	65,088	3,546
	65,088	19,231

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

8. Tax

The tax charge comprises:

Mainstream UK corporation tax deriving from profits for the prior financial year

Total current tax

Deferred tax

Charge in respect of timing differences

Total deferred tax

Total tax on (loss) from ordinary activities

	2017 (£)	2016 (£)
	-	-
Total current tax	-	-
Deferred tax		
Charge in respect of timing differences	-	-
Total deferred tax	-	-
Total tax on (loss) from ordinary activities	-	-

The tax charge for the period differs from that resulting from applying the standard rate of UK Corporation Tax.

Tax of 20% (2015: 20%) to the loss before tax for the reasons set out in the reconciliations below:

(Loss) per financial information	(77,700)	(91,092)
Unrealised (gains) on trading investments	(65,088)	(3,546)
Disallowed items	73,495	60,690
Losses carried forward/ (used)	69,293	33,948
Adjustments in respect of prior years	-	-
Taxable profit	-	-
Tax at 20% (2015: 20%)	-	-
Tax expense for the period	-	-

The Group had trading losses available to carry forward at 30 April 2017 of approximately £3.2m (2016: £3.2m).

No deferred tax has been recognised in respect of the accumulated loss as there was insufficient evidence available as to the timing of any future recovery.

9. Staff costs

Continuing operations

	2017 (£)	2016 (£)
Wages and salaries	484,208	264,250
Social security costs	56,108	30,354
Pension costs	-	-
	540,317	294,604

Directors' emoluments

The emoluments of the highest paid Director were:

273,000 180,000

The aggregate Directors' remuneration was:

459,000 244,500

The Group does not operate any form of pension scheme.

Average number of employees for continuing operations:

	Number	Number
Executive and Non-Executive Directors	4	4
Staff	2	1
	6	5

10. Earnings per share

Based on a (loss) of

(77,700) (91,092)

Weighted average number of Ordinary Shares in issue for the purpose of basic earnings per share

No. shares 57,681,151 No. shares 57,681,151

Weighted average number of Ordinary Shares in issue for the purpose of diluted earnings per share - see also Note 5

69,073,178 63,737,672

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

11. Parent Company Income Statement

The Parent Company generated a loss for the period ended 30 April 2017 of £611 (2016: loss of £105,573) per the Statement of Changes in Equity which has been included in the Consolidated Income Statement. In accordance with the provisions of section 408 of the Companies Act 2006, the Parent Company has not presented an Income Statement.

12. Investments

Cost	(£)
At 1 April 2015	287,861
Additions	-
At 31 March 2016	<u>287,861</u>
Additions	-
At 30 April 2017	<u>287,861</u>
Provision for impairment	
At 1 April 2015	287,353
Provision in the year	-
At 31 March 2016	<u>287,353</u>
Provision in the period	-
At 30 April 2017	<u>287,353</u>
Net book value at 1 April 2015	508
Net book value at 31 March 2016	508
Net book value at 30 April 2017	508

The Company's directly held subsidiary undertaking as at 30 April 2017 was:

<i>Subsidiary undertaking</i>	<i>Principal Activity</i>	<i>Country of Incorporation</i>	<i>Percentage of ordinary share capital held</i>
Marechale Limited	Dormant	England	100%
<i>Associate Company</i>			
Northfield UK Solar Ltd ('NUKS')	Solar development	England	25.2%

12a. Investment in associate

The Group has a 25.2% (2016: 25.2%) interest in NUKS which is involved in the development, prior to construction, of solar PV sites in the UK. NUKS was established in June 2013 and is a private entity not listed on any public exchange. The Group's interest in NUKS is accounted for using the equity method in the consolidated financial statements. The following table illustrates the summarised financial information of the Group's investment:

	2017 (£)	2016 (£)
Current assets	616,463	621,591
Current liabilities	(3,813)	(9,386)
Net Assets	612,650	612,205
Share capital	2,009	2,009
Share premium	1,221,467	1,221,467
Reserves	(610,825)	(611,271)
Shareholders' funds	612,650	612,205
Proportion of the Group's ownership	25.20%	25.20%
Carrying amount of the investment (before provision for loss on project)	154,387	154,275
Provision for loss on project - see Note 12c	(77,200)	-
Carrying amount of the investment	77,187	154,275
Exceptional gain on dilution of interest in associate arising from the Group's share of share capital and share premium, before reserves.	-	5,726

