

**Marlowe Holdings Limited**  
**(formerly named Shellshock Limited)**

Financial statements  
Year ended 31 March 2015

# **Marlowe Holdings Limited** (formerly Shellshock Limited)

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## Marlowe Holdings Limited (formerly Shellshock Limited)

### Statement of Comprehensive Income

Year ended 31 March 2015

	Notes	2015 UK£000	2014 UK£000
Administrative expenses	3	(66)	(66)
<b>Operating loss</b>		<b>(66)</b>	<b>(66)</b>
Financial income	4	95	81
<b>Profit before taxation</b>	5	<b>29</b>	<b>15</b>
Taxation		–	–
<b>Net profit for the year</b>		<b>29</b>	<b>15</b>
<b>Total comprehensive income for the year</b>		<b>29</b>	<b>15</b>
<b>Net profit attributable to the Company's shareholders</b>		<b>29</b>	<b>15</b>
<b>Total comprehensive income attributable to the Company's shareholders</b>		<b>29</b>	<b>15</b>
<b>Earnings per ordinary share</b>			
Basic and diluted (pence)	6	0.48	0.25

The accompanying notes on pages 6 to 10 form an integral part of these financial statements.

# Marlowe Holdings Limited (formerly Shellshock Limited)

## Balance Sheet

At 31 March 2015

	Notes	2015 UK£000	2014 UK£000
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents	7	3,156	3,128
Other receivables	8	26	25
		<b>3,182</b>	3,153
<b>Liabilities</b>			
<b>Current liabilities</b>			
Other payables	9	(21)	(21)
		<b>3,161</b>	3,132
<b>Net current assets</b>			
		<b>3,161</b>	3,132
<b>Net assets</b>			
		<b>3,161</b>	3,132
<b>Shareholders' equity</b>			
Called up share capital	10	3,000	3,000
Retained earnings		161	132
		<b>3,161</b>	3,132
<b>Total shareholders' equity</b>			
		<b>3,161</b>	3,132

The accompanying notes on pages 6 to 10 form an integral part of these financial statements.

The financial statements on pages 2 to 10 were approved by the Board of Directors and were signed on its behalf by:

PMR Gaze  
Director

18 June 2015

## Marlowe Holdings Limited (formerly Shellshock Limited)

### Statement of Changes in Shareholders' Equity

Year ended 31 March 2015

	Called up share capital UK£000	Retained earnings UK£000	Total shareholders' equity UK£000
Balance at 1 April 2013	3,000	117	3,117
Net profit for the year	–	15	15
Total comprehensive income	–	15	15
Balance at 31 March 2014	3,000	132	3,132
Net profit for the year	–	29	29
Total comprehensive income	–	29	29
<b>Balance at 31 March 2015</b>	<b>3,000</b>	<b>161</b>	<b>3,161</b>

The accompanying notes on pages 6 to 10 form an integral part of these financial statements.

## Marlowe Holdings Limited (formerly Shellshock Limited)

### Statement of Cash Flows

Year ended 31 March 2015

	Notes	2015 UK£000	2014 UK£000
<b>Cash flows from operating activities</b>			
Cash used in operations	11	(67)	(67)
Financial income		95	81
<b>Net cash generated from operating activities</b>			
		28	14
<b>Net increase in cash and cash equivalents</b>			
Cash and cash equivalents at beginning of year		3,128	3,114
<b>Cash and cash equivalents at end of year</b>			
	7	3,156	3,128

The accompanying notes on pages 6 to 10 form an integral part of these financial statements.

# Marlowe Holdings Limited (formerly Shellshock Limited)

## Notes to the Financial Statements

Year ended 31 March 2015

### 1 Principal accounting policies

#### General information

Marlowe Holdings Limited (formerly named Shellshock Limited) (the "Company") is a strategic investment company incorporated in Belize (number 50447) in March 2006.

The Company's primary objective is to invest in controlling stakes in one or more unquoted businesses in the business services sector that possess annuity-type recurring revenues, predominantly long term contracts, low capital intensity, some operational complexity, sustainable margins and high barriers to entry. Additionally, the Company's focus is on markets that are fragmented and display the potential for acquisition, consolidation, operational improvements and economies of scale.

The Company's issued share capital is traded on the Alternative Investment Market of the London Stock Exchange ("AIM"), a market operated by the London Stock Exchange plc in the United Kingdom (ticker symbol MRL). The Company is domiciled in Belize and its registered office is: P.O. Box 1764, 60 Market Square, Belize City, Belize, Central America.

#### Directors' responsibilities

The following, which should be read in conjunction with the Independent Auditors' Report regarding the respective responsibilities of directors and auditors, is made with a view to distinguishing for shareholders the respective responsibilities of directors and auditors in relation to the financial statements. The directors are responsible for preparing the financial statements in accordance with applicable law and regulations. The directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under regulations 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: (a) select suitable accounting policies and then apply them consistently; (b) make judgements and accounting estimates that are reasonable and prudent; (c) state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements; and (d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company 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. 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. The directors are responsible for the maintenance and integrity of the Company's website ([www.marloweplc.com](http://www.marloweplc.com)). Legislation governing the preparation and dissemination of financial statements may differ between jurisdictions. In the case of each director in office at the date the financial statements are approved, they confirm that: (a) the financial statements have been prepared in accordance with IFRSs as adopted by the European Union and give a true and fair view of the assets, liabilities, financial position and profit of the Company; (b) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and (b) he 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.

