

Registration number: 04943684

GALMARLEY LIMITED
ANNUAL REPORT AND CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2015

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GALMARLEY LIMITED

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GALMARLEY LIMITED
TRADING AS BULLIONVAULT.COM
COMPANY INFORMATION

Directors	P G Tustain G Lockwood T Levene
Company secretary	J Prytula
Registered office	12th Floor Landmark House Blacks Road London W6 9DP
Auditors	Albert Goodman LLP Mary Street House Mary Street Taunton Somerset TA1 3NW

GALMARLEY LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

The directors present their strategic report for the year ended 31 October 2015.

Business review

2015 results

In a flat market for precious metals the group made steady headway in the year to 31 October 2015. By the year end BullionVault has had 57,938 active users (2014: 53,783). In this, the ninth full year of trading bullion, sales amounted to £375m (2014 : £341m).

Profits before tax rose to £3.41m (2014: £2.58m).

Our custody revenues rose by a modest (3.5%). However these are ad-valorem charges and this was against a still falling gold price (-5%) so it reflects a continuing and satisfactory flow of bullion into the vaults. Gold tonnage stored was up slightly (+3.6%) and silver a bit more (+9.7%). These improvements continue to compare favourably against our peers.

User comments about us on independent sites remain strongly positive, which is a credit particularly to the quality of our personal style of customer service as well as to the exceptionally low prices at which we offer bullion and storage.

Our maintenance of that low pricing is possible because of the high level of automation of all routine transactions. We achieve this through continuing investment in systems via our substantial technical team which delivered improved services to our customers on target and throughout the year.

Galmarley Ltd invested £2m in a new business this year, WhiskyInvestDirect. Using the existing BullionVault technology, we have created an online trading exchange for maturing stocks of scotch whisky. This exchange is designed to modernise the way that Scotch Whisky companies trade stock amongst themselves. It also gives retail investors access to this historically profitable new asset class.

Gold

The gold price has continued weak, though less so, and has responded in the traditional way with a step up as financial markets have got nervous again in early 2016.

As at 31 Oct 2015 we were looking after 34.3 tonnes (2014 : 33.2 tonnes).

Silver

Silver prices did slip during the year, falling from \$15.40 to \$14.40 per oz.

As at 31 Oct 2015 we were looking after 534 tonnes (2014 : 488 tonnes).

Whisky

Prices for malt whisky remained firm during the year as global single malt sales continued to rise at approximately 5% per annum.

Grain whisky prices softened as blended whisky consumption in emerging markets weakened from their peak in 2013.

GALMARLEY LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

Headcount

During the year under review our staff headcount further reduced. We are now 33 (2014 : 35).

Financial strength

The group again made a substantial transfer to its reserves. It retains net shareholders' funds of £28.3 million (2014 : £25.9m) which sum is held in immediately marketable bullion, or in cash held at call.

The net assets per £1 ordinary share continued to grow, to £79 (2014 : £72).

Current market position and trading

We remain the leading supplier of main market gold bullion to the UK retail customer and we believe we are the global leader on the internet.

This current year (starting 1 November) had a good first three months. However this is starting to look like a seasonal pattern, as we now expect better than average months in November/December as well as in March and September. It is not likely to be a guide to annual profitability.

We remain at some risk from currency fluctuations. One of the ironies of having nearly £29m in shareholders' funds, some of which is invested in metals and other currencies, is that weak sterling makes us look very profitable, but means we must pay more in taxes, and a lot more for our gold.

There always seems to be some sort of global news-flow which merits comment. Plunging oil prices and negative interest rates are in the news at the moment, and gold which was poor in the first two months of this financial year is now bouncing back into positive territory - showing a \$50 per ounce gain since the end of the year. Our significant physical stock is approximately 90% hedged - a level which exposes us only minimally to movements in gold prices. What we like about changing bullion prices is the increasing client interest which usually follows.

We regard monetary policy's twin arms of zero rates and QE as an increasingly curious effort to manipulate the biggest markets of them all. It encourages us to retain a cautiously healthy degree of scepticism about policy and confidence in the gold and silver markets. Through another tough year BullionVault has performed comparatively well. We gained inventory, and increased profits and we continue with our success.

During the year, Galmarley made a £2m investment in a new venture - WhiskyInvestDirect. The BullionVault website has been modified to work for a second, tangible, tax efficient, 'alternative' investment: barrel whisky. Galmarley's extremely strong and liquid balance sheet allowed us to follow this course with minimal risk. The very large majority of our investment in the business is in maturing stocks, which current market conditions suggest are worth approximately the same as our £2m investment. In contrast to most start-ups, it is pleasing to have opened up a new opportunity, using existing technology, and without a significant cash-burn depleting the tangible, marketable, assets which underpin the business's finances. With WhiskyInvestDirect we have been able to benefit from a low-cost opportunity with significant potential, and minimal downside risk.