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

12b. Net profit/ (loss) in respect of associate

	2017 (£)	2016 (£)
Revenue	15,538	65,448
Cost of sales - see Note 12c	-	(410,671)
Administrative expenses	(15,093)	(76,383)
Profit/ (loss) before tax	445	(421,606)
Taxation	-	-
Profit/ (loss) for the period	445	(421,606)
Group's share of profit/ (loss) for the period	112	(106,245)

12c. Provision for project loss in associate

NUKS has one development site remaining with a carrying value of £555,000 which the Company has tried, and failed, several times to monetise, the uncertainty about the UK Government's feed-in subsidy has made buyers very wary of commitment. In view of this uncertainty, Marechale Capital's Directors have determined to make a provision of 50% of the carrying value of the investment.

	Group 2017 (£)	Group 2016 (£)	Company 2017 (£)	Company 2016 (£)
13. Available for sale investments				
Quoted investments	225	225	225	225
Unquoted investments	165,614	165,614	165,614	165,614
	<u>165,839</u>	<u>165,839</u>	<u>165,839</u>	<u>165,839</u>

Unquoted investments are initially valued at cost. At each reporting date these investments are measured at their fair value. Where fair value cannot be reliably estimated, they are carried at cost.

	(£)	(£)	(£)	(£)
14. Trading investments				
Unquoted options and warrants	196,888	131,800	196,888	131,800
	<u>196,888</u>	<u>131,800</u>	<u>196,888</u>	<u>131,800</u>

Trading investments include options and warrants over securities which have been received as consideration for corporate finance services rendered. These assets have been valued at 'fair value' where either the share price has been established according to most recent share sales, or the share price for current funds raised is materially higher than the exercise price of those options. Where fair value cannot be reliably estimated, they are carried at cost.

	(£)	(£)	(£)	(£)
15. Trade and other receivables				
Trade receivables	171,329	474,094	171,329	474,094
Other receivables	30,500	31,387	30,500	31,387
Prepayments and accrued income	19,847	13,096	19,847	13,096
	<u>221,676</u>	<u>518,577</u>	<u>221,676</u>	<u>518,577</u>

All receivables are due within one year of the Balance Sheet date and at that date none are past due, or impaired.

The Directors consider that the carrying amounts of trade and other receivables approximates their fair values.

The Group does not normally have any significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. Significant risk does occur at the conclusion of a large corporate finance and broking transaction, normally measured in a few days, in anticipation of the payment of the Group's fees and commissions. No such risk existed at the reporting date.

	(£)	(£)	(£)	(£)
16. Cash and cash equivalents				
Cash held directly at UK Clearing Banks	302,375	210,490	302,375	210,490
	<u>302,375</u>	<u>210,490</u>	<u>302,375</u>	<u>210,490</u>

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

	Group 2017 (£)	Group 2016 (£)	Company 2017	Company 2016
17. Trade and other payables				
Trade payables	54,888	247,173	54,888	247,173
Other payables and accruals	118,548	113,003	118,548	113,003
Taxes and social security	29,914	23,200	29,914	23,200
	<u>203,350</u>	<u>383,376</u>	<u>203,350</u>	<u>383,376</u>

18. Share capital

	Ordinary shares (number)	Issued share capital (£)	Share premium account (£)
New Ordinary shares of 0.8p			
Issued at 31 March 2016, Ordinary shares of 1p	57,681,151	576,812	1,247,379
Issued at 30 April 2017, Ordinary shares of 1p	<u>57,681,151</u>	<u>576,812</u>	<u>1,247,379</u>
Issued			
Deferred shares of 1p	Deferred shares (number)	Issued share capital (£)	Share premium account (£)
Issued at 31 March 2016, Ordinary shares of 1p	189,749,640	1,897,496	-
Issued at 30 April 2017, Ordinary shares of 1p	<u>189,749,640</u>	<u>1,897,496</u>	<u>-</u>
Total nominal value of shares in issue			
Issued at 31 March 2016, Ordinary shares of 1p		2,474,308	1,247,379
Issued at 30 April 2017, Ordinary shares of 1p		<u>2,474,308</u>	<u>1,247,379</u>

