REGISTERED NUMBER: 00255647 (England and Wales)

REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 APRIL 2013

FOR

BWA GROUP PLC

CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 APRIL 2013

COMPANY INFORMATION
FOR THE YEAR ENDED 30 APRIL 2013

DIRECTORS:	RG Battersby BA, FCA, JDipMA JMV Butterfield BSc (Econ), MBA MA Borrelli FCA
SECRETARY:	JMV Butterfield
REGISTERED OFFICE:	50 Broadway Westminster London SW1H 0BL
REGISTERED NUMBER:	00255647 (England and Wales)
AUDITORS:	Additions Statutory Auditors 24 Queen Avenue Queen Insurance Buildings Dale Street Liverpool L2 4TZ
REGISTRARS:	Share Registrars Limited First Floor 9 Lion and Lamb Yard Farnham Surrey GU9 7LL
SOLICITORS:	Bircham Dyson Bell 50 Broadway Westminster London SW1H 0BL

CHAIRMAN'S REPORT
FOR THE YEAR ENDED 30 APRIL 2013

BWA Group Plc is a small investment company traded on the ISDX Market which was re-established and refinanced by the current Directors and shareholders some three years ago.

We reported last year on the difficulties facing small companies in the area in which BWA operates. Although ISDX has been established following its acquisition of the former PLUS market, there has been little interest in the re-launched market with the number of new joiners being in single figures and a significant number of companies becoming unlisted or joining other markets. The number of companies now on ISDX is less than 100.

This uncertainty has impacted the value of companies on ISDX and their ability to raise additional funds for development, whilst also distracting from the attractiveness of ISDX companies as potential reverse takeover candidates.

Against this background it has proved to be difficult for BWA to make the progress the directors anticipated but it is, nevertheless, disappointing to report a loss of £66,836. However, shareholders will be aware that during the year the Company arranged for shareholders to be issued, free of charge, with one share in Prego International Limited for each share held in BWA. BWA also received a shareholding for nil consideration. Prego has recently seen transactions in its shares at a price of 0.5p per share. Had BWA's shareholding been valued at that price the net asset value would have been approximately £150,000 greater than that shown in the attached accounts.

The Company has now traded for three years since refinancing, seeking to conclude a transaction which would see it being a reverse candidate for another business. Although the directors have drawn no remuneration, the expenses of being listed on ISDX are relatively high and we have seen our cash resources dwindle as a result. Currently the Company's shares are suspended from trading on ISDX.

The board is now reviewing the options for the Company which may include a fund-raising or asset disposal as we believe that having a stronger base will enable the Company to investigate and hopefully conclude transactions for the benefit of shareholders. Additional resources would also give us a sufficiency of working capital to satisfy the Company's current requirements.

The board is working on three fronts:

- To conclude the reverse of another business into BWA
- To complete other transactions similar to Prego which bring both direct and indirect value to BWA shareholders
- To obtain value from the two "shell" companies in which BWA has a significant stake.

All of these actions, if brought successfully to fruition would have a positive impact on the Company's Balance Sheet and Profit and Loss Account

RG Battersby

Chairman

The directors present their report with the financial statements of the company for the year ended 30 April 2013.

PRINCIPAL ACTIVITY
BWA Group plc is an ISDX (formerly PLUS) Investment Vehicle set up principally to acquire one or more businesses and to make investments.

REVIEW OF BUSINESS
The results for the year and financial position of the Company are set out in the attached financial statements.

The review of business is referred to within the Chairman's Statement.

KEY PERFORMANCE INDICATOR
The key performance indicator of the Company is the valuation of its investment portfolio. At 30 April 2013 the value of the Company's portfolio was £99,448 (2012: £ 278,344).

DIVIDENDS
No dividends will be distributed for the year ended 30 April 2013.

FUTURE DEVELOPMENTS
The Directors will use their experience to identify appropriate targets, carry out due diligence and negotiate acquisitions and investments. When appropriate, the Directors may consider further fundraising to provide additional resources for the Company ahead of such an acquisition or investment.

DIRECTORS
The directors during the year under review were:

RG Battersby
JMV Butterfield
MA Borrelli

The beneficial interests of the directors holding office on 30 April 2013 in the issued share capital of the company were as follows:

	30.4.13	1.5.12
Ordinary 0.5p shares		
RG Battersby	16,510,822	12,882,380
JMV Butterfield	17,742,737	15,592,668
MA Borrelli	1,475,636	1,064,210

COMPANY'S POLICY ON PAYMENT OF CREDITORS
The Company endeavours to ensure that all payments to suppliers are made within mutually agreed credit terms, although it does not follow any specified code or standard payment practice. In cases where a dispute arises, the Company seeks to resolve it promptly and amicably to minimise delays in payment.

