

REGISTERED COMPANY NUMBER: 02835415

AMICREST HOLDINGS PLC

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

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AMICREST HOLDINGS PLC

OFFICERS AND ADVISERS

SECRETARY

Enrique Elliott

COMPANY NUMBER

02835415 (England and Wales)

REGISTERED OFFICE

Grove Lodge
287 Regents Park Road
London
N3 3JY

AUDITORS

SRLV
89 New Bond Street
London
W1S 1DA

SOLICITORS

Michael Simkins LLP
Lynton House
7-12 Tavistock Square
London
WC1H, 9LT

BANKERS

The Royal Bank of Scotland PLC
1 Dale Street
Liverpool
L2 2PP

AMICREST HOLDINGS PLC
OPERATING AND FINANCIAL REVIEW
FOR THE YEAR ENDED 31 DECEMBER 2014

Investment Property

During the year, the group held the freehold interests of the investment properties at Corporation Street, Manchester and Baltic Quays, London.

Development Property

The company sold 1 out of the 2 apartments from the completed development at Corporation Street, Manchester. The remaining apartment is currently rented out. The company acquired a property for development in Stanmore during the year with intention to sell off the developed properties.

Results

Turnover for the period comprises rent receivable on the developed apartments and investment properties. With the sale of the apartment combined with the rent received from the remaining apartment at Corporation Street, Manchester, a gross profit of £134,000 (2013 – gross profit of £181,000) was recorded in the profit and loss account.

Administrative expenses for the year increased to £367,000 (2013 - £304,000) due to increase in overhead costs.

Net interest income for 2014 was £13,000 compared with net interest income of £48,000 in 2013. This is a result of the repayment of an interest bearing loan by a related party.

A provision for impairment against the value of the investment in the associate company was not required to be made by the company during the year (2013 – none).

Overall losses before tax were £180,000 compared with losses before tax of £75,000 in 2013.

Dividends

No interim or final dividends have been paid or proposed in the year.

Net Assets

The movement in the shareholders funds from £3,398,000 (2013) to £3,218,000 (2014) was attributable to a loss of £180,000 (2013 – loss of £75,000) during the year.

The treasury shares are not entitled to voting rights or dividends.

Borrowings and Cash Flows

There were no borrowings by the group during the year. Cash in hand amounted to £311,000 (2013: £827,000). The decrease in the cash balance was due to the acquisition of development properties during the year. The gearing ratio remained at nil.

Current and Future Trading

We continue to implement the policy of rationalising the investment properties with a view to maximising the realisation of the shareholders' investment.

We intend to actively seek interested parties in order to sell the remaining developed properties.

We intend to continue to take advantage of any short-term development projects and property trading opportunities that may be appropriate to the business, to maximise the capital employed in the company.

Gerard Lee
Director
30th June 2015

AMICREST HOLDINGS PLC

PROPERTY REVIEW

FOR THE YEAR ENDED 31 DECEMBER 2014

DEVELOPMENT PROPERTY PORTFOLIO

115 Corporation Street, Manchester

100% owned through Amicrest Limited.

The company developed this site into 70 residential one and two bedroom apartments. 69 of the apartments have now been sold. The remaining apartment is being marketed for re-sale by property agencies.

Conifers, Valencia Road, Stanmore, Middlesex

25% owned through Amicrest Limited.

The company acquired 25% stake in this site during the year. The intentions are to develop the property into several dwellings and thereafter market it for sale. The company has applied for planning permission during the year.

109-111 Corporation Street, Manchester

27% owned through an associate company, Hazelgrove Estates Limited.

The company refurbished the 97 residential apartments of which 85 apartments remain owned at the year end. The apartments are currently being rented out.

INVESTMENT PROPERTY PORTFOLIO

Corporation Street, Manchester

100% owned through Amicrest Limited.

The company owns the freehold interest with 70 apartments which will generate ground rents of approximately £8,750 per annum rising by £1,750 per annum every fifty years.

Baltic Quay, London SE1

Owned through Amicrest Holdings PLC

The company owns a freehold interest with no benefit of ground rent

AMICREST HOLDINGS PLC

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2014

The principal activities continued to be that of a holdings company. The principal activities of the group continued to be that of general property development, investment and trading.

GROUP STRATEGY

The group's strategy is to increase its investment property portfolio as well as develop property which is in line with the current demand of living accommodation.

REVIEW OF BUSINESS

The review of the business and future developments is contained in the Operating and Financial Review on page 2.

KEY PERFORMANCE INDICATORS

The key financial performance indicators for the year are rental income and income from the sale of development properties. The non-financial key performance indicators would be the number of properties developed and the number sold in any one year. Please refer to the Operating and Financial Review and the Property Review on pages 2 and 3 respectively for further details.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties of the group are summarised below. The board has reviewed and agreed policies for managing each of the risks.