GALMARLEY LIMITED

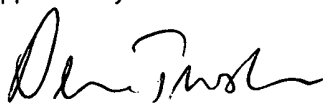
STRATEGIC REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

Results and dividends

An interim dividend of £0.70 per £1 ordinary share was paid during the year.

As there will be no imminent and organised liquidity event for shareholders, and because the group is sufficiently funded for all its operations, the directors recommend a 100% increase in the dividend. The group will pay a dividend of £1.40 per £1 ordinary share payable to holders of Galmarley Limited ordinary shares as at 9 February 2016.

Approved by the Board on 27/04/16 and signed on its behalf by:



.....
P G Tustain
Director

GALMARLEY LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

The directors present their report and the consolidated financial statements for the year ended 31 October 2015.

Directors of the company

The directors who held office during the year were as follows:

P G Tustain

G Lockwood

T Levene

Dr M Quierin (resigned 30 April 2015)

A Shishmanian (appointed 19 May 2015 and resigned 16 February 2016)

Financial risks

The group incurs certain risks in relation to financial transactions during the course of operating its business.

Financial risk management and objectives

The key objective in using financial transactions is the maintenance of a float of bullion and currency in order that the group's bullion trading computer programs have sufficient access to funds and bullion to be able to trade and settle trades on the BullionVault order board, where the rules require instantaneous settlement. This means any bullion sold on the order board by the group must already belong to the group, and be released into the vault before being sold, and any money used to bid for bullion must already be at the group's bank, and be capable of being immediately credited to the seller in cleared funds.

So, more specifically, the objectives of our financial transactions are:-

1. To ensure an immediately available inventory of US Dollars, Euros, Yen and Pounds Sterling, cleared in bank accounts, while not unduly exposing the group to currency risk.
2. To ensure an immediately available inventory of bullion vaulted in London, New York, Singapore, Toronto and Zurich, while not unduly exposing the group to risks of dramatic bullion price movements.

GALMARLEY LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

Policies

To meet these objectives the group engages in two main styles of financial transaction giving rise to material risk.

1. Gold and silver bullion trades. These are executed with reputable London bullion dealers. The group currently has accounts with three bullion dealing banks. All are members of the London Bullion Market Association. The group buys bullion from them usually for settlement within 24 or 48 hours and is required to pay before receipt of bullion, on the day settlement is due. Making that payment prior to delivery exposes the group to a counterparty default.

2. Trades giving rise to a long position in gold or a foreign group. Given that the group has shareholders' funds amounting to £28.3m this has to be held somehow. Leaving it all in sterling (or hedging positions to create a uniquely sterling based risk profile) eliminates any risk of nominal sterling profits or losses arising from rises or falls in the prices of currency and bullion. However that policy would run the risk of a slide in sterling's value significantly impairing the group's ability to buy bullion and FX for stock. In order to mitigate to some degree the risk of such a slide in sterling from impacting the business the group elects to maintain material positions in both bullion and foreign currency. Currently these do not exceed 50% of shareholders' funds. Holding assets which are not sterling gives rise to the possibility of both profits and losses, when, at the end of the year, the holding is presented at its then market value.

There is no material risk regarding the spot and forward currency transactions which the group also undertakes, as in these the amount owed (in one currency) is in value terms owing (in another currency), and both amounts are open with the same counterparty and/or settle at the same time.

The group is not at material risk from customer default because customers can only purchase bullion with cleared money already received by the group. Similarly customers can only sell bullion already in the custody of the group.

The whisky business is at an early stage so financially does not yet represent a significant part of our financial transactions nor does it give rise to a material risk.

GALMARLEY LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

Exposure to particular risks

Bullion supplier default

Before explaining the nature of the group's biggest risk it is important to point out that this risks only the group's money. Neither client money nor client bullion is exposed.

In our view the default of a market counterparty is the group's biggest direct financial risk. Although we always pay on the day settlement is due we could conceivably pay a counterparty in the morning for the afternoon delivery of bullion, which might not proceed if the counterparty were to fail after receiving our money, and before delivering us our bullion.

There is no 100% safe counterparty.

Our counterparties for bullion trades are all LBMA member firms. We have a number of suppliers so that we can avoid an undue concentration of counterparty risk. As far as we can we arrange our purchases to prevent too much being settled on one day with one counterparty.

We try to keep settlements below £5m and we are successful in more than 95% of cases. This does not reduce the risk of a default by a major bullion bank, but does somewhat reduce its consequence.

We would favour suppliers who segregate money upon receipt, and hold it segregated until we receive delivery of our bullion. Although there is still the risk of operational abuse by a provider (i.e. failure to segregate correctly when under duress) we believe segregation probably offers us better protection than balance sheet size, because modern balance sheets in the banking sector are not generally both comprehensive and credible.

But our major suppliers do not segregate our money upon receipt, which means they do not have to finance our purchase for one or two hours with their own funds. This benefits them in lower costs, and benefits us in their more competitive pricing.