RISK REVIEW
The risks inherent in the Company's investment activities are kept under constant review by the Board. The following risks have been identified as capable of affecting the value of the company's investments:

- Investment risk is the risk of investing cash and resources on projects which may not provide a return. The company addresses this risk by using its skills and experience as well as the knowledge of local management to invest in established ventures which contain profitable assets and/or the most promising development potential.

- The main type of financial risk faced by the company is liquidity risk. Liquidity risk is the risk of insufficient working and investment capital. The company's aim is to finance its investment activities from cash flow but in the early stages the business will seek to raise additional funding if required.

INTERNAL FINANCIAL CONTROL AND RISK MANAGEMENT
The Directors are responsible for the Company's system of internal financial control and also for identifying the major business risks faced by the Company. The system of internal financial control is designed to provide reasonable, but not absolute, assurance against material misstatement or loss. In fulfilling these responsibilities, the Board has reviewed the effectiveness of the system of internal financial control. The Directors have established procedures for planning, budgeting and for monitoring, on a regular basis, the performance of the Company and for determining the appropriate course of action to manage any major business risks. The Board has considered the need for an internal audit function but has decided the size of the Company does not justify it at present. However it will keep the decision under annual review.

FINANCIAL RISK MANAGEMENT
Information relating to the Company's financial risk management is set out on pages 16 and 17 of the financial statements.

POLITICAL AND CHARITABLE CONTRIBUTIONS
During the year, the Company made no political or charitable contributions (2012: £Nil).

SUBSTANTIAL SHAREHOLDINGS
Other than the interests of the Directors disclosed above and save as disclosed below, the Directors are not aware of any other individual interest or group of interests held by persons acting together which, at the date of this report, exceeds 3% of the company's issued share capital.

Ordinary 0.5p shares	Number	%
JIM Nominees	19,525,860	18.09
HSBC Global Custody Nominee	9,642,505	8.93
Fiske Nominees	9,575,000	8.87
John Byfield	5,000,000	4.63
Huntress (CI) Nominees Limited	4,290,700	3.97
HALB Nominees Limited	4,152,620	3.85

CORPORATE GOVERNANCE
The Company is listed on the ISDX-quoted (formerly PLUS) Market and is therefore not required to comply with the provisions of the Combined Code. It is intended to establish governance procedures and policies that the Board consider appropriate to the nature and size of the Company as the Company's projects develop.

EVENTS AFTER THE YEAR END
There were no significant events arising between the end of the period under review and the date of this report.

FAIR VALUE ESTIMATION
The Directors consider that the carrying amount of the Company's financial assets and liabilities approximate to their realisable value at each balance sheet date and that such value equates to their fair value.

GOING CONCERN
On the basis of current financial projections and facilities available to the Company and after making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in business for the foreseeable future. To date, the Company has benefited from capital injections from its shareholders. Going forwards the directors fully expect the Company's operations to be financed from the profitable realisation of investments. For this reason they have adopted the going concern basis in preparing the financial statements.

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have 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 company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS
Additions have expressed their willingness to remain in office as auditors of the Company.

ON BEHALF OF THE BOARD:

....
MA Borrelli - Director

Date: 11 October 2013

We have audited the financial statements of BWA Group plc for the year ended 30 April 2013 on pages eight to twenty two. 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 a Report of the Auditors 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 five, 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
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 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 Chairman's Report and the Report of the Directors to identify material inconsistencies with the audited financial statements. 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 the company's affairs as at 30 April 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter
In forming our opinion, which is not qualified, we have considered the adequacy of the disclosure on page 13 of the financial statements concerning the company's ability to continue as a going concern. The company incurred a net loss before taxation of £66,836 during the year ended 30 April 2013 and, at that date, the company's net current liabilities were £61,046. Shareholders' funds decreased from £245,994 at 30 April 2012 to £38,402 at 30 April 2013, due mainly to the aforementioned loss and unrealised losses on the revaluation of investments of £168,496. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The directors have confirmed their commitment to provide continued financial support to the company to enable it to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern. These would principally comprise the write down of its unlisted investments their realisable amounts. The book values of the other assets and liabilities of the company at the balance sheet date are not materially different from their realisable and settlement values.