Financial risk exposure

The Group's financial instruments comprised cash that arise directly from its operations. The main purpose of these financial instruments was to fund the Group's operations as well as to manage working capital, liquidity and invest surplus funds. It is, and has been throughout the period under review, the Group's policy not to enter into derivative transactions and no trading in financial instruments has been undertaken.

Interest rate risk

Group continues to finance its operations from the original issue of equity and cash from its operations. Accordingly lending was at variable interest rates which were subject to fluctuations in the base rates and LIBOR rates.

Liquidity risk

The combined entity has sufficient cash and cash equivalents to meet its operational requirements.

Currency risk

The Group's income and expenses are denominated in sterling. Thus the Group is not exposed to significant currency risk.

Credit risk

The Group has no significant concentration of credit risk. The Group has policies in place to ensure that sales and loans are made to customers with an appropriate credit history.

Management of risks

The Directors continue to assess the risks facing the company which are those associated with investments, property development and loan arrangements. These are closely monitored by the directors.

FIXED ASSETS

The significant changes in fixed assets during the year are explained in notes 9 to 11 to the financial statements.

On behalf of the board

Gerard Lee

Director

30th June 2015

AMICREST HOLDINGS PLC

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2014

The Directors present their report and the group financial statements of Amicrest Holdings plc for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES, REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The principal activities during the year were general property development, investment and trading.

The review of the business and future developments is contained in the Operating and Financial Review on page 2.

RESULTS AND DIVIDENDS

The Group's loss on ordinary activities after taxation was £180,000 (2013: loss of £75,000).

The Directors do not recommend the payment of a dividend. (2013: None).

FIXED ASSETS

The significant changes in fixed assets during the year are explained in notes 9 to 11 to the financial statements.

DIRECTORS

The Directors are as follows: -

Gerard Lee
David Jarvis (resigned 30th September 2014)
Enrique Elliott
Victor Lipien
Robert Yorke-Starkey

AMICREST HOLDINGS PLC

DIRECTORS' REPORT (Continued)

FOR THE YEAR ENDED 31 DECEMBER 2014

AUDITORS

A resolution proposing that SRLV be re-appointed as auditors will be put to the shareholders at the AGM.

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, 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.

ANNUAL GENERAL MEETING

A notice of the Annual General Meeting together with explanatory notes is set out on pages 26 and 27.

By Order of the Board
Enrique Elliott
Company Secretary

30th June 2015

AMICREST HOLDINGS PLC

DIRECTORS' RESPONSIBILITIES STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2014

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

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

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- d. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AMICREST HOLDINGS PLC

**CONSOLIDATED PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2014**

| | | Year ended 31 December 2014 | Year ended 31 December 2013 |
|--|--------------|--|--------------------------------|
| | Notes | £000 | £000 |
| Turnover including associates | | 445 | 952 |
| Less: Share of associates | | <u>(195)</u> | <u>(255)</u> |
| Group Turnover | 1, 2 | 250 | 697 |
| Cost of sales | | <u>(116)</u> | <u>(516)</u> |
| Group gross profit | | 134 | 181 |
| Share of profit of associate and provision | | 40 | (-) |
| Administration expenses | | <u>(367)</u> | <u>(304)</u> |
| Operating loss including associates | | <u>(193)</u> | <u>(123)</u> |
| Operating loss | 3 | (193) | (123) |
| Interest receivable and similar income | 4 | <u>13</u> | <u>48</u> |
| Loss on ordinary activities before taxation | | (180) | (75) |
| Taxation | 7 | — | — |
| Loss for the year | | <u>(180)</u> | <u>(75)</u> |

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

The notes on pages 13 to 23 form part of these financial statements.

AMICREST HOLDINGS PLC

**CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2014**

| | Year ended 31 December 2014 £000 | Year ended 31 December 2013 £000 |
|---|---|--|
| (Loss) for the financial year | <u>(180)</u> | <u>(75)</u> |
| Total recognised gains and losses relating to the year | <u>(180)</u> | <u>(75)</u> |

**RECONCILIATION OF SHAREHOLDERS' FUNDS
FOR THE YEAR ENDED 31 DECEMBER 2014**

| | Year ended 31 December 2014 £000 | Year ended 31 December 2013 £000 |
|------------------------------------|---|--|
| (Loss) for the financial year | (180) | (75) |
| Opening shareholders' funds | <u>3,398</u> | <u>3,473</u> |
| Closing shareholders' funds | <u>3,218</u> | <u>3,398</u> |