This raises a question of judgment which the board keeps under review. We must weigh the risk of default in that two hour period against the higher pricing which goes with a segregated service. By exercising good judgment we would switch from a competitive unsegregated service to a less competitive but segregated service at any time which suggested increased risks of default, and we have to bear in mind that it is exactly when the risk of defaults increases that we are likely to be at our busiest.

GALMARLEY LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

Reporting currency risk

In view of the amounts of liquidity injected into the financial system since 2009 we regard it as a diminishing risk that we will see dramatic financial failures. There is, nevertheless, a risk of currency failure. This is as serious for us and places us and all other businesses in a difficult dilemma.

Again I stress this is a risk for the shareholders' funds and not for clients.

We report in Sterling, and manage our gold and FX positions so as to leave them essentially flat. But if we flatten our gold and foreign currency positions completely, then by definition our £28.3m of shareholders' funds are exposed to fluctuations in the purchasing power of Sterling.

A prolonged or dramatic fall in Sterling - which is still a material risk - would lose our shareholders a great deal of purchasing power, but not generate reportable or tax losses. It would limit our ability to buy gold and expand our business and it would reduce our balance sheet worth expressed - for example - in dollars.

Given the level of deficits and the general unreliability of Sterling as a store of value we must consider diversifying our shareholders' funds to other assets - whether that be currency, or gold, or something else again. The board must exercise a difficult judgment here. Howsoever we choose to distribute our shareholders funds across monetary assets we risk re-valuation losses. This risk is unavoidable unless we take the even bigger risk of putting all our eggs in the basket of Sterling.

Bank failure

Lloyds Bank continues to rebuild itself and - so far as its shares are concerned - is close to being entirely free from the British government's embrace. But it remains the case that its default would be very serious for Galmarley. There would be long delays before the company could reclaim anything.

Regarding the failure of Lloyds it is supposed to be the case that designated client accounts, such as those in which BullionVault users' money is kept, permit those clients to be individually protected by government backed deposit protection - up to the normal personal limits. Therefore BullionVault clients ought to remain protected to some extent in the event of a failure of Lloyds. Nevertheless with a failure of Lloyds it is unlikely that government protection applying on client funds would redeem client money either quickly, or completely, or with its original purchasing power. Additionally, the group's own funds would be materially above any deposit protection threshold.

We also have US dollars deposited at Wells Fargo. Whilst this appears to be one of the strongest banks in certainly the financially strongest country on Earth, for completeness we must reference that our business is exposed there too. This is automatic for anyone who has a reputational or financial interest in a bank's solvency.

GALMARLEY LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

Market risk

The group is exposed to movements in the gold price. It maintains an unhedged gold inventory of approximately 40kg which is allowed to float up and down by a maximum of 24kg before being corrected by a market trade.

We also keep up to about 30% (£8m) of our shareholders' funds in US\$.

We do not seek to hedge these balances entirely out of market risk. At current prices a maximum long of 64kg undergoing a two percent price fall in gold - which would be a sharp one day move - costs the company about £32,000 in inventory losses, which is easily absorbed by our financial strength. By the same token price rises produce similar inventory profits. The \$ position produces rather more violent swings, with a 1% move in \$/£ producing profit or loss of +/- £80,000.

Neither the gold nor US\$ positions, nor the smaller € or silver positions are considered a material risk.

Liquidity risk

The group only operates in bullion and currency markets both of which are among the deepest capital markets in the world. There is minimal risk of these markets becoming illiquid in normal circumstances. Gold has had by far the best long term record of deep and liquid markets of any financial asset in history.

All customers now have direct access to the London Bullion Market - the biggest bullion market in the world. In any marketplace nothing can guarantee a determined seller access to a willing buyer. However by providing direct dealing access to all our other customers, and direct access to the London Bullion Market, the risk of a failure of liquidity is in our opinion as low as it can reasonably be.

Cash flow risk

The group has no current material risk in terms of cash flow. The group has sufficient liquid assets to meet all expenses at the current level for 5 years - even in the absence of any revenues.

The group's assets are almost entirely held in currency and bullion which are both highly liquid, so excepting supplier default there is no realistic danger of not being able to raise any cash required in the short and medium term.

Other financial risks

The most material other financial risk to the business is customer fraud. In the course of normal business we pay large sums by bank wire to our customers; original funding bank account. We regard every substantial payment as having a potential for serious loss. Nevertheless we must pay our customers quickly and efficiently when they demand it. We maintain tight control of our procedures in this regard.

GALMARLEY LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 OCTOBER 2015

Other risks

The Directors believe that there are - as in any business - unquantifiable risks relating to, for example, reputation and unpredictable force majeure events. These are a general feature of a modern business environment, although there are no specific known instances to which the business is materially exposed.

Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the group's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditor is unaware of.