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

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

Maxine Desse BA (Econ) FCA (Senior Statutory Auditor)
for and on behalf of Additions
Statutory Auditors
24 Queen Avenue
Queen Insurance Buildings
Dale Street
Liverpool
L2 4TZ

Date: 11 October 2013

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 APRIL 2013

	Notes	2013 £	2012 £
TURNOVER		10,000	-
Administrative expenses		73,616	77,796
OPERATING LOSS	3	(63,616)	(77,796)
(Profit)/loss on sale of investments		3,220	11,260
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(66,836)	(89,056)
Tax on loss on ordinary activities	4	-	-
LOSS FOR THE FINANCIAL YEAR		(66,836)	(89,056)
Earnings per share expressed in pence per share:	5		
Basic		-0.06	-0.08
Diluted		-0.06	-0.08

CONTINUING OPERATIONS
None of the company's activities were acquired or discontinued during the current year or previous year.

The notes form part of these financial statements

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 30 APRIL 2013

	2013 £	2012 £
LOSS FOR THE FINANCIAL YEAR	(66,836)	(89,056)
Unrealised gain/(loss) on revaluation of investments	(168,496)	(51,503)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	(235,332)	(140,559)

NOTE OF HISTORICAL COST PROFITS AND LOSSES
FOR THE YEAR ENDED 30 APRIL 2013

	2013 £	2012 £
REPORTED LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	(66,836)	(89,056)
Realisation of investment revaluation (losses)/gains of prior years	(6,850)	34,435
HISTORICAL COST LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	(73,686)	(54,621)
HISTORICAL COST LOSS FOR THE YEAR RETAINED AFTER TAXATION	(73,686)	(54,621)

The notes form part of these financial statements

BALANCE SHEET
30 APRIL 2013

		2013		2012	
	Notes	£	£	£	£
FIXED ASSETS					
Available-for-sale investments	6		99,448		278,344
CURRENT ASSETS					
Debtors	7	17,625		34,597	
Cash at bank		71		1,669	
		17,696		36,266	
CREDITORS					
Amounts falling due within one year	8	78,742		68,616	
NET CURRENT LIABILITIES			(61,046)		(32,350)
TOTAL ASSETS LESS CURRENT LIABILITIES			38,402		245,994
CAPITAL AND RESERVES					
Called up share capital	10		560,788		539,494
Share premium	11		12,663		6,217
A-F-S revaluation reserve	11		(205,496)		(43,850)
Capital redemption reserve	11		288,625		288,625
Profit and loss account	11		(618,178)		(544,492)
SHAREHOLDERS' FUNDS	14		38,402		245,994

The financial statements were approved by the Board of Directors on11 October 2013 and were signed on its behalf by:

....
MA Borrelli - Director

The notes form part of these financial statements

CASH FLOW STATEMENT
FOR THE YEAR ENDED 30 APRIL 2013

	Notes	2013 £	2012 £
Net cash outflow from operating activities	1	(45,618)	(52,150)
Capital expenditure and financial investment	2	7,180	(54,063)
		(38,438)	(106,213)
Financing	2	36,840	17,958
Decrease in cash in the period		(1,598)	(88,255)

	Notes	2013 £	2012 £
Reconciliation of net cash flow to movement in net funds	3		
Decrease in cash in the period		(1,598)	(88,255)
Change in net funds resulting from cash flows		(1,598)	(88,255)
Movement in net funds in the period		(1,598)	(88,255)
Net funds at 1 May		1,669	89,924
Net funds at 30 April		71	1,669

The notes form part of these financial statements

NOTES TO THE CASH FLOW STATEMENT
FOR THE YEAR ENDED 30 APRIL 2013

1. RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2013	2012
	£	£
Operating loss	(63,616)	(77,796)
Decrease/(increase) in debtors	16,972	(23,937)
Increase in creditors	1,026	49,583
Net cash outflow from operating activities	(45,618)	(52,150)

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2013	2012
	£	£
Capital expenditure and financial investment		
Purchase of fixed asset investments	-	(180,000)
Sale of fixed asset investments	7,180	125,937
Net cash inflow/(outflow) for capital expenditure and financial investment	7,180	(54,063)
Financing		
New loans in year	9,100	-
Share issue	27,740	17,958
Net cash inflow from financing	36,840	17,958

3. ANALYSIS OF CHANGES IN NET FUNDS

	At 1.5.12	Cash flow	At 30.4.13
	£	£	£
Net cash:			
Cash at bank	1,669	(1,598)	71
	1,669	(1,598)	71
Total	1,669	(1,598)	71

The notes form part of these financial statements

1. ACCOUNTING POLICIES

Accounting convention
The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards. The principal accounting policies are set out below.

