Parent company accounts for watery 360 Capital Ltd-07259759 See pages 33+34 for exemption

Registration number 07127114

## 360Globalnet Ltd

Directors Report and Consolidated Financial Statements

for the Year Ended 31 December 2014

Spofforths LLP A2 Yeoman Gate Yeoman Way Worthing West Sussex BN13 3QZ FRIDAY



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## **Company Information**

Directors

J Harding

N P K Montgomery

P A Stanley

Company secretary

J B Tyler

Registered office

Bourne House

475 Godstone Road

Whyteleafe Surrey CR3 0BL

Auditors

Spofforths LLP A2 Yeoman Gate Yeoman Way Worthing

West Sussex BN13 3QZ

## Directors Report for the Year Ended 31 December 2014

The directors present their report and the consolidated financial statements for the year ended 31 December 2014

#### Directors of the group

The directors who held office during the year were as follows

J Harding

N P K Montgomery

P A Stanley

#### Principal activity

The principal activity of the company is the provision of products and services in the digital technology market and acting as a holding company

#### **Business review**

#### Fair review of the business

The company's business is the provision of digital solutions to administer incident resolution. The strategic focus of the business is with insurers and the processes around claims management. This sector is known for its resilience during the peaks and troughs experienced within economic cycles. Through its endeavours in the UK, the company seeks to build its recurring and subscription revenue through the securing of long term sustainable contracts that can be implemented within short timescales. In this way the company will attain critical mass and from this base extend its market presence.

The company's proposition focuses on delivering a significant increase in Net Promoter Score substantial cost savings activity based working that can be measured and observed and greater efficiency. In short, a user is able to make faster, better, more informed decisions by reference to one digital record per incident.

This year has been an important year in the implementation of this strategy. New long term contracts were secured for the company's digital platform and a fully resourced development team established in Edinburgh. Both events contributed to the increase in revenue for the company to £2 191,244 (2013 - £253,012) and overall, the groups revenue has increased to £2,789,478 (2013 - £680,480). It is expected that this dynamic increase in turnover will continue in future years as existing contracts are rolled out to include all teams, postcodes and claim types and potential new clients come to appreciate the benefits of a digital future.

#### Small company provisions

This report has been prepared in accordance with the small companies regime under the Companies Act 2006

#### Disclosure of information to the auditors

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 company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Approved by the Board on 1) 3 2016 and signed on its behalf by

P A Stanley Director

#### Statement of Directors' Responsibilities

The directors are responsible for preparing the Directors 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 apply them consistently,
- · make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable International Financial Reporting Standards (IFRSs) as adopted by the European
  Union 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.

## Independent Auditor's Report

We have audited the group and parent company financial statements of 360Globalnet Ltd for the year ended 31 December 2014 which comprise of Consolidated Income Statement, Consolidated and Company Statement of Financial Position, Consolidated and Company Statement of Changes in Equity, Consolidated and Company Statement of Cash Flows and the related notes set out on pages 6 to 41 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

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 3), 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 to the financial statements.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's web-site at www frc org uk/apb/scope/private cfm

#### Opinion on the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the group's and the company's affairs as at 31 December 2014 and of the group's loss for the year then ended,
- · have been properly prepared in accordance with IFRSs as adopted by the European Union, 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 Directors Report 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 by the company, or returns adequate for our audit have not been received from branches not visited by us, or
- · the 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, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors report

## Independent Auditor's Report

Stephen Kirkham FCA (Senior Statutory Auditor)
For and on behalf of Spofforths LLP, Statutory Auditor

A2 Yeoman Gate Yeoman Way Worthing West Sussex BN13 3QZ

18 March 2016

360Globalnet Ltd

Consolidated Income Statement for the Year Ended 31 December 2014

	Note	2014 £	2013 £
Revenue	3	2,789,478	680,480
Cost of sales		(1,339,731)	(209,646)
Gross profit		1,449,747	470,834
Administrative expenses		(1,652,845)	(1,946,224)
Other operating expenses		-	(204,041)
Other gains	4		441,344
Operating loss Finance income Finance costs		(203,098) 268 (81,206)	(1,238,087) 22,384 (98,770)
Net finance cost	6	(80,938)	(76,386)
Loss before tax		(284,036)	(1,314,473)
Income tax receipt/(expense)	9	2,979	(38,854)
Loss for the year		(281,057)	(1,353,327)
Profit/(loss) attributable to Owners of the company Non-controlling interests		(276,027) (5,030) (281,057)	(1,302,072) (51,255) (1,353,327)