Reappointment of auditors

The auditors Albert Goodman LLP are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Approved by the Board on 27/04/16 and signed on its behalf by:



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P G Tustain
Director

GALMARLEY LIMITED

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 group and the company and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and 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 group's websites. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdiction.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GALMARLEY LIMITED

We have audited the financial statements of Galmarley Limited for the year ended 31 October 2015, set out on pages 14 to 37. 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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities (set out on page 11), 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 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 Strategic Report and 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GALMARLEY LIMITED

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.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 October 2015 and of the group's profit 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.



Alison Kerr FCA (Senior Statutory Auditor)
For and on behalf of Albert Goodman LLP, Statutory Auditor

Mary Street House
Mary Street
Taunton
Somerset
TA1 3NW

28 April 2016

GALMARLEY LIMITED**CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 OCTOBER 2015**

	Note	2015 £ 000	2014 £ 000
Turnover	2	375,196	341,009
Cost of sales		<u>(368,225)</u>	<u>(334,928)</u>
Gross profit		6,971	6,081
Administrative expenses		<u>(3,334)</u>	<u>(3,299)</u>
Group operating profit	3	3,637	2,782
Other interest receivable and similar income	7	13	3
Interest payable and similar charges	8	<u>(242)</u>	<u>(200)</u>
Profit on ordinary activities before taxation		3,407	2,584
Tax on profit on ordinary activities	9	<u>(798)</u>	<u>(581)</u>
Profit on ordinary activities after taxation		2,609	2,003
Minority interest		<u>43</u>	<u>-</u>
Profit for the financial year attributable to members of the parent company	19	<u><u>2,652</u></u>	<u><u>2,003</u></u>

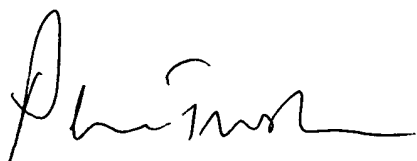
Turnover and operating profit derive wholly from continuing operations.

The group has no recognised gains or losses for the year other than the results above.

GALMARLEY LIMITED
CONSOLIDATED BALANCE SHEET AT 31 OCTOBER 2015

	Note	2015 £	2014 £ 000
Fixed assets			
Tangible fixed assets	11	29	18
		<u>29</u>	<u>18</u>
Current assets			
Stocks	13	20,354	17,526
Debtors	14	14,784	14,599
Cash at bank and in hand		17,437	15,645
		<u>52,575</u>	<u>47,770</u>
Creditors: Amounts falling due within one year	15	(20,347)	(19,722)
Net current assets		<u>32,228</u>	<u>28,048</u>
Total assets less current liabilities		32,256	28,066
Creditors: Amounts falling due after more than one year	16	(3,710)	(2,137)
Net assets		<u>28,546</u>	<u>25,929</u>
Capital and reserves			
Called up share capital	17	361	361
Share premium account	19	8,369	8,369
Profit and loss account	19	19,599	17,199
Shareholders' funds	20	28,328	25,929
Minority interest		218	-
Capital employed		<u>28,546</u>	<u>25,929</u>

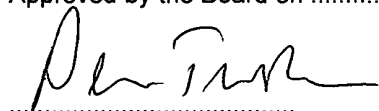
Approved by the Board on 27/4/16 and signed on its behalf by:



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P G Tustain
Director

GALMARLEY LIMITED**(REGISTRATION NUMBER: 04943684)****BALANCE SHEET AT 31 OCTOBER 2015**

	Note	2015 £ 000	2014 £ 000
Fixed assets			
Tangible fixed assets	11	29	18
Investments	12	2,000	-
		<u>2,029</u>	<u>18</u>
Current assets			
Stocks	13	17,783	17,526
Debtors	14	15,087	14,599
Cash at bank and in hand		16,389	15,645
		<u>49,260</u>	<u>47,770</u>
Creditors: Amounts falling due within one year	15	<u>(20,331)</u>	<u>(19,722)</u>
Net current assets		<u>28,928</u>	<u>28,048</u>
Total assets less current liabilities		30,957	28,066
Creditors: Amounts falling due after more than one year	16	<u>(2,155)</u>	<u>(2,137)</u>
Net assets		<u>28,802</u>	<u>25,929</u>
Capital and reserves			
Called up share capital	17	361	361
Share premium account	19	8,369	8,369
Profit and loss account	19	20,072	17,199
Shareholders' funds	20	<u>28,802</u>	<u>25,929</u>

Approved by the Board on 27/4/16 and signed on its behalf by:P G Tustain
Director

GALMARLEY LIMITED**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 OCTOBER
2015****Reconciliation of operating profit to net cash flow from operating activities**

	2015	2014
	£ 000	£ 000
Operating profit	3,637	2,782
Depreciation, amortisation and impairment charges	193	32
(Increase)/decrease in stocks	(2,828)	124
Increase in debtors	(227)	(4,493)
Increase in creditors	1,818	3,953
Net cash inflow from operating activities	<u>2,593</u>	<u>2,399</u>