Basis of preparing the financial statements
These financial statements have been prepared on the going concern basis which assumes that the Company will continue in operational existence for the foreseeable future.

The Company has been in investment phase since its listing and is not currently generating any operating income. The Company's operations to date have been financed by loans from the directors and share issues to the directors and certain other investors, the proceeds of which were used for investment activities. Going forwards the directors fully expect the Company's operations to be financed from the profitable realisation of investments but expect there to be continued financial support, if required, to finance the Company's investment projects to completion and eventual sale.

In the meantime they have taken steps to keep on-going administration costs to a minimum and have agreed to not to draw remuneration or seek repayment of their loans until the Company is generating revenues.

On this basis the directors have a reasonable expectation that the Company has adequate resources to continue in business for the foreseeable future and are of the opinion that it is appropriate for the accounts to be prepared on the going concern basis.

However, should the Company be unable to raise the additional finance required to complete its current projects and continue as a going concern, adjustments would be required to the accounts to write down the values of unlisted investments to their realisable amounts.

Critical accounting estimates and judgements
The preparation of the financial statements requires the Directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form a basis for making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

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

The Directors consider that the most significant areas of accounting estimates and judgements are as follows:

- The likelihood that deferred tax assets can be realised;
- Share-based payments; In determining the fair value of options granted and the related charge to the profit and loss account, the Company makes assumptions about future events and market conditions. In particular, judgement must be made as to the volatility of the Company's share price. Different assumptions about these factors to those made by the Company could materially affect the reported value of share-based payments;
- Exceptional items; considering the nature of the item of income or expenditure, whether it would reasonably be considered to be outside of the normal business operations of the Company and whether it was of a non-recurring nature;
- Provision for impairment in the value of assets.

Available-for-sale investments
Investments are stated at their market value at the balance sheet date.

Realised gains or losses on the disposal of investments and permanent impairments in the value of investments are recognised in the profit and loss account. Unrealised gains and losses on the revaluation of investments are recognised in the statement of total recognised gains and losses.

Unrealised gains and losses that have been recognised in the statement of total recognised gains and losses are taken to the capital reserve - unrealised, as explained in the capital reserve policy below. Gains and losses are transferred from the capital reserve to the profit and loss account when they are realised.

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Valuation of available-for-sale investments

Listed Investments

Investments which are listed on a stock market such as AIM or similar markets are valued at their closing mid-price.

Where listed investments are subject to restrictions on sale or the marketability of the holding is limited then a discount to the listed market price may be applied.

Unlisted Shares

Valuation methods used are at fair value in accordance with the International Private Equity and Venture Capital Valuation Guidelines.

In estimating fair value a valuation methodology is applied that is appropriate in light of the nature, facts and circumstances of the Investment and its materiality in the context of the total investment portfolio. The methodologies used include:

Price of recent investment
Earnings multiple
Net assets
Discounted cash flows or earnings of the underlying business
Discounted cash flows from the investment
Industry valuation benchmarks

For investments in start up or early-stage businesses, the "Price of Recent Investment" methodology is the most appropriate for a limited period following the date of investment. Thereafter the fair value is measured using the most appropriate methodology. If fair value cannot be reliably measured then a provision is made.

Income

Turnover represents net invoiced sales of services, excluding value added tax.

Dividends receivable on quoted equity shares are brought into account on the ex-dividend date.

Dividends receivable on equity shares where no ex-dividend date is quoted are brought into account when the company's right to receive payment is established.

Fixed returns on non-equity shares are recognised on a time apportionment basis so as to reflect the effective yield on the shares. Other returns on non-equity shares are recognised when the right to the return is established.

The fixed return on a debt security is recognised on a time apportionment basis so as to reflect the effective yield on the debt security. Where the company has elected to receive its dividends in the form of additional shares rather than in cash, the amount of the cash dividend is recognised as income. Any excess in the value of the shares received over the amount of the cash dividend is recognised in unrealised capital reserves.