AMICREST HOLDINGS PLC
CONSOLIDATED BALANCE SHEET
AS AT 31 DECEMBER 2014
REGISTERED COMPANY NUMBER: 02835415

| | Notes | 31 December 2014 | | 31 December 2013 | |
|---|-------|------------------|---------------------|------------------|---------------------|
| | | £000 | £000 | £000 | £000 |
| Fixed assets | | | | | |
| Tangible assets | 9 | | - | | - |
| Investment properties | 10 | | 70 | | 70 |
| Investments – Other | 11 | | 2 | | 2 |
| Investments in associates | 11 | | <u>886</u> | | <u>844</u> |
| | | | 958 | | 916 |
| Current assets | | | | | |
| Stock and work in progress | | 590 | | 239 | |
| Debtors | 12 | 1,418 | | 1,492 | |
| Cash at bank | | <u>311</u> | | <u>827</u> | |
| | | 2,319 | | 2,558 | |
| Creditors: Amounts falling due within one year | 13 | <u>(59)</u> | | <u>(76)</u> | |
| Net current assets | | | <u>2,260</u> | | <u>2,482</u> |
| Net assets | | | <u>3,218</u> | | <u>3,398</u> |
| Capital and reserves | | | | | |
| Called up share capital | 15 | | 2,410 | | 2,410 |
| Other reserves | 16 | | (334) | | (334) |
| Share premium account | 16 | | 1,802 | | 1,802 |
| Capital redemption reserve | 16 | | 425 | | 425 |
| Profit and loss account | 16 | | <u>(1,085)</u> | | <u>(905)</u> |
| Equity shareholders' funds | | | <u>3,218</u> | | <u>3,398</u> |

Approved and authorised for issue by the Board on 30 June 2015 and signed on its behalf by

Gerard Lee
Chairman

The notes on pages 13 to 23 form part of these financial statements

AMICREST HOLDINGS PLC

PARENT COMPANY BALANCE SHEET

AS AT 31 DECEMBER 2014

REGISTERED COMPANY NUMBER: 02835415

| | Notes | 31 December 2014 | | 31 December 2013 | |
|--|-------|------------------|---------------------|------------------|---------------------|
| | | £000 | £000 | £000 | £000 |
| Fixed assets | | | | | |
| Investments – Subsidiaries | 11 | | - | | - |
| Investments – Associates | 11 | | 844 | | 844 |
| Investments - Other | 11 | | <u>2</u> | | <u>2</u> |
| | | | 846 | | 846 |
| Current assets | | | | | |
| Debtors | 12 | 3,123 | | 3,340 | |
| Cash at bank | | <u>5</u> | | <u>4</u> | |
| | | 3,128 | | 3,344 | |
| Creditors: amount falling due within one year | 13 | <u>(45)</u> | | <u>(62)</u> | |
| Net current assets | | | <u>3,083</u> | | <u>3,282</u> |
| Net assets | | | <u>3,929</u> | | <u>4,128</u> |
| Capital and reserves | | | | | |
| Called up share capital | 15 | | 2,410 | | 2,410 |
| Other reserves | 16 | | (334) | | (334) |
| Share premium account | 16 | | 1,802 | | 1,802 |
| Capital redemption reserve | 16 | | 425 | | 425 |
| Profit and loss account | 16 | | <u>(374)</u> | | <u>(175)</u> |
| Equity shareholders' funds | | | <u>3,929</u> | | <u>4,128</u> |

Approved and authorised for issue by the Board on 30 June 2015 and signed on its behalf by

Gerard Lee
Chairman

The notes on pages 13 to 23 form part of these financial statements

AMICREST HOLDINGS PLC

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2014**

| | Note | 31 December 2014 | | 31 December 2013 | |
|---|-------------|-------------------------|--------------|-------------------------|-------------|
| | | £000 | £000 | £000 | £000 |
| Net cash (outflow) / inflow from operating activities | 17 | | (529) | | 808 |
| Returns on investments and servicing of finance | | | | | |
| Interest received | | <u>13</u> | | <u>48</u> | |
| Net cash inflow from returns on investments and servicing of finance | | | <u>13</u> | | <u>48</u> |
| (Decrease) / increase in cash | 20 | | <u>(516)</u> | | <u>856</u> |

The notes on pages 13 to 23 form part of these financial statements

AMICREST HOLDINGS PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

1.1 Basis of accounting

The financial statements have been prepared under the historical cost convention modified by the valuation of investment properties and in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) which have been applied consistently (except as otherwise stated) and the Companies Act 2006.

In preparing the financial statements, the directors are required to make an assessment of the group's ability to continue to trade as a going concern. The directors have considered the group companies' cash requirements to settle the debts as they fall due and have compared this against the facilities available to them for a period greater than 12 months from the approval of the financial statements. Based on this analysis, the group companies are dependent on continuing finance from companies in which the directors have a material interest to enable it to meet the liabilities as they fall due. The parent company has received commitment from these companies, in which the directors have a material interest that they will continue to provide sufficient funds to the parent company for these purposes. The companies in which the directors have a material interest are profitable entities, with net assets positions and the directors are confident over their ability to provide such funds as and when required. It is on this basis that the directors consider it to be appropriate to prepare the financial statements on a going concern basis.