19. Operating leases

At the reporting dates, the Group and Company had outstanding commitments for future minimum lease payments under non-cancellable operating leases in relation to Leasehold Property, and Other Assets, which fall due as follows:

	2017 (£)	2016 (£)
Leasehold Property		
Within one year	66,916	65,329
In the second to fifth year (inclusive)	-	-
	<u>66,916</u>	<u>65,329</u>
Other Assets		
Within one year	1,700	884
In the second to fifth year (inclusive)	4,250	-
	<u>5,950</u>	<u>884</u>

20.1 Capital Risk Management

The Group is not reliant on debt finance, its operations currently being funded by equity finance (comprising share capital, share premium, other reserves, and retained losses) which totalled £754,000 (2016: £797,000) at period end. The Group regularly monitors its capital needs to ensure that sufficient funding is available for its operational needs.

As an FCA regulated business (which does not hold client money or assets), the Group has to ensure that it maintains a minimum net asset position of €50,000 (£44,000), which it met at 30 April 2017 and 31 March 2016.

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

20.2 Financial Risk Management

Financial Risks

The main risk arising from the Group's financial instruments, referred to in Note 2c above, is the financial performance of the companies in whom the Company holds investments, as reflected by quoted market prices, or by the share price of fundraising in the case of unquoted investments.

Interest Risk

The Group had neither a bank overdraft nor other borrowings and therefore was not subject to this risk.

Liquidity Risk

The Group anticipates a modest cash-flow surplus in year ended 30 April 2018: nonetheless, at 30 April 2017, the Group held cash reserves equivalent to approximately six months' overheads.

Credit Risk

The Group's principal financial assets are bank balances, and trade receivables. The credit risk on liquid funds is limited because the counterparty is a bank with a high credit rating assigned by international credit rating agencies. The maximum credit risk on trade receivables at the balance sheet date is represented by the trade receivables figure, which is net of appropriate provisions.

21. Related party transactions

Companies in whom the Group holds (or held) an investment which have paid fees to, or charged the Group for, services.

West Country Renewable Ltd ('WCR')

The Group owned 70,000 shares, 8.3% (2016: 70,000, 8.3 %) in WCR at 30 April 2017, WCR is a related party through common directorship of Patrick Booth-Clibborn, a director of the Group.

The Group charged WCR £nil for other services during the period ended 30 April 2017 (2016: £3,000)

At 30 April 2017 WCR owed the Group £nil (2016: £nil)

Northfield UK Solar Ltd ('NUKS')

The Group owned 506,250 shares, 25.2% (2016: 25.2%) in NUKS at 30 April 2017, NUKS is a related party through common directorship of Mark Warde-Norbury, a director of the Group.

The Group charged NUKS £14,500 for other services during the period ended 30 April 2017 (2016: £2,913).

At 30 April 2017 NUKS owed the Group £nil (2016: £nil).

Companies in whom the Group holds no investment which have paid fees to, or charged the Group for, services.

The EIS Association Ltd ('EISA')

EISA is a related party through common directorship of Lord Flight who is a director of the Group.

EISA charged the Group £nil (2016: £850) for other services during the period.

The Group owed EISA £nil at 30 April 2017 (2016: £nil).

Directors

Mark Warde-Norbury

During the year, loans of £10,000 (2016: £10,000) were granted to Mr Warde-Norbury which are payable within one year, which are included within trade and other receivables on the balance sheet.

Patrick Booth-Clibborn

During the year, loans of £10,000 (2016: £10,000) were granted to Mr Booth-Clibborn which are payable within one year and are included within trade and other receivables on the balance sheet.

Disclosure of control

The company is under the control of its shareholders and not any one party.

Key management personnel

The key management personnel consist of the Directors, whose remuneration is disclosed in the Directors' Report, and the Company Secretary/Financial Officer, Shand FD Ltd ('Shand') whose remuneration was £29,686 (2016: £30,172). The group owed Shand £4,658 at 30 April 2017 (2016: £2,685).