Expenses

All expenses are accounted for on an accruals basis. Expenses are charged through the revenue account except as follows:

- expenses which are incidental to the acquisition of an investment are included within the cost of the investment;
- expenses which are incidental to the disposal of an investment are deducted from the disposal proceeds of the investment.

Revenue recognition

Revenue is measured as the fair value of the consideration received or receivable and is stated exclusive of VAT and other sales taxes.

 continued...

1. **ACCOUNTING POLICIES - continued**

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on the taxable profit for the period. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantially 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 for financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

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 profits will be available to allow all or part of the assets to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

continued...

1. **ACCOUNTING POLICIES - continued**

Financial instruments
The following policies for financial instruments have been applied in the preparation of the Company's financial statements. Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Cash at bank and in hand
For the purpose of preparation of the cash flow statement, cash at bank and in hand include short term deposits with an original maturity period of three months or less.

Trade and other receivables
Trade and other receivables do not carry any interest and are stated at their fair value as reduced by appropriate allowances for estimated irrecoverable amounts.

Trade payables
Trade payables are not interest bearing and are stated at their fair value.

Financial and equity liability
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Equity
Equity comprises the following:

'Share capital' represents the nominal value of equity shares.

'Capital redemption reserve' represents amounts transferred from issued share capital on a purchase or redemption of own shares.

'Available-for-sale revaluation reserve' represents increases and decreases in the market value of available-for-sale investments held at the year end.

'Profit and loss reserve' represents retained earnings.

Borrowings
Interest-bearing loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption, are accounted for on an accrual basis and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise and recognised in profit and loss over the term of the borrowing using the effective interest rate method.

Financial risk management
The Company uses financial instruments comprising only cash in hand balances that arise from its operations. The main purpose of these financial instruments is to raise finance for the Company's operations and new acquisitions. The Directors review and agree policies for managing these risks arising from the Company's financial instruments and these are summarised below.

Short term receivables and payables have been excluded from the following disclosures.

Liquidity risk
The Company seeks to manage financial risk by ensuring sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

Credit risk
The Company is exposed to credit risk in respect of amounts owed in respect of shares sold to other parties. The directors mitigate this risk by only offering credit to companies and individuals known to them and that have the resources to repay the balance if necessary.

The Directors are responsible for managing and analysing the credit risk for each new transaction before terms of business are offered. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board. The utilisation of credit limits is regularly monitored.

continued...

1. **ACCOUNTING POLICIES - continued**

For cash and cash equivalents, the company uses only recognised banks with high credit ratings. For trade and trade receivables, the Directors consider that the credit risk is minimal and the total is spread across many transactions.

Market risk

The company is exposed to market risk in respect of its listed investments

Borrowing facilities and interest rate risk

The Company had no borrowings at 30 April 2013 or 30 April 2012 and does not consider itself to be subject to significant interest rate risk.

Capital risk management

The Board's principal objective when managing the capital of the Company is to safeguard its ability to continue as a going concern, with the intention of providing future returns for shareholders.

The Board manages the capital structure of the Company by making changes based on the economic conditions and the future outlook. Total equity, as defined on the consolidated balance sheet, is used as a key indicator of capital used in the business.

Share-based payments

The financial statements are prepared in accordance with FRS 20 'Share Based Payments' which requires the recognition of equity-settled share based payments at fair value of the goods or services received. Only if the fair value of the goods or services cannot be measured reliably would the fair value of the equity instruments granted be used.

Exceptional items

Exceptional items are those significant items which are separately disclosed by virtue of their size or incidence to enable a full understanding of the Company's financial performance. Transactions which may give rise to exceptional costs are principally financial restructuring costs, Company re-organisation costs, and costs in respect of key management changes.

2. **STAFF COSTS**

There were no Directors' emoluments, staff costs, social security or other pension costs for the year ended 30 April 2013 nor for the year ended 30 April 2012.

There were no employees during the year other than the three directors (2012: three directors).

3. **OPERATING LOSS**

The operating loss is stated after charging:

	2013	2012
	£	£
Auditors' remuneration - audit	5,500	5,500
Auditors' remuneration - other services	850	3,600
Exceptional item - bad debt provision	26,513	-
Directors' remuneration	-	-

The exceptional bad debt provision of £26,513 relates to an amount owed to the company by Zyzygy Plc.

4. **TAXATION**

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 30 April 2013 nor for the year ended 30 April 2012.

continued...