#### Basis of preparation

The financial statements have been prepared on a going concern basis, in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, taking into account interpretations from the International Financial Reporting Interpretations Committee (IFRIC). The financial statements have been prepared under the historical cost convention as modified in connection with certain financial instruments. The principal accounting policies adopted in the preparation of the financial statements, which have been consistently applied to all the years presented, are set out below.

# Marlowe Holdings Limited (formerly Shellshock Limited)

## Notes to the Financial Statements

Year ended 31 March 2015

### 1 Principal accounting policies (continued)

The preparation of financial statements in conformity with IFRSs requires the use of accounting estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

There has been no impact on the Company on the implementation during the year of new accounting standards and interpretations and the directors do not anticipate that the adoption of new standards and interpretations effective for the year ending 31 March 2016 will have a material impact on the Company.

#### Functional and presentational currency

All amounts in these financial statements are presented in thousands of UK pounds sterling, the Company's presentation currency, unless otherwise stated. The Company's functional currency is UK pounds sterling.

#### Financial income

Financial income comprises interest income on short-term deposits. Interest income is recognised on a time-proportion accruals basis using the effective interest rate method.

#### Taxation

The Company's net profit is not subject to tax by virtue of its status under the International Business Companies Act 1990, of Belize.

#### Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and other short-term deposits with original maturities of three months or less. As a result of the short-term maturity of these financial instruments their carrying value is approximately equal to their fair value.

#### Other receivables

Other receivables comprise accrued income receivable and prepayments. The interest receivable is recognised initially at fair value, and subsequently measured at amortised cost, less provision for impairment. Prepayments are carried at cost less provision for impairment. Prepayments are charged to profit or loss when the services relating to the prepayments are received.

#### Other payables

Other payables are accrued when the counterparty performs its obligations under the contract and are carried at amortised cost using the effective interest rate method.

#### Share capital

Ordinary shares are classified as equity. Transaction costs directly attributable to the issue of new shares are reported, net of tax, in shareholders' equity.

### 2 Financial risk management

The overall objective of the financial risk management of the Company is to minimise risks that may have an adverse impact on the Company's results, cash flows and financial position. The Company is subject to market (interest rate) and credit risks on its cash and cash equivalents.

The Company's short-term deposits bear a fixed interest rate, and thus expose the Company to fair value interest rate risk. The Company does not have formal arrangements to analyse and mitigate its interest rate exposure.

The credit risk is mitigated by placing the deposits in highly liquid securities with short-term maturities, albeit with one financial institution (notes 7 and 12).

# Marlowe Holdings Limited (formerly Shellshock Limited)

## Notes to the Financial Statements

Year ended 31 March 2015

### 2 Financial risk management (continued)

#### Measurement of fair values

The fair values of assets and liabilities are principally measured and calculated by reference to expected future cash flows associated with the relevant group of assets and/or liabilities discounted at current interest rates for new instruments with similar credit risks and remaining maturity. The carrying values of other receivables and other payables approximate their fair values due to their short maturities.

### 3 Administrative expenses

	2015 UK£000	2014 UK£000
Professional services	63	65
Other expenses	3	1
<b>Total administrative expenses</b>	<b>66</b>	<b>66</b>

### 4 Financial income

	2015 UK£000	2014 UK£000
Interest income on short-term deposits (notes 7 and 12)	95	81
<b>Total financial income</b>	<b>95</b>	<b>81</b>

### 5 Profit before taxation

The directors who served during the period did not receive any remuneration in respect of their services to the Company. The auditors' remuneration was £13,500 (2014: £13,000).

### 6 Earnings per ordinary share

Basic earnings per ordinary share are based on equity earnings of £29,000 (2014: £15,000) and 6,000,000 ordinary shares of 50 pence each, being the weighted average number of shares in issue during the year. There is no adjustment to be made for diluted earnings per ordinary share.

	Earnings UK£000	Weighted average number of shares	Earnings per ordinary share - pence
Year ended 31 March 2015	29	6,000,000	0.48
Year ended 31 March 2014	15	6,000,000	0.25

# Marlowe Holdings Limited (formerly Shellshock Limited)

## Notes to the Financial Statements

Year ended 31 March 2015

### 7 Cash and cash equivalents

	2015 UK£000	2014 UK£000
Short-term deposits	3,156	3,128
<b>Total cash and cash equivalents</b>	<b>3,156</b>	<b>3,128</b>

Cash and cash equivalents are denominated in UK pounds sterling and currently held on short-term deposit at British Caribbean Bank Limited (note 12). The effective interest rate for the year on the deposits was approximately 3% per annum (2014: 2.58% per annum). At 31 March 2015, the deposits had an average maturity of 21 days (as at 31 March 2014: 30 days).

