REGISTERED NUMBER: 03674002 (England and Wales)

Strategic Report, Report of the Directors and

Financial Statements

For The Year Ended 30 September 2016

for

re:creation Group plc

Contents of the Financial Statements
For The Year Ended 30 September 2016

Company Information
For The Year Ended 30 September 2016

Directors:	M Lehrter F J Perkins M J Woolley
Secretary:	A J Loader
Registered office:	Unit 2 Meadows Business Park Station Approach Blackwater Camberley Surrey GU17 9AB
Registered number:	03674002 (England and Wales)
Auditors:	Nortons Assurance Limited Highlands House Basingstoke Road Spencers Wood Reading Berkshire RG7 1NT

Strategic Report
For The Year Ended 30 September 2016

The directors present their strategic report for the year ended 30 September 2016.

Review of business
The company has not undertaken any trade during the year. The company has been charged interest on the intercompany loan balance with re:creation Limited relating to the costs incurred on its behalf for the now settled dispute with the former managing director.

Principal risks and uncertainties
At the date of this report, the Company does not carry on any trade. The future benefits to the shareholders are solely reliant on the performance of re:creation Limited.

Results
The Company has made a loss for the year £23,426, as noted above the Company has not undertaken any trade during the year and as such these losses have been incurred as a result of an interest charge on the intercompany debt outstanding

Dividends
No dividends will be distributed for the year ended 30 September 2016.

Kpi's
As the Company has not traded during the period we have not reported on KPI's as there is no relevant measures to the Company at this time.

Going concern
The accounts have been prepared previously on a going concern basis as at the relevant accounting dates no demand has been received from re:creation Limited, the principal creditor. That situation is no longer applicable however, in light of a financial claim from a previous international supplier, for which the Company acted as an agent, the Directors have received a demand for repayment of the secured loan from re:creation Limited which can only be repaid by a sale of the Company's sole asset. Accordingly, the Directors will obtain a value of the 25% interest in re:creation Limited in preparation to offering those shares for sale.

On behalf of the board:

M Lehrter - Director

29 March 2017

Report of the Directors
For The Year Ended 30 September 2016

The directors present their report with the financial statements of the company for the year ended 30 September 2016.

Principal activity
The company has not traded during the period under review and is no longer a trading entity.

Dividends
No dividends will be distributed for the year ended 30 September 2016.

Directors
The directors shown below have held office during the whole of the period from 1 October 2015 to the date of this report.

M Lehrter
F J Perkins
M J Woolley

Statement of directors' responsibilities
The directors are responsible for preparing the Report of the directors 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

Statement 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
The auditors, Nortons Assurance Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

On behalf of the board:

M Lehrter - Director

29 March 2017

We have audited the financial statements of re:creation Group plc for the year ended 30 September 2016 on pages five to fifteen. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in 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 three, 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 Strategic report and the Report of the directors 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 the company's affairs as at 30 September 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Strategic report and the 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.

Anthony Campbell (Senior Statutory Auditor)
for and on behalf of Nortons Assurance Limited
Highlands House
Basingstoke Road
Spencers Wood
Reading
Berkshire
RG7 1NT

31 March 2017

Profit and Loss Account
For The Year Ended 30 September 2016

	Notes	2016 £	2015 £
Turnover		-	-
Administrative expenses		-	(30,061)
Operating loss	4	-	(30,061)
Interest payable and similar charges	5	(23,426)	(22,867)
Loss on ordinary activities before taxation		(23,426)	(52,928)
Tax on loss on ordinary activities	6	-	-
Loss for the financial year		(23,426)	(52,928)

The notes form part of these financial statements

Other Comprehensive Income
For The Year Ended 30 September 2016

	Notes	2016 £	2015 £
Loss for the year		(23,426)	(52,928)
Other comprehensive income		-	-
Total comprehensive income for the year		(23,426)	(52,928)