4. **TAXATION - continued**

Factors affecting the tax charge
The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2013 £	2012 £
Loss on ordinary activities before tax	(66,836)	(89,056)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2012 - 20%)	(13,367)	(17,811)
Effects of:		
Losses to relieve in future periods	13,367	17,811
Current tax charge	-	-

Factors that may affect future tax charges
If provision were to be made for the full amount of potential deferred tax assets it would create a deferred tax asset of £750,112 (2012: £736,745) based on tax losses available for carry forward of £3,579,390 (2012: £3,512,554). This would be recoverable, should sufficient, allowable taxable profits arise in the future.

5. **EARNINGS PER SHARE**

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated using the weighted average number of shares adjusted to assume the conversion of all dilutive potential ordinary shares. The Company has potential ordinary shares in the form of share options. The potential ordinary shares are anti-dilutive for the year ended 30 April 2013.

Reconciliations are set out below.

	Earnings £	2013 Weighted average number of shares	Per-share amount pence
Basic EPS			
Earnings attributable to ordinary shareholders	(66,836)	110,201,011	-0.06
Effect of dilutive securities	-	-	-
Diluted EPS			
Adjusted earnings	(66,836)	110,201,011	-0.06

continued...

5. EARNINGS PER SHARE - continued

	Earnings £	2012 Weighted average number of shares	Per-share amount pence
Basic EPS			
Earnings attributable to ordinary shareholders	(89,056)	105,865,738	-0.08
Effect of dilutive securities	-	-	-
Diluted EPS			
Adjusted earnings	(89,056)	105,865,738	-0.08

6. AVAILABLE-FOR-SALE INVESTMENTS

	2013 £	2012 £
Other investments not loans	79,448	148,344
Other loans	20,000	130,000
	99,448	278,344

Additional information is as follows:

	Listed investments £	Unlisted investments £	Totals £
COST			
At 1 May 2012	93,756	98,438	192,194
Disposals	(17,250)	-	(17,250)
Reclassification	(4,062)	4,062	-
At 30 April 2013	72,444	102,500	174,944
VALUATION ADJUSTMENTS			
At 1 May 2012	43,850	-	43,850
Decrease in fair value	36,246	22,250	58,496
Eliminated on disposal	(6,850)	-	(6,850)
Reclassification	(9,250)	9,250	-
At 30 April 2013	63,996	31,500	95,496
NET BOOK VALUE			
At 30 April 2013	8,448	71,000	79,448
At 30 April 2012	49,906	98,438	148,344

	Other loans £
At 1 May 2012	130,000
Decrease in fair value	(110,000)
At 30 April 2013	20,000

continued...

6. **AVAILABLE-FOR-SALE INVESTMENTS - continued**

All investments are UK companies

Investments are stated at fair value in accordance with the accounting policy set out on page 14. Due to the nature of some of the unlisted investments it has not been possible to determine their fair value with any reasonable accuracy. The directors have therefore reviewed each unlisted investment and considered whether a provision for impairment is appropriate.

7. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2013	2012
	£	£
Trade debtors	10,000	-
Other debtors	-	26,513
Prepayments	7,625	8,084
	17,625	34,597

8. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2013	2012
	£	£
Trade creditors	63,919	44,219
Other creditors	9,100	-
Accrued expenses	5,723	24,397
	78,742	68,616

continued...

9. FINANCIAL INSTRUMENTS

The Company's financial instruments were categorised as follows:

At 30 April 2013	**Loans and receivables £**	**Available for sale £**	**Total £**
Assets as per the balance sheet			
Investments	-	99,448	99,448
Trade and other receivables (excluding prepayments)	10,000	-	10,000
Cash at bank and in hand	71	-	71
Total	10,071	99,448	109,519
Liabilities as per the balance sheet			
Trade and other payables (excluding statutory liabilities)	78,742	-	78,742

At 30 April 2012	**Loans and receivables £**	**Available for sale £**	**Total £**
Assets as per the balance sheet			
Investments	-	278,344	278,344
Trade and other receivables (excluding prepayments)	26,513	-	26,513
Cash at bank and in hand	1,669	-	1,669
Total	28,182	278,344	306,526
Liabilities as per the balance sheet			
Trade and other payables (excluding statutory liabilities)	68,616	-	68,616

The Company's financial instruments during the year comprised available-for-sale investments, cash and various items such as trade debtors and trade creditors that arise directly from its operations. Other debtors and prepayments, trade creditors and other short-term items arose directly from the Company's day to day operations. Financial liabilities are to be settled within 12 months.