1.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries drawn up to 31 December each year. Where a subsidiary is acquired during the period, the profit attributable to shareholders includes only the profits or losses from the effective date of acquisition. Where a subsidiary has been disposed of during this period, the profit attributable to shareholders includes only profit or losses to the effective date of disposal. As permitted by s.408 of the Companies Act 2006, the company has not presented its own profit and loss account.

1.3 Turnover

Turnover comprises:

- a) Gross rental income receivable from investment properties;
- b) The value of the development stock and work-in-progress sold during the year; and
- c) Fees from management contracts.

Revenue from sales of investment and development properties are recognised on completion of contracts.

Rental income is recognised when due. Any amounts received in advance or arrears are included in debtors or creditors as applicable.

Turnover is derived from activities undertaken in the United Kingdom.

1.4 Tangible fixed assets

Fixed assets are stated at cost less depreciation.

Depreciation is provided at rates calculated to write off the cost of each asset on a straight-line basis over its expected useful life, as follows:

| | |
|-----------------------|---------------|
| Fixtures and fittings | over 5 years. |
| Motor Vehicles | over 4 years |

1.5 Investment properties

Investment properties are included in the balance sheet at their open market value at the balance sheet date on the basis of an annual valuation.

Depreciation is not provided on investment properties. This treatment, as regards certain of the group's investment properties, may be a departure from the requirements of the Companies Act 2006 concerning depreciation of fixed assets. However, these properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is therefore necessary for the accounts to give a true and fair view. Depreciation or amortisation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

In the opinion of the Directors it is the current value of these investment properties, and changes in their current values, which are of prime importance.

NOTES TO THE FINANCIAL STATEMENTS

AMICREST HOLDINGS PLC

FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES (continued)

Investment properties are recognised in the financial statements once an irrevocable purchase contract has been entered into. Sales of investment properties are recorded once an irrevocable sales contract has been entered into provided that the sale has been completed by the first date these financial statements are approved by the Board.

1.6 Fixed asset investments

Fixed asset investments are stated at open market value.

The Group's interests in joint ventures are accounted for using the gross equity method. Where the company exercises significant influence over certain investments, these are treated as associates and the interest is accounted for using the net equity method. Where the company no longer exercises significant influence, these are treated as investments from the date at which the ability to exercise significant influence ceased.

1.7 Work-in-progress

Developments in progress are valued at the lower of cost and net realisable value. Provision is made for any anticipated losses. Cost includes acquisition and directly attributable development expenses incurred such as professional fees less any related income. Properties are treated as acquired on exchange of contracts with the vendors.

1.8 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the reversal of the underlying timing differences can be deducted.

Any assets and liabilities recognised have not been discounted.

No provision is made for deferred tax on gains recognised on revaluing property to its market value, unless the group has entered into a binding agreement to sell revalued property by the balance sheet date.

1.9 Financial instruments

The Group's financial instruments comprise cash that arises directly from its operations. The main purpose of these financial instruments is to fund the Group's operations as well as to manage working capital, liquidity and invest surplus funds. It is, and has been throughout the period under review, the Group's policy not to enter into derivative transactions and no trading in financial instruments has been undertaken.

NOTES TO THE FINANCIAL STATEMENTS

AMICREST HOLDINGS PLC
FOR THE YEAR ENDED 31 DECEMBER 2014

2. SEGMENTAL ANALYSIS

| | Development | Year ended 31 | Investment | Year ended 31 | Total | Year ended 31 |
|--|----------------------|---------------|----------------------|---------------|----------------------|---------------|
| | Year ended 31 | December 2014 | Year ended 31 | December 2013 | Year ended 31 | December 2013 |
| | £000 | £000 | £000 | £000 | £000 | £000 |
| Turnover | | | | | | |
| Continuing excluding associates | <u>118</u> | <u>545</u> | <u>132</u> | <u>152</u> | <u>250</u> | <u>697</u> |
| Share of associates | <u>195</u> | <u>255</u> | <u>-</u> | <u>-</u> | <u>195</u> | <u>255</u> |
| Profit / (loss) on ordinary activities before taxation | | | | | | |
| From continuing operations excluding associates | <u>2</u> | <u>29</u> | <u>132</u> | <u>152</u> | <u>134</u> | 181 |
| Common costs | | | | | <u>(367)</u> | <u>(304)</u> |
| Operating (loss) | | | | | <u>(233)</u> | <u>(123)</u> |
| Share of operating profit / (loss) in associate and provision for impairment | | | | | <u>40</u> | <u>(-)</u> |
| Net interest income | | | | | <u>13</u> | <u>48</u> |
| | | | | | <u>(180)</u> | <u>(75)</u> |