The notes form part of these financial statements

Balance Sheet
30 September 2016

	Notes	2016 £	2015 £
Fixed assets			
Investments	7	100,000	100,000
Creditors			
Amounts falling due within one year	8	(491,944)	(468,518)
Net current liabilities		(491,944)	(468,518)
Total assets less current liabilities		(391,944)	(368,518)
Capital and reserves			
Called up share capital	9	705,040	705,040
Retained earnings	10	(1,096,984)	(1,073,558)
Shareholders' funds		(391,944)	(368,518)

The financial statements were approved by the Board of Directors on 29 March 2017 and were signed on its behalf by:

M Lehrter - Director

The notes form part of these financial statements

Statement of Changes in Equity
For The Year Ended 30 September 2016

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 October 2014	705,040	(1,020,630)	(315,590)
Changes in equity			
Total comprehensive income	-	(52,928)	(52,928)
Balance at 30 September 2015	705,040	(1,073,558)	(368,518)
Changes in equity			
Total comprehensive income	-	(23,426)	(23,426)
Balance at 30 September 2016	705,040	(1,096,984)	(391,944)

The notes form part of these financial statements

Cash Flow Statement
For The Year Ended 30 September 2016

	Notes	2016 £	2015 £
Cash flows from operating activities			
Cash generated from operations	1	-	(36,311)
Interest paid		(23,426)	(22,867)
Net cash from operating activities		(23,426)	(59,178)
Cash flows from financing activities			
Loan from affiliate		23,426	59,178
Net cash from financing activities		23,426	59,178
Increase in cash and cash equivalents		-	-
Cash and cash equivalents at beginning of year		-	-
Cash and cash equivalents at end of year		-	-

The notes form part of these financial statements

Notes to the Cash Flow Statement
For The Year Ended 30 September 2016

1. **Reconciliation of loss before taxation to cash generated from operations**

	2016	2015
	£	£
Loss before taxation	(23,426)	(52,928)
Finance costs	23,426	22,867
	-	(30,061)
Decrease in trade and other creditors	-	(6,250)
Cash generated from operations	-	(36,311)

The notes form part of these financial statements

1. **Statement of compliance**

re:creation Group plc is a public limited company incorporated in England. The registered office is Unit 2 Meadows Business Park, Station Approach, Blackwater, Camberley, Surrey, GU17 9AB. The financial statements have been prepared in compliance with FRS 102. The entity has transitioned from previously extant UK GAAP to FRS 102 as at 1 October 2015. There has been no affect on the accounts from this transition.

2. **Accounting policies**

Basis of preparing and changes in accounting policies
These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic or Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

The accounting policies adopted are consistent with those of the previous financial year except in the current financial year, the Company has adopted all the new and revised standards which are effective for annual financial periods beginning on or after 1 January 2015. The adoption of these standards did not have any effect on the financial performance or position of the Company.

The financial statements are prepared in sterling which is the functional currency of the company.

Going concern
The accounts have been prepared previously on a going concern basis as at the relevant accounting dates no demand has been received from re:creation Limited, the principal creditor. That situation is no longer applicable however, in light of a financial claim from a previous international supplier, for which the Company acted as an agent, the Directors have received a demand for repayment of the secured loan from re:creation Limited which can only be repaid by a sale of the Company's sole asset. Accordingly, the Directors will obtain a value of the 25% interest in re:creation Limited in preparation to offering those shares for sale.

Preparation of consolidated financial statements
The financial statements contain information about re:creation Group plc as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 402 of the Companies Act 2006 not to prepare consolidated financial statements on the basis that its subsidiary is dormant and therefore not material for the purpose of giving a true and fair view.

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

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

Taxation
Current tax, including UK Corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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. Timing differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Current tax assets and liabilities are only offset when there is a legally enforceable right to set off the amounts the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if the Company has a legally enforceable right to set off current tax assets against current liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority and intend to settle current tax liabilities and assets on a net basis, or to realise the assets and liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

2. **Accounting policies - continued**

Investments
Investments are reflected at cost less any provision for impairment. Cost is measured as the nominal value of the shares issued.

Investments are assessed for indicators of impairment on an annual basis and any impairment loss is recognised in the income statement. An impairment loss is the difference between the asset's carrying value and the best estimate of the amount that would be received for the asset if it were sold at the balance sheet date.