Marechale Capital Plc
Notes to the financial statements
13 month period ended 30 April 2017

22. Capital Reorganisation

On 28 June 2017, the High Court of Justice, Chancery Division, Companies Court, approved a capital reorganisation:

1. Cancellation of 0.2p per share of the ordinary shares, previously of 1p nominal value
2. Cancellation of the Deferred Shares
3. Cancellation of the Share Premium Account.

The effect of the above on the 30 April 2017 Company Balance Sheet is shown below

		At 30 April 2017	Capital Re- organisation	Post Capital Reorganisation
Equity				
<i>Capital and reserves attributable to equity shareholders</i>				
Share capital	Order #1 and #2	2,474,308	(2,012,859)	461,449
Share premium account	Order #3	1,247,379	(1,247,379)	-
Revaluation reserve		94,326	-	94,326
Reserve for own shares		(50,254)	-	(50,254)
Reserve for own share based payments		84,455	-	84,455
Retained losses		(3,166,278)	3,260,238	93,960
		683,936	-	683,936

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to the action to take, you should immediately consult your stockbroker, bank manager, solicitor, accountant or other independent financial adviser authorised under the Financial Services and Markets Act 2000 (as amended). If you have sold or transferred all your ordinary shares in Marechale Capital plc, you should pass this document and the accompanying Form of Proxy to the bank, stockbroker or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee.

**NOTICE OF ANNUAL GENERAL MEETING
MARECHALE CAPITAL PLC**

(Incorporated in England and Wales with registered number 3515836)

NOTICE IS HEREBY GIVEN that the SEVENTEENTH ANNUAL GENERAL MEETING of Marechale Capital plc (the "Company") will be held at 46 New Broad St., London EC2M 1 JH on Wednesday 13 September 2017 at 14:00 for the purpose of considering and, if thought fit, passing the following resolutions. Resolutions numbered 1 to 3 will be proposed as Ordinary Resolutions and resolutions numbered 4 to 6 will be proposed as Special Resolutions.

Ordinary Business

1. THAT the financial statements for the 13 month period ended 30 April 2017 and the Reports of the Directors and Auditors thereon, as set out in the Annual Report and Accounts, be received.
2. THAT Mr Warde-Norbury, who is retiring in accordance with Article 97 of the Company's Articles of Association, be re-elected as a director of the Company.
3. THAT Messrs UHY Hacker Young LLP be re-appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and that their remuneration be fixed by the directors of the Company from time to time.

Special Business

4. THAT the directors of the Company from time to time be and are hereby generally and unconditionally authorised for the purposes of section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company or grant rights to subscribe for, or to convert any security, into shares in the Company ("Rights") provided that this authority shall be limited to the allotment of 19,000,000 shares, or the grant of Rights up to an aggregate nominal amount of £152,000, being approximately one third of the issued share capital and unless previously renewed, revoked, varied or extended by the Company in general meeting, this authority shall expire at the earlier of the date which is 12 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require shares to be allotted (or Rights granted) after such expiry and the directors may allot shares (or grant Rights) in pursuance of such an offer or agreement as if this authority had not expired.
5. THAT, subject to and conditional upon the passing of Resolution 4 above, the directors of the Company be and are hereby empowered pursuant to section 571(1) of the Act to allot equity securities (within the meaning of section 560 of the Act) for cash pursuant to the authority of the directors under section 551 of the Act conferred by Resolution 6 and/or where such an allotment constitutes an allotment of equity securities by virtue of section 560(2) of the Act, as if section 561(1) of the Act did not apply to such allotments provided that the power conferred by this resolution shall be limited to the allotment of equity securities up to a maximum aggregate nominal amount of £75,000 and unless previously renewed, revoked, varied or extended by the Company in general meeting, this power shall expire at the earlier of the date

which is 12 months from the date of the passing of this resolution and the conclusion of the next annual general meeting of the Company except that the Company may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such an offer or agreement as if this authority had not expired.