Cash flow statement

	2015	2014
	£ 000	£ 000
Net cash inflow from operating activities	<u>2,593</u>	<u>2,399</u>
Returns on investments and servicing of finance		
Interest received	13	3
Interest paid	(242)	(200)
	(229)	(198)
Tax paid	(441)	(399)
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(27)	(7)
Acquisitions and disposals		
Net cash acquired in subsidiary	83	-
Equity dividends paid	(253)	(120)
Net cash inflow before management of liquid resources and financing	<u>1,727</u>	<u>1,675</u>
Financing		
Value of new loans obtained during the period	65	-
Repayment of loans and borrowings	-	(951)
	<u>65</u>	<u>(951)</u>
Increase in cash	<u>1,792</u>	<u>725</u>

GALMARLEY LIMITED**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 OCTOBER
2015**

Reconciliation of net cash flow to movement in net debt

	Note	2015 £ 000	2014 £ 000
Increase in cash		1,792	725
Cash inflow from increase in loans		(65)	-
Cash outflow from repayment of loans		-	951
Cash inflow from increase in other debt		<u>(1,555)</u>	<u>-</u>
Change in net debt resulting from cash flows	23	<u>172</u>	<u>1,675</u>
 Movement in net debt	23	172	1,675
Net funds at 1 November	23	<u>8,437</u>	<u>6,762</u>
Net funds at 31 October	23	<u><u>8,609</u></u>	<u><u>8,437</u></u>

GALMARLEY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 OCTOBER 2015

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards, modified to include some items at market value as detailed below.

Basis of consolidation

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 October 2015.

Subsidiary undertakings are included using the acquisitions method of accounting. Under this method the group profit and loss account and statement of cashflows include the results and cashflows of subsidiaries from the date of acquisition and to the date of sale outside the group in the case of disposals of subsidiaries. The purchase consideration has been allocated to the assets and liabilities on the basis of fair value at the date of acquisition.

No profit and loss account is presented for the company as permitted by Section 408 of the Companies Act 2006. Its profit for the financial year was £3,125,474 (2014 - £2,003,121).

Turnover

Turnover represents amounts receivable for the sale of bullion, whisky and related services as part of a composite supply of services to customers and includes interest earned on client accounts.

Turnover for the sale of bullion and whisky is recognised at the point of settlement and ancillary services when provided. Interest is recognised on an accruals basis.

Goodwill

Positive goodwill is capitalised, classified as an asset on the balance sheet and amortised on a straight line basis over its useful economic life. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

If a subsidiary, associate or business is subsequently sold or closed, any goodwill arising on acquisition that was written off directly to reserves or that has not been amortised through the profit and loss account is taken into account in determining the profit or loss on sale or closure.

Amortisation

Amortisation is provided on intangible fixed assets so as to write off the cost, less any estimated residual value, over their expected useful economic life as follows:

Asset class

Goodwill

Amortisation method and rate

Over its expected useful economic life

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Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows:

Asset class	Depreciation method and rate
Fixtures, fittings and equipment	33.33% straight line
Short leasehold improvements	Straight line over the life of the lease

Stock

Stock consists of gold bullion, silver bullion and whisky held by the group.

Gold and silver bullion stocks are valued at the closing pm fix as determined by the London Bullion Market Association at the balance sheet date. Changes in the valuation are recorded in the profit and loss account.

Whilst this policy is consistent with that adopted by similar businesses it is not in accordance with the requirements of SSAP 9, Stocks and long term contracts, which requires stocks to be valued at the lower of cost and net realisable value. The directors consider the policy of valuing stocks at net realisable market value to be necessary to show a true and fair view to reflect the intrinsic nature of the stock being tradeable on a ready market. This is wholly consistent with the operation of the group's business. It is not possible to quantify the impact of departing from SSAP 9 as historic information regarding original cost has no application to the business and is therefore not available.

Whisky stocks are valued at the lower of cost and net realisable value, after due regard for obsolete and slow moving stocks. Net realisable value is based on selling price less anticipated costs to completion and selling costs.

Client accounts

The group operates separately designated client accounts in each currency in which the company trades. Customers are only able to purchase bullion once the group has received cleared money and this money is paid to and held in the separately designated client accounts. As these amounts are held within designated client accounts and beneficial entitlement is retained by the customers, these cash balances are not included in the balance sheet of the group.

Foreign currency

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

Office premises leasing

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

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Financial instruments

Debtors and creditors include amounts due for settlement under gold and silver contracts and spot foreign exchange contracts. These amounts are valued at market prices prevailing at the balance sheet date. Changes in the valuation are recorded via the profit and loss account.

Share based payments

The group has entered into equity-settled share based payment transactions with its employees. The fair value of the share options granted is recognised over the vesting period to reflect the value of the employee services received with a corresponding increase in equity. Taking into account the inherent uncertainty in determining the fair value of options, where the fair value is considered not to be material, no amounts are recognised in the period.

Pensions

The group operates a defined contribution pension scheme. Contributions are recognised in the profit and loss account in the period in which they become payable in accordance with the rules of the scheme.

