HERMITAGE CAPITAL MANAGEMENT (UK) LIMITED FINANCIAL STATEMENTS 28 FEBRUARY 2015

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COMPANY INFORMATION

Director IS Cherkasov

Company secretary I'S Cherkasov

Registered number 05775751

Registered office **Grafton House** 2-3 Golden Square

London W1F9HR

Independent auditor Blick Rothenberg LLP

Chartered Accountants & Statutory Auditor 16 Great Queen Street

Covent Garden London WC2B 5AH

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DIRECTOR'S REPORT FOR THE YEAR ENDED 28 FEBRUARY 2015

The director presents his report and the financial statements for the year ended 28 February 2015.

Directors

The directors who served during the year were:

I S Cherkasov V Kleyner

On 30 January 2015 V Kleyner resigned as a director.

Disclosure of information to auditor

The director at the time when this director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company and the group's auditor is unaware, and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any
 relevant audit information and to establish that the company and the group's auditor is aware of that
 information.

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

24 Nov 2015

18 Cherkasov

Director

Date:

DIRECTOR'S RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 28 FEBRUARY 2015

The director is responsible for preparing the director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and the group and the profit or loss of the group for that period. In preparing these financial statements, the director is required to:

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

The director is 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 the group and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HERMITAGE CAPITAL MANAGEMENT (UK) LIMITED FOR THE YEAR ENDED 28 FEBRUARY 2015

We have audited the financial statements of Hermitage Capital Management (UK) Limited for the year ended 28 February 2015, set out on pages 6 to 19. 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 director and auditor

As explained more fully in the director's responsibilities statement, the director is 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 group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the director's report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 28 February 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 director's report for the financial year for which the financial statements are prepared is consistent with the financial statements.

HERMITAGE CAPITAL MANAGEMENT (UK) LIMITED INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HERMITAGE CAPITAL MANAGEMENT (UK) LIMITED FOR THE YEAR ENDED 28 FEBRUARY 2015

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemption from the requirement to prepare a group strategic report or in preparing the director's report.

Blick Rothanton LLP

Nils Schmidt-Soltau (senior statutory auditor)

for and on behalf of Blick Rothenberg LLP.

Chartered Accountants Statutory Auditor

16 Great Queen Street Covent Garden London WC2B 5AH

Date: 26 November 2015

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 28 FEBRUARY 2015

		÷	
	Note	2015 C	2014 £
		~	
Turnover	. 2	97,709	562,971 ·
Administrative expenses		(1,226,944)	(1,325,627)
Other operating income	3	1,174,265	298,371
Operating profit/(loss)	4	45,030	(464,285)
Interest receivable and similar income	7	122	2,070
Profit/(loss) on ordinary activities before taxation		45,152	(462,215)
Tax on profit/(loss) on ordinary activities	8		3,764
Profit/(loss) on ordinary activities after taxation		45,152	(458,451)
Minority interests		(389,000)	(619,000)
Loss for the financial year	15	(343,848)	(1,077,451)

All amounts relate to continuing operations.

There were no recognised gains and losses for 2015 or 2014 other than those included in the profit and loss account.

REGISTERED NUMBER: 05775751

HERMITAGE CAPITAL MANAGEMENT (UK) LIMITED

CONSOLIDATED BALANCE SHEET AS AT 28 FEBRUARY 2015

Note	£	2015 £	£	2014 £
		,		, -
9 .		62,640		99,016
11	243,625		243, 6 25	
11	1,163,369		1,230,316	
	227,387		299,198	•
	1,634,381	•	1,773,139	
12	(283,621)	٠.	(109,407)	· ·
		1,350,760		1,663,732
		1,413,400		1,762,748
•			•	
14	•	48,090		48,090
15		1,354,310		1,698,158
16		1,402,400	•	1,746,248
		11,000		16,500
		1,413,400		1,762,748
	9 11 11 12	9 11	Note £ £ 9 62,640 11 243,625 11 1,163,369 227,387 1,634,381 12 (283,621) 1,350,760 1,413,400 14 48,090 15 1,354,310 16 1,402,400 11,000	Note £ £ £ 9 62,640 11 243,625 243,625 11 1,163,369 1,230,316 227,387 299,198 1,634,381 1,773,139 12 (283,621) (109,407) 1,350,760 1,413,400 14 48,090 15 1,354,310 16 1,402,400 11,000 11,000