### 8 Other receivables

	2015 UK£000	2014 UK£000
Prepayments	19	19
Interest receivable	7	6
<b>Total other receivables</b>	<b>26</b>	<b>25</b>

The carrying amounts of other receivables are denominated in UK pounds sterling. The fair values of other receivables approximate their book values.

### 9 Other payables

	2015 UK£000	2014 UK£000
Accrued liabilities	21	21
<b>Total other payables</b>	<b>21</b>	<b>21</b>

The carrying amounts of other payables are denominated in UK pounds sterling. The fair values of other payables approximate their book values.

### 10 Called up share capital

The authorised and issued share capital of the Company at 31 March 2015 and 2014 was as follows:

Ordinary shares of 50 pence each:	UK£000
Authorised (50,000,000)	
Issued and fully paid (6,000,000)	3,000

At 31 March 2015, Lord Ashcroft, KCMG PC, owned and controlled approximately 74.7% of the issued ordinary shares of the Company.

# Marlowe Holdings Limited (formerly Shellshock Limited)

## Notes to the Financial Statements

Year ended 31 March 2015

### 11 Cash used in operations

	2015 UK£000	2014 UK£000
Profit before taxation	29	15
Financial income	(95)	(81)
	(66)	(66)
(Increase) in other receivables	(1)	(2)
Increase in other payables	–	1
<b>Cash used in operations</b>	<b>(67)</b>	<b>(67)</b>

### 12 Related party transactions

At 31 March 2015, cash and cash equivalents are held on deposit at British Caribbean Bank Limited ('BCBL'), a related party. BCBL is a wholly owned subsidiary of Waterloo Investment Holdings Limited ('WIHL'). Lord Ashcroft, KCMG PC, is a controlling shareholder in both the Company and WIHL. In addition, Messrs. Gaze and Osborne, directors of the Company at 31 March 2015, are also directors of WIHL.

Interest income generated on short-term deposits held in BCBL is disclosed in Note 4. During the year, the Company incurred bank service charges of £375 (2014: £475) with BCBL. At 31 March 2015, interest receivable from BCBL amounted to £7,521 (2014: £6,170).

### 13 Events after the balance sheet date

In May 2015, the Company carried out a private placing of new ordinary shares of par value 50 pence each, at an issue price of 60 pence each. The new ordinary shares, which rank parri passu with the existing ordinary shares, resulted in the issue of 8,584,999 new ordinary shares (the "Placing Shares") for a total cash consideration of £5,150,998.

Lord Ashcroft, KCMG PC, the Company's majority shareholder, subscribed for 3,333,333 Placing Shares. As a result, Lord Ashcroft owns and controls approximately 53.6% of the issued ordinary shares of the Company.

The Placing Shares were admitted for trading on AIM with effect from 15 May 2015.

Consequential on the above, the name of the Company was changed from Shellshock Limited to Marlowe Holdings Limited; and certain directors resigned and new directors were appointed as set out on page 13.

# **Marlowe Holdings Limited** (formerly Shellshock Limited)

## **Independent Auditors' Report to the Shareholders of Marlowe Holdings Limited (formerly named Shellshock Limited)**

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

#### **Our opinion**

In our opinion, Marlowe Holdings Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the Company's affairs as at 31 March 2015 and of its profit and cash flows for the year then ended; and
- have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union.

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

Marlowe Holdings Limited's financial statements comprise:

- the balance sheet as at 31 March 2015;
- the statement of comprehensive income for the year then ended;
- the statement of changes in shareholders' equity for the year then ended;
- the statement of cash flows for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and IFRSs as adopted by the European Union.

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

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

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

As explained more fully in the directors' responsibilities statement set out on page 6, 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 & Ireland) ("ISAs (UK and Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinion, has been prepared for and only for the Company's shareholders as a body and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

## **Marlowe Holdings Limited (formerly Shellshock Limited)**

### **Independent Auditors' Report to the Shareholders of Marlowe Holdings Limited (formerly named Shellshock Limited)**

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

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

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

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

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

PricewaterhouseCoopers LLP  
Chartered Accountants  
London, United Kingdom  
18 June 2015

# Marlowe Holdings Limited (formerly Shellshock Limited)

## Corporate information

Directors	Alex Dacre (appointed 14 May 2015) Peter Gaze Derek O'Neill (appointed 14 May 2015) Charles Skinner (appointed 14 May 2015)  Philip Johnson (resigned 14 May 2015) Philip Osborne (resigned 14 May 2015)  each of: 60 Market Square Belize City Belize Central America
Company Secretary and Registered Office	Abner Peralta (appointed 14 May 2015) Philip Osborne (resigned 14 May 2015)  60 Market Square P.O. Box 1764 Belize City Belize Central America
Nominated Adviser (for AIM in the UK)	Cenkos Securities plc 6. 7. 8. Tokenhouse Yard London EC2R 7AS United Kingdom
Registrars	Capita Registrars (Jersey) Limited Victoria Chambers Liberation Square 1/3 The Esplanade St Helier Jersey JE2 3QA Channel Islands