2 Turnover

The group's income is derived from its activities of enabling its customers to buy and sell gold, silver and whisky via the internet and arranging the custody of the gold, silver and whisky owned by its customers which is considered by the directors to be a single global market.

	2015	2014
	£ 000	£ 000
BullionVault	374,532	341,009
WhiskyInvestDirect	664	-
	<u>375,196</u>	<u>341,009</u>

3 Operating profit

Operating profit is stated after charging:

	2015	2014
	£ 000	£ 000
Operating leases - other assets	175	142
Depreciation of owned assets	16	32
Amortisation	177	-
Auditor's remuneration	<u>69</u>	<u>36</u>

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4 Auditor's remuneration

	2015 £ 000	2014 £ 000
Audit of the financial statements	46	31
Fees payable to the group's auditor and its associates for other services:		
The audit of the company's subsidiaries' annual accounts	7	-
Taxation compliance services	5	2
Other services	10	3
	23	5
	69	36

£46,000 (2014 - £31,000) of the fee for auditing the financial statements and £10,000 (2014 - £5,000) of other fees to auditors relates to the company.

5 Particulars of employees

The average number of persons employed by the group (including directors) during the year, analysed by category was as follows:

	2015 No.	2014 No.
Directors	4	4
Development and support staff	33	36
	37	40

The aggregate payroll costs were as follows:

	2015 £ 000	2014 £ 000
Wages and salaries	1,873	2,092
Social security costs	183	216
Staff pensions	81	35
	2,137	2,343

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6 Directors' remuneration

The directors' remuneration for the year was as follows:

	2015 £ 000	2014 £ 000
Remuneration	<u>81</u>	<u>81</u>

7 Other interest receivable and similar income

	2015 £ 000	2014 £ 000
Bank interest receivable	13	-
Other interest receivable	<u>-</u>	<u>3</u>
	<u>13</u>	<u>3</u>

8 Interest payable and similar charges

	2015 £ 000	2014 £ 000
Other interest payable	225	200
Preference share dividends	<u>17</u>	<u>-</u>
	<u>242</u>	<u>200</u>

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9 Taxation

Tax on profit on ordinary activities

	2015 £ 000	2014 £ 000
Current tax		
Corporation tax charge	<u>798</u>	<u>581</u>

Factors affecting current tax charge for the year

Tax on profit on ordinary activities for the year is higher than (2014 - higher than) the standard rate of corporation tax in the UK of 20.41% (2014 - 21.83%).

The differences are reconciled below:

	2015 £ 000	2014 £ 000
Profit on ordinary activities before taxation	<u>3,407</u>	<u>2,584</u>
Corporation tax at standard rate	695	564
Capital allowances in excess of depreciation	32	4
Non deductible expenses	11	-
Unrelieved tax losses carried forward	59	-
Other differences	<u>-</u>	<u>13</u>
Total current tax	<u>798</u>	<u>581</u>

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10 Intangible fixed assets

Group

	Goodwill £ 000	Total £ 000
Cost		
Additions	177	177
At 31 October 2015	177	177
Amortisation		
Charge for the year	177	177
At 31 October 2015	177	177
Net book value		
At 31 October 2015	-	-

During the year the group acquired 87.5% of WhiskyInvestDirect Limited for £2,000,000 which gave rise to goodwill of £177,000. There were no fair value adjustments to the net assets on acquisition.

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11 Tangible fixed assets

Group

	Short leasehold land and buildings £ 000	Fixtures and fittings £ 000	Total £ 000
Cost or valuation			
At 1 November 2014	72	184	257
Additions	-	27	27
At 31 October 2015	72	211	284
Depreciation			
At 1 November 2014	72	167	239
Charge for the year	-	16	16
At 31 October 2015	72	183	255
Net book value			
At 31 October 2015	-	29	29
At 31 October 2014	-	18	18

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Company

	Short leasehold land and buildings £ 000	Fixtures and fittings £ 000	Total £ 000
Cost or valuation			
At 1 November 2014	72	184	257
Additions	-	27	27
At 31 October 2015	72	211	284
Depreciation			
At 1 November 2014	72	167	239
Charge for the year	-	16	16
At 31 October 2015	72	183	255
Net book value			
At 31 October 2015	-	29	29
At 31 October 2014	-	18	18

12 Investments held as fixed assets

Company

	2015 £ 000	2014 £ 000
Shares in group undertakings and participating interests	2,000	-

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Shares in group undertakings and participating interests

	Subsidiary undertakings £ 000	Total £ 000
Cost		
Additions	2,000	2,000
At 31 October 2015	2,000	2,000
Net book value		
At 31 October 2015	2,000	2,000

Details of undertakings

Details of the investments in which the group holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings			
BullionVault Limited	Ordinary	100%	Dormant (active in 2015/16)
BullionVault Clients Limited	Ordinary	100%	Holding of client assets
BullionVault Inc.	Ordinary	100%	Business development
WhiskyInvestDirect Limited	Ordinary	87.5%	Whisky peer to peer trading platform
James Eadie Limited	Ordinary	87.5%	Specialist whisky developer