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

JS Cherkasov Director

Date: 24 Nov 2015

COMPANY BALANCE SHEET AS AT 28 FEBRUARY 2015

•		• •	•		
	Note	ç	2015 £	£	2014 £
Fixed assets	Hote	~		2	, ~
Investments	10	:	264,000	• •	258,500
Current assets Debtors: amounts falling due after more than					,
one year	- 11	381,125		381,125	
Debtors: amounts falling due within one year	-11	1,149,245	•	1,198,346	
Cash at bank and in hand		55,013	•	70,697	
		1,585,383		1,650,168	
Creditors: amounts falling due within one year	12	(463,453)		(96,394)	
Net current assets			1,121,930		1,553,774
Net assets		·	1,385,930	•	1,812,274
Capital and reserves					-
Called up share capital	14	•	48,090		48,090
Profit and loss account	15	•	1,337,840		1,764,184
Shareholders' funds	16		1,385,930		1,812,274

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

1S Cherkasov Director

Date: 24 Nov 2015

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 28 FEBRUARY 2015

	Note	2015 £	2014 £
Net cash flow from operating activities	17	322,567	643,776
Returns on investments and servicing of finance	· 18	(394,378)	(625,180)
Taxation	•	- .	62,404
Capital expenditure and financial investment	18	-	(2,094)
(Decrease)/Increase in cash in the year		(71,811)	78,906

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS FOR THE YEAR ENDED 28 FEBRUARY 2015

	2015	2014
	2	· £
(Decrease)/Increase in cash in the year	(71,811)	78,906
Movement in net funds in the year	(71,811)	78,906
Net funds at 1 March 2014 / 1 March 2013	299,198	220,292
Net funds at 28 February 2015 / 28 February 2014	227,387	299,198

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

1.2 Going concern

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence and meet its liabilities as they fall due for the foreseeable future, being a period of at least twelve months from the date these financial statements were approved. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

1.3 Basis of consolidation

The financial statements consolidate the accounts of Hermitage Capital Management (UK) Limited and its subsidiary undertaking, Hermitage Capital LLP.

1.4 Turnover

Turnover is recognised to the extent that the company obtains the right to consideration in exchange for its performance.

Turnover is measured at the fair value of the consideration received or receivable for investment research services provided during the year, exclusive of Value Added Tax.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Leasehold improvements

straight line over the length of the lease

Fixtures and fittings
Office equipment

1.6 Operating leases

20% straight line25% straight line

•

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

`Rental income receivable on subletting is accounted for in equal instalments over the period of the lease and is included under other operating income.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

1. Accounting policies (continued)

1.7 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.8 Foreign currencies.

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the profit and loss account.

1.9 Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

1.10 Investments

Investments in subsidiaries are valued at cost less provision for impairment.

2. Turnover

The whole of the turnover is attributable to the principal activity of the group.

All turnover arose overseas.

3. Other operating income

2015		2014
3		£
1,174,265	: •	298,371

Other operating income

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

4.	Operating profit/(loss	(;

The operating profit/(loss) is stated after charging:

	2015	. 2014
	3	£
Depreciation of tangible fixed assets:		
- owned by the group	36,376	42,838
Auditor's remuneration	18,000	22,000
Auditor's remuneration - non-audit	28,733	34,466
Operating lease rentals:		•
- other operating leases	185,346	185,346
	·	

Auditor's fees for the company were £10,000 (2014: £10,000). Other non-audit services provided by the auditor comprise taxation services and general commercial advice fees of £24,183 (2014: £34,446).

5. Staff costs

Staff costs, including directors' remuneration, were as follows:

	•	2015 . £	£ 2014
Wages and salaries Social security costs		314,244 34,208	347,963 42,342
		348,452	390,305

The average monthly number of employees, including directors, during the year was as follows:

	•	2015 No.	2014 No.
Administrative Management		8 2	8 2
		10	10

6. Directors' emoluments

	2015 £	2014 £
Emoluments including partnership profit allocations	229,400	232,200

The highest paid director received remuneration of £114,700 (2014 - £116,100).

Directors' emoluments include partnership profit allocations earned through Hermitage Capital LLP.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

7.	Interest receivable		
		2015 £	2014 £
	Other interest receivable	122	2,070
		•	
8.	Taxation		
		2015 £	2014 £
	UK corporation tax charge/(credit) on profit/loss for the year	· •	(3,764)
	Factors affecting tax charge for the year		
	The tax assessed for the year is lower than (2014 - lower than) the sta UK of 21% (2014 - 23%). The differences are explained below:	ndard rate of corpora	ation tax in the
• :		2015 £	2014 £
	Profit/loss on ordinary activities before tax	45,152	(462,215)
	Profit/loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 21% (2014 - 23%)	9,482	(106,695)
	Effects of:		•
	Expenses not deductible for tax purposes Depreciation for year in excess of capital allowances Utilisation of tax losses Adjustments to tax charge in respect of prior periods Profits allocated to minority interest Unrelieved tax losses carried forward	19,776 3,221 (6,558) - (25,921)	16,292 3,932 (3,764) 86,471
	Current tax charge/(credit) for the year (see note above)		. (3,764)

Factors that may affect future tax charges

The company and the group have estimated tax losses of £340,000 (2014: £370,000) available for carry forward against future trading profits.