3. (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

(Loss) on ordinary activities before taxation is stated after charging:

| | Year ended 31 | Year ended 31 |
|---|----------------------|---------------|
| | December 2014 | December 2013 |
| | £000 | £000 |
| Auditor's remuneration: | | |
| - audit services of these financial statements | <u>10</u> | 10 |
| - audit of financial statements of subsidiaries pursuant to legislation | <u>5</u> | 5 |
| - tax compliance | <u>5</u> | <u>5</u> |

4. INTEREST RECEIVABLE AND SIMILAR INCOME

| | Year ended 31 | Year ended 31 |
|----------------|----------------------|---------------|
| | December 2014 | December 2013 |
| | £000 | £000 |
| Other interest | <u>13</u> | <u>48</u> |
| | <u>13</u> | <u>48</u> |

5. DIRECTOR'S REMUNERATION

| | £ | £ |
|------------|----------------|----------------|
| Emoluments | <u>137,850</u> | <u>127,433</u> |

There are no pension benefits accruing to any of the directors.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014

AMICREST HOLDINGS PLC

6. EMPLOYEES

The average number of employees, including directors, employed by the group during the year was.

| | Year ended 31 December 2014 | Year ended 31 December 2013 |
|---|--|--------------------------------|
| | No | No |
| Management | 4 | 5 |
| Administration | <u>3</u> | <u>3</u> |
| | <u>7</u> | <u>8</u> |
| Staff costs for the above persons were: | <u>£</u> | <u>£</u> |
| Wages and salaries | 202,570 | 188,840 |
| Social security costs | <u>21,280</u> | <u>20,841</u> |
| | <u>223,850</u> | <u>209,681</u> |

7. TAXATION

| | Year ended 31 December 2014 | Year ended 31 December 2013 |
|--|--|--------------------------------|
| | £000 | £000 |
| UK corporation tax – Group | - | - |
| UK corporation tax (over) provided in previous years | <u>(-)</u> | <u>(-)</u> |
| | <u>(-)</u> | <u>(-)</u> |
| Factors affecting the tax charge / (credit) for the year | | |
| (Loss) on ordinary activities before taxation | <u>(180)</u> | <u>(75)</u> |
| (Loss) on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 20% (2013: 20%) | <u>(36)</u> | <u>(15)</u> |
| Effects of: | | |
| Unutilised losses carried forward | 36 | 15 |
| Over provision of tax charge in previous years | <u>(-)</u> | <u>(-)</u> |
| Current tax / (credit) | <u>=</u> | <u>=</u> |

There are taxable losses available of £3,113,705 (2013 - £2,933,138) to carry forward which may affect future tax charges.

8. DIVIDENDS

No dividends were paid during the year (2013 - £nil).

AMICREST HOLDINGS PLC

9. TANGIBLE FIXED ASSETS

Group

**Motor
Vehicles,
Fixtures &
fittings
£000**

Cost or valuation:

1 January 2014

175

31 December 2014

175

Depreciation:

1 January 2014

175

31 December 2014

175

Net book value:

31 December 2014

-

31 December 2013

-

The company held no tangible fixed assets at 31 December 2014 (2013 – None).

**10. INVESTMENT
PROPERTIES**

Group

**Investment
Properties
£000**

Cost or valuation:

1 January 2014

70

31 December 2014

70

Net book value:

31 December 2014

70

31 December 2013

70

The company held no investment properties at 31 December 2014 (2013 – None).

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

10. INVESTMENT PROPERTIES (continued)

The net book value on historical cost of the Group's properties is analysed as follows:

AMICREST HOLDINGS PLC

| | Group | |
|----------|--------------------|-------------|
| | Year ended | Year ended |
| | 31 December | 31 December |
| | 2014 | 2013 |
| | £000 | £000 |
| Freehold | <u>70</u> | <u>70</u> |
| | <u>70</u> | <u>70</u> |

The freehold investment properties at Corporation Street, Manchester and Baltic Quays, London were valued by the Directors on the basis of open market value.

In the opinion of the Directors the value of the freehold investment properties as at 31 December 2014 is not materially different from the value disclosed in these financial statements.

11. INVESTMENTS

| | Associates | Other | Total | |
|---|---------------------|-------------------|--------------|--------------|
| | £000 | £000 | £000 | |
| Group | | | | |
| Cost | | | | |
| As at 1 January 2014 | 1,467 | 36 | 1,503 | |
| Share of associate's results | <u>42</u> | <u>-</u> | <u>42</u> | |
| As at 31 December 2014 | <u>1,509</u> | <u>36</u> | <u>1,545</u> | |
| Impairment | | | | |
| As at 1 January 2014 and 31 December 2014 | <u>(623)</u> | <u>(34)</u> | <u>(657)</u> | |
| Net book value | | | | |
| As at 31 December 2014 | <u>886</u> | <u>2</u> | <u>888</u> | |
| As at 31 December 2013 | <u>844</u> | <u>2</u> | <u>846</u> | |
| | Subsidiary | Associates | Other | Total |
| | Undertakings | £000 | £000 | £000 |
| | £000 | | | |
| Company | | | | |
| As at 1 January and 31 December 2014 | <u>3</u> | <u>1,500</u> | <u>36</u> | <u>1,539</u> |
| Impairment | | | | |
| As at 1 January and 31 December 2014 | <u>(3)</u> | <u>(656)</u> | <u>(34)</u> | <u>(693)</u> |
| Net book value | | | | |
| As at 31 December 2014 | <u>-</u> | <u>844</u> | <u>2</u> | <u>846</u> |
| As at 31 December 2013 | <u>-</u> | <u>844</u> | <u>2</u> | <u>846</u> |