The Directors believe there is no material difference between the fair value and book value of the Group's financial instruments and they are all denominated.

10. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2013 £	2012 £
112,157,725	Ordinary	0.5p	560,788	539,494

During the year, the Company raised £27,307 from the issue of 4,201,181 ordinary shares of 0.5p each at an issue price of 0.65p per share.

Share options

Under the terms of a share option agreement dated 29 March 2009, and pursuant to an engagement letter dated 2 December 2009, the Company committed to grant options to St Helens Capital Partners LLP to subscribe for up to 5,267,526 ordinary shares of 0.5p each in the Company at a subscription price of 0.5p. The options may be exercised at any time during the period of 5 years from Admission.

There is no legal or constructive obligation to repurchase or settle the options in cash.

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11. RESERVES

	Profit and loss account £	Share premium £	A-F-S revaluation reserve £	Capital redemption reserve £	Totals £
At 1 May 2012	(544,492)	6,217	(43,850)	288,625	(293,500)
Deficit for the year	(66,836)				(66,836)
Transfer from realised to unrealised	(6,850)	-	6,850	-	-
Revaluation of investments	-	-	(168,496)	-	(168,496)
Premium on issue of shares	-	6,446	-	-	6,446
At 30 April 2013	(618,178)	12,663	(205,496)	288,625	(522,386)

12. RELATED PARTY DISCLOSURES

James Butterfield and Alex Borrelli are directors of Bridge Hall plc. The company holds an investment in Bridge Hall plc in the form of £75,000 of convertible loan stock. At 30 April 2013, the directors have revalued this investment at £20,000. The reduction in value of £55,000 has been taken directly to the available-for-sale revaluation reserve.

James Butterfield is a director of Zyzgy Plc. The company holds investments in Zyzgy plc in the form of £90,000 of unlisted shares and £35,000 of convertible loan stock. At 30 April 2013, the directors have revalued these investments at £nil. The reduction in value of £125,000 has been taken directly to the available-for-sale revaluation reserve.

Zyzygy plc also owe the company £26,513 relating to costs paid on its behalf. At 30 April 2013, a bad debt provision for the full amount has been made in these financial statements.

Bath Group Limited is a company in Richard Battersby has a material interest as a director and shareholder. During the year, Bath Group Limited provided an interest free loan to the company. At 30 April 2013 the balance due from the company, included within other creditors falling due within one year was £9,100.

James Butterfield, Richard Battersby and Alex Borrelli are directors of Prego International Limited. The company holds an investment in Prego International Limited in the form of unlisted shares valued at £70,000. The company also charged Prego £10,000 for corporate finance advice during the year. At 30 April 2013, the balance outstanding in respect of these fees was £10,000.

13. ULTIMATE CONTROLLING PARTY

Significant shareholders are disclosed in the Director's report. There is no overall controlling party.

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2013 £	2012 £
Loss for the financial year	(66,836)	(89,056)
Other recognised gains and losses relating to the year (net)	(168,496)	(51,503)
New share capital subscribed	27,740	17,958
Net reduction of shareholders' funds	(207,592)	(122,601)
Opening shareholders' funds	245,994	368,595
Closing shareholders' funds	38,402	245,994

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 APRIL 2013

	2013		2012	
	£	£	£	£
Sales		10,000		-
Expenditure				
Printing, postage and stationery	11		4,654	
Directors' reimbursements	7,132		13,897	
Computer costs	-		420	
Sundry expenses	433		1	
Accountancy and bookkeeping	524		750	
Share registrars fees	2,295		3,733	
Corporate advisors	10,000		9,999	
ISDX/PLUS fees	5,735		5,665	
Legal and professional fees	6,678		19,362	
Auditors' remuneration	5,500		5,500	
Auditors' remuneration for non audit work	850		3,600	
Public relations	1,885		2,400	
Bad debts	26,513		-	
Irrecoverable VAT	5,943		7,690	
		73,499		77,671
		(63,499)		(77,671)
Finance costs				
Bank charges and interest		117		125
		(63,616)		(77,796)
Exceptional items				
(Profit)/loss on sale of investments		3,220		11,260
NET LOSS		(66,836)		(89,056)

This page does not form part of the statutory financial statements