6. THAT the directors be authorised to issue options to staff up to an aggregate of 10% of the issued share capital, by number of shares, according to ABI Guidelines, details of which have been published on the Company's web-site

Dated 10 August 2017

By Order of the Board
R E SHAND
Secretary

Registered Office
46 New Broad Street
London
EC2M 1JH

Notes:

- 1 To be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the votes they may cast), members must be registered in the register of members of the Company at 6.00 p.m. on 11 September 2017 (or, in the event of any adjournment, 6.00 p.m. on the date which is two days before the time of the adjourned meeting). Changes to the register of members of the Company after the relevant deadline shall be disregarded in determining the rights of any person to attend and vote at the meeting.
- 2 A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend, speak and vote on his or her behalf. A proxy need not also be a member 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 form of proxy are set out in the notes on the form of proxy. 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.
- 3 A form of proxy is enclosed with this document. To be valid, it should be lodged with the Company Secretary, Marechale Capital Plc, 46 New Broad Street, London, EC2M 1JH, so as to be received not later than on 11 September 2017 or 48 hours before the time appointed for any adjourned meeting or, in the case of a poll taken subsequently to the date of the meeting or adjourned meeting, so as to be received no later than 24 hours before the time appointed for taking the poll.
- 4 As at 10 August 2017 (being the last business day prior to the publication of this notice), the Company's issued share capital was 57,681,151 ordinary shares, carrying one vote each. Therefore, the total voting rights in the Company as at 10 August 2017 were 57,681,151 ordinary shares.
- 5 Any person to whom this notice is sent who is a person nominated under section 146 of the Companies Act 2006 to enjoy information rights (a "Nominated Person") may, under an agreement between him/her and the member by whom he/she was nominated, have a right to be appointed (or to have someone else appointed) as a proxy for the meeting. If a Nominated Person has no such proxy appointment right or does not wish to exercise it, he/she may, under any such agreement, have a right to give instructions to the shareholder as to the exercise of voting rights.

- 6 The statement of the rights of members in relation to the appointment of proxies in paragraphs 3 to 5 above does not apply to Nominated Persons. The rights described in these paragraphs can only be exercised by members of the Company.
- 7 In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (a) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative with instructions to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (b) if more than one corporate representative for the same corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives -www.icsa.com -for further details of this procedure. The guidance includes a sample form of representation letter if the chairman is being appointed as described in (a) above.
- 8 Appointment of a proxy will not preclude a member from subsequently attending and voting at the meeting should he or she subsequently decide to do so. You can only appoint a proxy using the procedures set out in these notes and the notes to the form of proxy.



MARECHALE CAPITAL PLC

(a company incorporated and registered in England and Wales under the Companies Act 2006
and registered with number 3515836)

FORM OF PROXY

For use at the Annual General Meeting to be held at 14:00 on Wednesday 13 September 2017 at 46 New Broad St, London EC2M 1JH

I/We whose name(s) and address(es) is/are shown below, being (a) member(s) of Marechale Capital plc HEREBY APPOINT the Chairman of the Meeting or (see note 2)

(BLOCK

CAPITALS).....

.....

of.....

as my/our proxy to attend and vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 13 September 2017 at 46 New Broad St House, London EC2M 1JH and at any adjournment thereof.

☐ Please tick here if this proxy appointment is one of multiple appointments made (see note 3).

PLEASE ENTER THE NUMBER OF SHARES in relation to which your proxy is authorised or leave box blank to authorise your proxy to act in relation to your full voting entitlement.....(No. of shares)

I/We direct that my/our vote(s) be cast on the resolutions to be considered at the meeting as indicated by an "X" in the appropriate space below. In the absence of any specific direction, my/our proxy may vote or abstain as he/she thinks fit.

Ordinary Resolutions	For	Against	Vote withheld
1 To receive the annual report and accounts for the 13 month period ended 30 April 2017			
2 To re-elect Mr Mark Warde-Norbury as a director of the company			
3 To re-appoint Messrs UHY Hacker young LLP as auditors and authorise the directors to determine their remuneration			
Special Resolutions			
4 To grant the directors authority to allot shares in the Company or grant rights to subscribe for, or to convert any security, into shares in the Company			
5 To dis-apply statutory pre-emption rights in connection with the allotment of equity securities for cash			
6 To grant the directors authority to issue options to staff up to an aggregate of 10% of the issued share capital, by number of shares, according to ABI Guidelines, details of which have been published on the Company's web-site			

Signature:.....Date:.....

Name:.....(in BLOCK CAPITALS)

Address:.....(in BLOCK CAPITALS)

Address:..... (inc Post-code in BLOCK CAPITALS)