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

11. INVESTMENTS (Continued)

Details of the investments in which the Group and the Company holds 20% or more of the nominal value of any class of

AMICREST HOLDINGS PLC

share capital are as follows. All investments are held by the Company unless otherwise indicated.

| | Holding | Proportion of voting rights and shares held | Nature of business |
|--|-----------------|--|---------------------------|
| Subsidiary undertakings | | | |
| Amicrest (Tib Street) Limited | Ordinary shares | 100% | Dormant |
| Amicrest Limited | Ordinary shares | 100% | Property development |
| Amicrest Growth Limited | Ordinary shares | 100% | Dormant |
| Silvercrest Properties Limited + | Ordinary shares | 100% | Dormant |
| Silvercrest (Bristol) Limited | Ordinary shares | 100% | Dormant |
| Associates | | | |
| Hazelgrove Estates Limited | Ordinary shares | 27% | Holding company |
| Euromanor Properties Limited * | Ordinary shares | 27% | Property development |
| * owned 100% by Hazelgrove Estates Limited | | | |
| + Company was dissolved after year end | | | |

Summarised financial information in respect of the associates, Hazelgrove Estates Limited and Euromanor Properties Limited based on the financial statements for the period ended 31 December 2014 are set out below:

| | 31 December 2014 | 31 December 2013 |
|---|-------------------------|------------------|
| | £000 | £000 |
| Share of fixed assets | 4 | 1 |
| Share of current assets | 2,686 | 2,670 |
| Share of liabilities less than one year | <u>(1,804)</u> | <u>(1,827)</u> |
| Share of associates net assets | <u>886</u> | <u>844</u> |
| Turnover | <u>732</u> | <u>945</u> |
| Share of associates turnover | <u>195</u> | <u>255</u> |
| Profit for the period | <u>148</u> | <u>13</u> |
| Share of profit | <u>40</u> | <u>3</u> |
| Share of taxation | <u>-</u> | <u>-</u> |

12. DEBTORS

| | Group | | Company | |
|------------------------------------|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| | Year ended 31 December 2014 | Year ended 31 December 2013 | Year ended 31 December 2014 | Year ended 31 December 2013 |
| | £000 | £000 | £000 | £000 |
| Due within one year: | | | | |
| Trade debtors | 6 | 10 | - | - |
| Amounts owed by group undertakings | - | - | 2,516 | 2,699 |
| Amounts due from associates | 807 | 807 | 56 | 56 |
| Other debtors | 595 | 647 | 541 | 575 |
| Prepayments and accrued income | <u>10</u> | <u>28</u> | <u>10</u> | <u>10</u> |
| | <u>1,418</u> | <u>1,492</u> | <u>3,123</u> | <u>3,340</u> |

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

AMICREST HOLDINGS PLC

| | Group | | Company | |
|------------------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| | Year ended 31 December | Year ended 31 December | Year ended 31 December | Year ended 31 December |
| | 2014 £000 | 2013 £000 | 2014 £000 | 2013 £000 |
| Taxation and social security costs | 6 | 6 | 6 | 4 |
| Other creditors | 20 | 38 | 10 | 32 |
| Accruals and deferred income | <u>33</u> | <u>32</u> | <u>29</u> | <u>26</u> |
| | <u>59</u> | <u>76</u> | <u>45</u> | <u>62</u> |

14. OTHER FINANCIAL INSTRUMENTS

Other than the cash at bank the Group and the company have no financial instruments.