Impairment losses are reversed in subsequent financial periods if the revised recoverable value of the financial asset does not lead to a revised carrying amount higher than the carrying value had no impairment been previously recognised.

Financial instruments
Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and liabilities are only offset in the Statement of Financial Position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends to either settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when the contractual rights to the cashflows from the financial asset expire or are settled, the Company transfer to another party substantially all of the risks and rewards of ownership of the financial asset, or the Company despite having retained some, but not all, significant risks and rewards of ownership has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

Impairment of non financial assets
Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as per below.

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

3. **Staff costs**

There were no staff costs for the year ended 30 September 2016 nor for the year ended 30 September 2015.

4. **Operating loss**

The operating loss is stated after charging:

	2016 £	2015 £
Directors' remuneration	-	-

4. **Operating loss - continued**

Auditors' remuneration of £4,150 (2015: £3,950) and fees for non audit services of £2,400 (2015: £2,300) have been borne by re:creation Limited, an associated company.

Directors' emoluments

All directors' emoluments have been borne by an associated company, re:creation Limited. The directors' services to the company do not occupy a significant amount of their time. As such these directors do not consider that they have received any remuneration for their incidental services to the company for the year ended 30 September 2016 and the year ended 30 September 2015.

5. **Interest payable and similar charges**

	2016	2015
	£	£
Inter-company interest	23,426	22,867

6. **Taxation**

Analysis of the tax charge
No liability to UK corporation tax arose on ordinary activities for the year ended 30 September 2016 nor for the year ended 30 September 2015.

Reconciliation of total tax charge included in profit and loss
The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	2016	2015
	£	£
Loss on ordinary activities before tax	(23,426)	(52,928)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 20% (2015 - 20%)	(4,685)	(10,586)
Effects of:		
Capital allowances in excess of depreciation	(699)	-
Utilisation of tax losses	5,384	4,574
Permanent timing differences	-	6,012
Total tax charge	-	-

7. **Fixed asset investments**

	Interest in associate
	£
Cost	
At 1 October 2015 and 30 September 2016	100,000
Net book value	
At 30 September 2016	100,000
At 30 September 2015	100,000

7. Fixed asset investments - continued

The company's investments at the Balance sheet date in the share capital of companies include the following:

Subsidiary

re:creation Asia Limited
Country of incorporation: Hong Kong
Nature of business: Dormant

	%
Class of shares:	holding
Ordinary	100.00

Associated company

re:creation Limited
Nature of business: Distributor of lifestyle games

	%
Class of shares:	holding
Ordinary	27.04

	31.3.16	31.3.15
	£	£
Aggregate capital and reserves	1,529,950	1,380,678
Profit for the year	149,272	219,610

8. Creditors: amounts falling due within one year

	2016	2015
	£	£
Amounts owed to group undertakings	491,944	468,518

There is a legal charge to the benefit of re:creation Limited over various trademarks owned by the company.

9. Called up share capital

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2016 £	2015 £
705,040	Ordinary	£1	705,040	705,040

10. Reserves

	Retained earnings £
At 1 October 2015	(1,073,558)
Deficit for the year	(23,426)
At 30 September 2016	(1,096,984)

11. Contingent liabilities

The Company has received notice of an action for damages under a Breach of Contract from a former international supplier in Georgia USA, with whom the Company has an Agency relationship. The directors consider this action completely without merit as it ignores documentation exchanged between the parties and a preliminary defence has been lodged. Accordingly, no provision has been made for the value of this claim.

12. Related party disclosures

re:creation Limited

Associate company

Accrued interest on the loan balance in the year totalled £23,426 (2015: £22,867).

re:creation Limited had paid legal and other fees on behalf of the company to allow the company to defend legal action and commence subsequent recovery action, against its former Managing Director totalling nil (2015: £30,061).

	2016	2015
	£	£
Amount due to related party at the balance sheet date	491,944	468,518

13. First year adoption

There is no transitional impact from the first year adoption of Financial Reporting Standard 102 and as a result there is no requirement to prepare a Reconciliation of Equity Statement.