13 Stocks

	Group		Company	
	2015 £ 000	2014 £ 000	2015 £ 000	2014 £ 000
Gold bullion	13,071	12,761	13,071	12,761
Silver bullion	4,712	4,765	4,712	4,765
Whisky	2,571	-	-	-
	<u>20,354</u>	<u>17,526</u>	<u>17,783</u>	<u>17,526</u>

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14 Debtors

	Group		Company	
	2015	2014	2015	2014
	£ 000	£ 000	£ 000	£ 000
Main market bullion settlements *	14,061	12,581	14,061	12,581
Foreign exchange trade receivables *	164	842	164	842
Amounts owed by group undertakings	-	-	319	-
Other debtors *	478	1,061	465	1,061
Prepayments and accrued income	82	116	79	116
	<u>14,784</u>	<u>14,599</u>	<u>15,087</u>	<u>14,599</u>

* Generally, these amounts are settled within 48 hours.

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15 Creditors: Amounts falling due within one year

	Group		Company	
	2015	2014	2015	2014
	£ 000	£ 000	£ 000	£ 000
Trade creditors	28	28	28	28
Main market bullion settlements *	13,945	12,373	13,945	12,373
Foreign exchange trade payables *	162	838	162	838
Other loans	5,117	5,070	5,117	5,070
Amounts owed to group undertakings	-	-	32	-
Corporation tax	315	-	315	-
Other taxes and social security	56	76	83	76
Other creditors *	108	767	91	767
Accruals and deferred income	615	569	557	569
	<u>20,347</u>	<u>19,722</u>	<u>20,331</u>	<u>19,722</u>

* Generally, these amounts are settled within 48 hours.

Other loans include £5,107,000 (2014 - £5,059,000) in respect of loans denominated in gold and £11,000 (2014 - £11,000) of loans denominated in silver. These loans are repayable in gold or silver bullion respectively and the liability has been valued at the relevant closing pm fix as determined by the London Bullion Market Association. Interest on this debt is payable at 1.25%. Redemption of these loans can be made at any time by way of one months notice given by either the group or the lender. These loans of bullion are from individuals to the group and there is no impact on the segregation of the bullion owned by BullionVault customers.

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16 Creditors: Amounts falling due after more than one year

	Group		Company	
	2015	2014	2015	2014
	£ 000	£ 000	£ 000	£ 000
Preference shares	1,555	-	-	-
Other loans	2,155	2,137	2,155	2,137
	<u>3,710</u>	<u>2,137</u>	<u>2,155</u>	<u>2,137</u>

The loans due in more than one year relate to loans denominated in gold bullion of £2,004,000 (2014 - £1,985,000) and silver bullion of £151,000 (2014 - £152,000).

The gold and silver loans have no final maturity date and can only be repaid with the agreement of the group. It is the intention that these are long term loans to the group. As with the gold and silver loans due in less than one year, the loans are repayable in gold and silver respectively and the liability has been valued at the relevant closing pm fix as determined by the London Bullion Market Association. Interest on these loans is payable at 7% per annum and is computed on the value of the gold and silver loans respectively based on the value of gold or silver at 31 March each year.

17 Share capital

Allotted, called up and fully paid shares

	2015		2014	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £1 each	<u>361</u>	<u>361</u>	<u>361</u>	<u>361</u>

18 Dividends

	2015	2014
	£ 000	£ 000
Dividends paid		
Current year interim dividend paid	<u>253</u>	<u>120</u>

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19 Reserves

Group

	Share premium account £ 000	Profit and loss account £ 000	Total £ 000
At 1 November 2014	8,369	17,199	25,568
Profit for the year	-	2,652	2,652
Dividends	-	(253)	(253)
At 31 October 2015	<u>8,369</u>	<u>19,599</u>	<u>27,968</u>

Company

	Share premium account £ 000	Profit and loss account £ 000	Total £ 000
At 1 November 2014	8,369	17,199	25,568
Profit for the year	-	3,125	3,125
Dividends	-	(253)	(253)
At 31 October 2015	<u>8,369</u>	<u>20,072</u>	<u>28,441</u>

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20 Reconciliation of movement in shareholders' funds

Group

	2015 £ 000	2014 £ 000
Profit attributable to the members of the group	2,652	2,003
Dividends	(253)	(120)
Net addition to shareholders' funds	2,399	1,883
Shareholders' funds at 1 November	25,929	24,046
Shareholders' funds at 31 October	<u>28,328</u>	<u>25,929</u>

Company

	2015 £ 000	2014 £ 000
Profit attributable to the members of the company	3,125	2,003
Dividends	(253)	(120)
Net addition to shareholders' funds	2,873	1,883
Shareholders' funds at 1 November	25,929	24,046
Shareholders' funds at 31 October	<u>28,802</u>	<u>25,929</u>

21 Pension schemes

Defined contribution pension scheme

The group operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the group to the scheme and amounted to £81,000 (2014 - £35,000).