The above results were derived from continuing operations

# Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2014

	Note	2014 £	2013 £
Loss for the year		(281,057)	(1,353,327)
Total comprehensive income for the year		(281,057)	(1,353,327)
Total comprehensive income attributable to			
Owners of the company		(276,027)	(1,302,072)
Non-controlling interests		(5,030)	(51,255)
		(281,057)	(1,353,327)

360Globalnet Ltd

## (Registration number: 07127114) Consolidated Statement of Financial Position as at 31 December 2014

	Note	2014 £	2013 £
Assets			
Non-current assets			
Property, plant and equipment	10	377,466	337,605
Intangible assets	11	2,186,262	1,640,800
Other non-current financial assets	13	100,000	
		2,663,728	1,978,405
Current assets			
Inventories	14	2,960	150
Trade and other receivables	15	2,141,328	2,455,699
Income tax asset		1,215	5,701
Cash and cash equivalents	16	715,542	239,435
		2,861,045	2,700,985
Total assets		5,524,773	4,679,390
Equity and liabilities			
Equity			
Share capital	17	(13,858)	(13,858)
Share premium		(5,990,700)	(5,990,700)
Capital redemption reserve		(5,648)	(5,648) 3,123,824
Retained earnings		3,399,851	
Equity attributable to owners of the company		(2,610,355)	(2,886,382)
Non-controlling interests		52,235	79,354
Total equity		(2,558,120)	(2,807,028)
Non-current liabilities			
Deferred tax liabilities	9	(46,382)	(53,562)
Current liabilities			
Trade and other payables	21	(2,918,011)	(1,783,323)
Loans and borrowings	18	(2,260)	(35,477)
		(2,920,271)	(1,818,800)
Total habilities		(2,966,653)	(1,872,362)
Total equity and liabilities		(5,524,773)	(4,679,390)

## (Registration number: 07127114) Consolidated Statement of Financial Position as at 31 December 2014

Approved by the Board and authorised for issue on 1 \2\1201 band signed on its behalf by

P A Stanley

Director

## (Registration number: 07127114) Statement of Financial Position as at 31 December 2014

	Note	2014 £	2013 £
Assets			
Non-current assets			
Property, plant and equipment	10	302,397	282,181
Intangible assets	11	801,624	9,391
Investments in subsidiaries, joint ventures and associates	12	618,575	418,575
Other non-current financial assets	13	100,000	<u> </u>
		1,822,596	710,147
Current assets			
Inventories	14	2,710	-
Trade and other receivables	15	4,685,527	4,768,087
Cash and cash equivalents	16	713,271	218,578
		5,401,508	4,986,665
Total assets		7,224,104	5,696,812
Equity and liabilities			
Equity			
Share capital	17	(13,858)	(13,858)
Share premium		(5,990,700)	(5,990,700)
Capital redemption reserve		(5,648)	(5,648)
Retained earnings		1,629,244	1,749,226
Total equity		(4,380,962)	(4,260,980)
Non-current liabilities			
Deferred tax liabilities	9	(37,826)	(45,121)
Current liabilities			
Trade and other payables	21	(2,801,115)	(1,390,711)
Income tax liability		(4,201)	<u> </u>
		(2,805,316)	(1,390,711)
Total liabilities		(2,843,142)	(1,435,832)
Total equity and liabilities		(7,224,104)	(5,696,812)

Approved by the Board and authorised for issue on 17 (5) 2014 and signed on its behalf by