There is a potential deferred tax asset of approximately £68,000 (2014: £74,000), which has not been recognised in the financial statements due to the uncertainty concerning the timescale as to its recoverability.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

9.	Tangible	fixed	assets
----	----------	-------	--------

Group	Leasehold improvements £	Fixtures & fittings	Office equipment £	Total £
Cost		• •		•
At 1 March 2014 and 28 February 2015	291,425	89,961	281,338	662,724
Depreciation				
At 1 March 2014 Charge for the year	203,989 28,965	89,961 -	269,758 7,411	563,708 36,376
At 28 February 2015	232,954	89,961	277,169	600,084
Net book value	•	· · · · · · · · · · · · · · · · · · ·		
At 28 February 2015	58,471	<u>.</u>	4,169	62,640
At 28 February 2014	87,436	-	11,580	99,016

Fixed asset investments

Subsidiary undertakings

Details of the company's subsidiary undertaking are as follows:

Name Principal activity **Country of** incorporation

Hermitage Capital LLP

Investment advice

United Kingdom

The company controls 96.0% (2014: 94%) of the voting rights in Hermitage Capital LLP.

		Investment in subsidiary undertaking
Company		3
Cost or valuation		
At 1 March 2014 Additions		258,500 5,500
At 28 February 2015		264,000
Net book value		
At 28 February 2015		264,000
At 28 February 2014		258,500
	•	

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

11. Debtors

	Group		Company
2015 £	2014 £	2015 £	2014 £
- 243,625	243,625 _.	137,500 243,625	137,500 243,625
243,625	243,625	381,125	381,125
	Group		Company
2015	2014	2015	2014
£	£	£	£
• .	854,926	•	846,087
1,147,236	313,250	1,133,112	293,929
16,133	62,140	16,133	58,330
1,163,369	1,230,316	1,149,245	1,198,346
	243,625 243,625 2015 £ 1,147,236 16,133	2015 2014 £ £ 243,625 243,625 243,625 243,625 Group 2015 2014 £ £ - 854,926 1,147,236 313,250 16,133 62,140	2015 2014 2015 £ £ £ 243,625 243,625 243,625 243,625 243,625 381,125 Group 2015 £ £ £ 1,147,236 313,250 1,133,112 16,133 62,140 16,133

12. Creditors:

Amounts falling due within one year

		Group		Company
	2015 £	2014 £	2015 £	2014 £
Trade creditors	9,433	-	9,433	-
. Amounts owed to group undertakings	215,820	, -	404,657	-
Other taxation and social security	999	1,013	•	5 = 35
Other creditors	37,369	79,034	37,363	67,034
Accruals and deferred income	20,000	29,360	12,000	29,360
	283,621	109,407	463,453	96,394

13. Related party transactions

The company has taken advantage of the exemption contained in FRS 8 "Related Party Disclosures" from disclosing transactions with entities which are a wholly owned part of the group.

During the year, the group recharged expenses of £893,609 (2014: £156,234) to Hermitage Entertainment Limited, a company under common control. Amounts receivable as at the year end amounted to £1,090,034 (2014: £156,234).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

14.	Share capital		
•		2015	2014
•		£	£
	Allotted, called up and fully paid	· · · · · ·	
	48,090 Ordinary shares of £1 each	48,090	48,090
	•		
15.	Reserves		
			Profit and
			loss account
	Group		3
•	At 1 March 2014		1,698,158
•	Loss for the financial year		(343,848)
•	At 28 February 2015		1,354,310
	•	,	-
			Profit and
			loss account
	Company	•	£ .
	At 1 March 2014		1,764,184
	Loss for the financial year		(426,344)
	At 28 February 2015	·	1,337,840