GALMARLEY LIMITED
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22 Commitments

Operating lease commitments

Group

As at 31 October 2015 the group had annual commitments under non-cancellable operating leases as follows:

Operating leases which expire:

	2015 £ 000	2014 £ 000
Land and buildings		
Within one year	<u>152</u>	<u>143</u>

Company

As at 31 October 2015 the company had annual commitments under non-cancellable operating leases as follows:

Operating leases which expire:

	2015 £ 000	2014 £ 000
Land and buildings		
Within one year	<u>152</u>	<u>143</u>

23 Analysis of net debt

	At 1 November 2014 £ 000	Cash flow £ 000	At 31 October 2015 £ 000
Cash at bank and in hand	15,645	1,792	17,437
Debt due within one year	(5,070)	(47)	(5,117)
Debt due after more than one year	(2,138)	(1,573)	(3,711)
Net funds	<u>8,437</u>	<u>172</u>	<u>8,609</u>

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24 Related party transactions

Other related party transactions

During the year the group made the following related party transactions:

P G & F J Tustain

(Director & close family)

During the year the company paid dividends totalling £105,059 (2014 - £49,903) to P G Tustain.

P G Tustain has made personal purchases of whisky from the group totalling £289,932 which have been fully settled as a normal client paying in personal funds.

Included within other creditors due in more than one year are loans of gold and silver to the group to support its trading activities. Interest is paid at 7% pa based on the valuation of gold or silver at 31 March each year and interest of £125,000 (2014 - £110,000) has been charged to the profit and loss account. These loans have no final maturity date and can only be redeemed with the agreement of the group. At the balance sheet date the amount due to P G & F J Tustain was £1,694,000 (2014 - £1,680,000).

P G Tustain's pension scheme

(Pension scheme of a director)

Included within creditors due in more than one year is a loan to the company of gold. Interest is paid at 7% pa based on the valuation of gold at 31 March each year and interest of £18,000 (2014 - £16,000) has been charged to the profit and loss account. This loan is provided by the pension scheme to the group on the same terms as the gold and silver loans from P G Tustain. At the balance sheet date the amount due to P G Tustain's pension scheme was £244,000 (2014 - £242,000).

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group.

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25 Share based payment

During the year ended 31 October 2006, the group established a government approved share options scheme known as Company Share Options Plans (CSOP).

The option schemes are described below:

Type of arrangement	Company Share Option Plan	Company Share Option Plan
Date of grant	29 July 2006	7 December 2007
Number granted	16,000	3,890
Contractual life	10 years	10 years

The estimated fair value at the date of grant of each share option granted, based on a Directors valuation taking into account the factors at the date of grant as required by FRS 20 Share Based Payment, was £nil.

	2015	2015	2014	2014
	Number of options	Weighted average exercise price £	Number of options	Weighted average exercise price £
Outstanding at start of year	2,217	30.00	2,217	30.00
Granted	-	-	-	-
Exercised	-	-	-	-
Outstanding at end of year	2,217	30.00	2,217	30.00
Exercisable at end of year	2,217	30.00	2,217	30.00

The options granted on 29 July 2006 have an exercise price of £10, and as at the balance sheet date the remaining contractual life is 1 year. At the year end, all options had been exercised.

The options granted on 7 December 2007 have an exercise price of £30 and as at the balance sheet date have a remaining contractual life of 3 years. The options can be exercised in stages, with no options exercised during the year. At the year end all 2,217 options could be exercised. For these options, the last possible exercise date is 31 December 2017.

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During the year ended 31 October 2013, the group established a government approved Enterprise Management Incentive (EMI) share option scheme.

The option scheme is described below:

Type of arrangement	EMI
Date of grant	1 May 2013
Number granted	9,316
Contractual life	10 years

The directors have considered the fair value at the date of grant of each share option granted as required by FRS 20 Share Based Payment. Taking into account the uncertainty of the various inputs to option pricing models for this and similar companies, the directors consider that the fair value of the share options granted would not lead to a material profit and loss charge being required in these accounts and accordingly no share based payment charge has been made.

	2015	2015	2014	2014
	Number of options	Weighted average exercise price £	Number of options	Weighted average exercise price £
Outstanding at start of year	9,316	174.93	8,571	176.54
Granted	-	-	745	156.36
Forfeited	-	-	-	-
Exercised	-	-	-	-
Outstanding at end of year	9,316	174.93	9,316	174.93
Exercisable at end of year	7,131	175.98	4,802	169.42

The share options granted on 1 May 2013 have varying exercise prices and vesting periods.

Options over 6,708 share are exercisable at £156.36, options over 1,863 shares are exercisable at £192.78, and options over 745 shares are exercisable at £297.44.

At the balance sheet date, 7,131 options could be exercised with further options being able to be exercised at various dates until 1 May 2018.