15. SHARE CAPITAL

| | 31 December 2014 £000 | 31 December 2013 £000 |
|--|--------------------------|--------------------------|
| Authorised: | | |
| 10,417,066 (2013:10,417,066) ordinary shares of 50p each | <u>5,209</u> | <u>5,209</u> |
| Allotted, issued and fully paid: | | |
| 4,820,247 (2013: 4,820,247) ordinary shares of 50p each | <u>2,410</u> | <u>2,410</u> |

16. RESERVES

| Group | Share premium account £000 | Capital redemption reserve £000 | Other Reserves £000 | Profit and loss account £000 |
|-------------------------|---|--|------------------------------------|---|
| 1 January 2014 | 1,802 | 425 | (334) | (905) |
| Loss for the year | - | - | - | (180) |
| 31 December 2014 | <u>1,802</u> | <u>425</u> | <u>(334)</u> | <u>(1,085)</u> |
| Company | Share Premium Account £000 | Capital Redemption Reserve £000 | Other Reserves £000 | Profit and Loss account £000 |
| 1 January 2014 | 1,802 | 425 | (334) | (175) |
| Loss for the year | - | - | - | (199) |
| 31 December 2014 | <u>1,802</u> | <u>425</u> | <u>(334)</u> | <u>(374)</u> |

OTHER RESERVES

Other reserves comprise own shares held. Own shares held at 31 December 2014 and 31 December 2013 amounted to £333,583 and comprise 201,663 ordinary shares (nominal value - £100,831.50) held in treasury. The shares held in treasury were purchased at a weighted average price of £1.65.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

17. RECONCILIATION OF OPERATING (LOSS) TO NET CASH FLOWS FROM OPERATING ACTIVITIES

AMICREST HOLDINGS PLC

| | Year ended 31 December 2014 | Year ended 31 December 2013 |
|--|--|--------------------------------|
| | £000 | £000 |
| Operating (loss) | (193) | (123) |
| (Increase) / decrease in work in progress | (351) | 506 |
| Movement on associates | (42) | - |
| Decrease in debtors | 74 | 408 |
| (Decrease) / increase in creditors | <u>(17)</u> | <u>17</u> |
| Net cash (outflow) / inflow from operating activities | <u>(529)</u> | <u>808</u> |

18. ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS AS SHOWN IN THE BALANCE SHEET

| | 31 December 2014 | 31 December 2013 | Change in Year |
|--------------------------|-----------------------------|------------------|---------------------------|
| | £000 | £000 | £000 |
| Cash at bank and in hand | <u>311</u> | <u>827</u> | <u>(516)</u> |

19. ANALYSIS OF CHANGES IN NET FUNDS

| | 31 December 2013 | Cash flows | 31 December 2014 |
|--------------------------|-----------------------------|-------------------|-----------------------------|
| | £000 | £000 | £000 |
| Net cash | | | |
| Cash at bank and in hand | <u>827</u> | <u>(516)</u> | <u>311</u> |
| Net cash | <u>827</u> | <u>(516)</u> | <u>311</u> |

20. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

| | 2014 | 2013 |
|---|-------------------|-------------------|
| | £000 | £000 |
| (Decrease) / increase in cash in the year | (516) | 856 |
| Other cash flows | - | - |
| Movement in net funds in the year | <u>(516)</u> | <u>856</u> |
| Net funds at 1 January | <u>827</u> | <u>(29)</u> |
| Net funds at 31 December | <u>311</u> | <u>827</u> |

21. MAJOR NON-CASH TRANSACTIONS

There were no major non-cash transactions during the year.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

22. COMPANY PROFIT AND LOSS ACCOUNT

As permitted by s 408 Companies Act 2006, the company has not presented its own profit and loss account.

AMICREST HOLDINGS PLC

The (loss) attributable to members of the parent company was dealt with as follows:

| | Year ended 31 December 2014 £000 | Year ended 31 December 2013 £000 |
|---|---|--|
| In the financial statements of the parent company | <u>(199)</u> | <u>(108)</u> |

23. CONTINGENT LIABILITIES

At the balance sheet date, the company's contingent liabilities amounted to £nil.(2013: £nil).

24. CONTROLLING PARTY

There is no ultimate controlling party.

25. POST BALANCE SHEET EVENTS

Silvercrest Properties Limited, a wholly owned subsidiary company of the parent company, was dissolved in March 2015.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