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

16.	Reconciliation of movement in shareholders' funds		
		2015	2014
	Group	£	£
•	Opening shareholders' funds Loss for the year	1,746,248 (343,848)	2,823,699 (1,077,451)
	Closing shareholders' funds	1,402,400	1,746,248
	Company	2015 £	2014 £
	Opening shareholders' funds	1,812,274	2,824,785
	Loss for the financial year	(426,344)	(1,012,511)
	Closing shareholders' funds	1,385,930	1,812,274
	The loss for the year dealt with in the accounts of the company was £4	426,344 (2014 - £1,0	012,511).
17.	The loss for the year dealt with in the accounts of the company was £4 Net cash flow from operating activities		
17.		426,344 (2014 - £1,0 2015 £	
17.	Net cash flow from operating activities	2015 £	2014 £
17.			2014 £
17.	Net cash flow from operating activities Operating profit/(loss)	2015 £ 45,030	2014 £ (464,285)
17.	Net cash flow from operating activities Operating profit/(loss) Depreciation of tangible fixed assets	2015 £ 45,030 36,376	2014 £ (464,285) 42,838 1,133,433
17.	Net cash flow from operating activities Operating profit/(loss) Depreciation of tangible fixed assets Decrease in debtors	2015 £ 45,030 36,376 66,947	2014 £ (464,285) 42,838
17.	Net cash flow from operating activities Operating profit/(loss) Depreciation of tangible fixed assets Decrease in debtors Increase/(decrease) in creditors	2015 £ 45,030 36,376 66,947 174,214	2014 £ (464,285) 42,838 1,133,433 (68,210)
17.	Net cash flow from operating activities Operating profit/(loss) Depreciation of tangible fixed assets Decrease in debtors Increase/(decrease) in creditors	2015 £ 45,030 36,376 66,947 174,214	2014 £ (464,285) 42,838 1,133,433 (68,210)
17.	Net cash flow from operating activities Operating profit/(loss) Depreciation of tangible fixed assets Decrease in debtors Increase/(decrease) in creditors Net cash inflow from operating activities	2015 £ 45,030 36,376 66,947 174,214	2014 £ (464,285) 42,838 1,133,433 (68,210)
17.	Net cash flow from operating activities Operating profit/(loss) Depreciation of tangible fixed assets Decrease in debtors Increase/(decrease) in creditors Net cash inflow from operating activities Analysis of cash flows for headings netted in cash flow statement	2015 £ 45,030 36,376 66,947 174,214 322,567	2014 £ (464,285) 42,838 1,133,433 (68,210) 643,776
17.	Net cash flow from operating activities Operating profit/(loss) Depreciation of tangible fixed assets Decrease in debtors Increase/(decrease) in creditors Net cash inflow from operating activities Analysis of cash flows for headings netted in cash flow statements Returns on investments and servicing of finance	2015 £ 45,030 36,376 66,947 174,214 322,567	2014 £ (464,285) 42,838 1,133,433 (68,210) 643,776
17.	Net cash flow from operating activities Operating profit/(loss) Depreciation of tangible fixed assets Decrease in debtors Increase/(decrease) in creditors Net cash inflow from operating activities Analysis of cash flows for headings netted in cash flow statement	2015 £ 45,030 36,376 66,947 174,214 322,567	2014 £ (464,285) 42,838 1,133,433 (68,210) 643,776

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

18.	Analysis of cash flows for headings nett	ed in cash flo	w statement (c	ontinued)	
				2015 . £	2014 £
	Capital expenditure and financial investi	nent		•	•
	Purchase of intangible fixed assets	•		-	(2,094)
	Net cash outflow from capital expenditu	re	-	•	(2,094)
			===		
19.	Analysis of changes in net funds	•			
			1 March	Cash flow	28 February
		•	2014 £	ç	2015 £
	Cash at bank and in hand		299,198	(71,811)	227,387 ·
	•		 .	<u> </u>	
	Net funds		299,198	(71,811)	227,387
		•	′	•	
20.	Operating lease commitments		: -		•
	At 28 February 2015 the group had annufollows:	al commitmer	nts under non-c	ancellable opera	ating leases as
		l and	and buildings		\ Other
	•	2015	2014	2015	2014
	Group	£	£	£	£
	Expiry date:		•		,
	Within 1 year Between 2 and 5 years	- 207,340	207,340	2,046 84,353	-
	=	·			
	At 28 February 2015 the company had and follows:	nual commitme	ents under non-	cancellable oper	ating leases as
	Company			•	
	Expiry date:		•		
	Within 1 year	207,340	207,340	2,046 84,353	
	Between 2 and 5 years	207,340	207,340	04,353	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 28 FEBRUARY 2015

21. Parent undertaking and controlling party

The immediate controlling party is Starcliff S.A., a company incorporated in the British Virgin Islands.

In the opinion of the directors the ultimate controlling party is W Browder.

The parent company of the only group of undertakings of which the company is a member is Starcliff S.A., a company incorporated in the British Virgin Islands. Group financial statements are not prepared.