26. RELATED PARTY TRANSACTIONS

AMICREST HOLDINGS PLC

- a. The company has taken advantage of the exemptions of FRS8 and has not disclosed transactions and balances between wholly owned group companies.
- b. During the year £30,000 (2013: £30,000) in respect of office rent and £5,000 (2013 - £5,000) in respect of management fees were paid to Kerrington (Grove Lodge) Limited and Kerrington Property Services Limited respectively, companies in which Gerard Lee and Enrique Elliott are directors. Gerard Lee also holds a material interest in Kerrington Limited, the parent company of the above two companies. During the year, £50,000 (2013: £Nil) was paid to Kerrington Limited in respect of consultancy fees for the time incurred by the directors of Kerrington Limited on Amicrest group property projects. Included in other creditors is an amount of £7,500 (2013 - £30,000) due to Kerrington (Grove Lodge) Limited in respect of the office rent. During the year, expenses amounting to £3,750 (2013 - £20,164) were re-charged to Kerrington Growth Limited; £51,354 (2013 - £27,839) to Islandpost Limited; £10,760 (2013 - £12,624) to Kerrington Property Services Limited; £10,760 (2013 - £8,514) to Hilby Limited and £32,319 (2013 - £8,316) to Total Health Limited, companies in which Gerard Lee and Enrique Elliott are directors. The balance outstanding at the year end due from Kerrington Limited was £115,562 (2013- £158,743). The loan is repayable on demand and interest is charged at 2% over LIBOR. Interest of £2,819 (2013 - £4,762) was charged during the year of which £2,819 (2013 - £4,762) was receivable from Kerrington Limited at the year end.
- c. As at the year end, an amount of £241,198 (2013 - £241,198) was due from the associate company, Hazelgrove Estates Limited. This balance is interest free and repayable on demand. The company is owned 27% by the Amicrest Group. Together with Euromanor Properties Limited, a wholly owned subsidiary company of Hazelgrove Estates Limited, those companies owed the group £806,507 (2013 - £806,507) as at the year end.
- d. The company disposed of one apartment in May 2014 to a related party, De Bream Limited. E Elliott is a director and shareholder of De Bream Limited. The transaction was carried out at an arm's length and the sale achieved the current going market value.
- e. As at the year end, an amount of £60,331 (2013 - £69,850) was due from Waterside Finance Limited, a company in which Gerard Lee is a director and together with two other shareholders related to Gerard Lee controls that company. The balance due related to interest on loans previously made to Waterside Finance Limited in 2011 at an interest rate of 10% pa which was wholly repaid in the year ended 31st December 2013. Interest in the sum of £nil (2013 - £33,702) was received during the year.

AMICREST HOLDINGS PLC

We have audited the financial statements of Amicrest Holdings Plc for the year ended 31 December 2014 which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Total Recognised Gains and Losses, the Consolidated and Parent Company Balance Sheets, the Consolidated Cash Flow Statement and the related notes 1 to 26. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with 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 auditors' 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 on page 7 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of affairs of the group's and of the parent company's affairs as at 31 December 2014 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

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

INDEPENDENT AUDITOR'S REPORT (continued)

AMICREST HOLDINGS PLC

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; 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.

Richard Gilbert (Senior Statutory Auditor)

For and on behalf of SRLV

Chartered Accountants
Statutory Auditor

89 New Bond Street
London
W1S 1DA

Date: 30 June 2015

AMICREST HOLDINGS PLC

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Company will be held at Grove Lodge, 287 Regents Park Road, London N3 3JY on 28th August 2015 at 10am for the following purposes:

1. To receive and adopt the Directors' Report and Financial Statements for the year ended 31 December 2014.
2. To re-appoint Messrs SRLV, Chartered Accountants, as Auditors in accordance with Section 489 of the Companies Act 2006, to hold Office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting at which Accounts are laid before the members.
3. To authorise the directors to fix the remuneration of the Auditors.
4. To re-elect Mr E Elliott, who is retiring by rotation, as a director.
5. To re-elect Mr R Yorke-Starkey, who is retiring by rotation, as a director.

By order of the Board
Enrique Elliott
Company Secretary

Registered office:
Grove Lodge
287 Regents Park Road
London
N3 3JY

Dated: 30 June 2015

ANNUAL GENERAL MEETING EXPLANATORY NOTES

1. Report and financial statements

The directors of the Company must present the financial statements to the meeting for adoption.

2. Reappointment of auditors

The Company is required to appoint auditors at each general meeting at which the financial statements are presented to the shareholder for adoption. SRLV served as the Company's auditors during the accounting period last ended and it is proposed that they be reappointed.

3. Remuneration of auditors

This resolution provides that the Board be authorised to fix the remuneration of the auditors.

4. Re-election of director

The Company's Article of Association provide that one third of the Directors are obliged to retire by rotation at each Annual General Meeting. Mr Enrique Elliott retires by rotation at the meeting and is standing for re-election.

5. Re-election of director

The Company's Article of Association provide that one third of the Directors are obliged to retire by rotation at each Annual General Meeting. Mr Robert Yorke-Starkey retires by rotation at the meeting and is standing for re-election

Notes:

- i. A member entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, on a poll, to vote instead of him. A proxy need not be a Member of the Company.
- ii. A form of proxy is provided with this notice. To be valid, proxies must be received at this office no later than 48 hours before the time fixed for the next meeting.
- iii. Please indicate how you wish your votes to be cast by placing a cross in the appropriate spaces. Unless otherwise indicated the proxy will vote as he thinks fit or will abstain (including any other matter which may properly come before the meeting.)
- iv. Completion and return of this form of proxy will not prevent a member from attending the meeting and voting in person should the member wish to do so.
- v. There will be available for inspection at the Registered Office during normal business hours from the date of this notice to the date of the Annual General Meeting and at the place of the Meeting for 15 minutes prior to and during the Meeting, the Register of Directors Interests and copies of the Directors Service contracts.