P A Stanley

Director

The notes on pages 18 to 42 form an integral part of these financial statements

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360Globalnet Ltd

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2014

At 1 January 2014  Loss for the year  Total comprehensive income  Decrease in non-controlling interest in subsidiaries	Share capital £ 13,858	Share premium £ 5,990,700	Capital redemption reserve £	Retained earnings £ (3,123,824) (276,027)	Total £ 2,886,382 (276,027) (276,027)	Non- controlling interests £ (79,354) (5,030) (5,030)	Total equity £ 2,807,028 (281,057) (281,057) 32,149
At 31 December 2014	13,858	5,990,700	5,648	(3,399,851)	2,610,355	(52,235)	2,558,120

The notes on pages 17 to 41 form an integral part of these financial statements Page 11

360Globalnet Ltd

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2014

Fotal equity £	1,041,746	(1,353,327) 2,971,292	151,589	(4,272)	2,807,028
Non- controlling interests	(175,416)	(51,255)	151,589	(4,272)	(79,354)
Total £	(1,302,072)	(1,302,072) 2,971,292	ı		2,886,382
Retained earnings £	(1,302,072)	(1,302,072)	ì	'	(3,123,824)
Capital redemption reserve		5,648	•	•	5,648
Share premium £	3,025,059	2,965,641	•	'	5,990,700
Share capital £	13,855	- 5,651 (5,648)		'	13,858
	At 1 January 2013 Loss for the year	Total comprehensive income New share capital subscribed Purchase of own share capital	Decrease in non-controlling interest in subsidiaries	Acquisition of non-controlling interest, decrease/ (increase) in equity	At 31 December 2013

The notes on pages 17 to 41 form an integral part of these financial statements Page 12

360Globalnet Ltd

Statement of Changes in Equity for the Year Ended 31 December 2014

Fotal £	4,260,980	119,982	119,982	4,380,962
Retained earnings £	(1,749,226)	119,982	119,982	(1,629,244)
Capital redemption reserve £	5,648	•	1	5,648
Share premium £	5,990,700		1	5,990,700
Share capital £	13,858		•	13,858

Total comprehensive income

At 1 January 2014 Profit for the year At 31 December 2014

The notes on pages 17 to 41 form an inte

The notes on pages 17 to 41 form an integral part of these financial statements Page 13

360Globalnet Ltd

Statement of Changes in Equity for the Year Ended 31 December 2014

Total £	2,594,554	(1,304,866)	(1,304,866)	2,971,292	•	4,260,980
Retained earnings £	(444,360)	(1,304,866)	(1,304,866)	•	'	(1,749,226)
Capital redemption reserve £	•	1	•	1	5,648	5,648
Share premium £	3,025,059	'	•	2,965,641	'	5,990,700
Share capital £	13,855	1	ı	5,651	(5,648)	13,858

At I January 2013
Loss for the year
Total comprehensive income
New share capital subscribed
Purchase of own share capital

At 31 December 2013

The notes on pages 17 to 41 form an integral part of these financial statements
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360Globalnet Ltd

Consolidated Statement of Cash Flows for the Year Ended 31 December 2014

	Note	2014 £	2013 £
Cash flows from operating activities			
Loss for the year		(281,057)	(1,353,327)
Adjustments to cash flows from non-cash items			
Depreciation, amortisation and impairment	5	683,611	235,899
Loss on disposal of property plant and equipment	4	-	13,082
Profit from disposals of investments	4	-	(454,426)
Finance income	6	(268)	(22,384)
Finance costs	6	81,206	98,770
Income tax (receipt)/expense	9	(2,979)	38,854
		480,513	(1,443,532)
Working capital adjustments			
Increase in inventories	14	(2,810)	-
Decrease/(increase) in trade and other receivables	15	314,371	(2,056,963)
Increase/(decrease) in trade and other payables	21	1,134,688	(247,350)
Cash generated from operations		1,926,762	(3,747,845)
Income taxes received/(paid)	9	285	(431)
Net cash flow from operating activities		1,927,047	(3,748,276)
Cash flows from investing activities			
Interest received	6	268	22,384
Acquisitions of property plant and equipment	10	(184,888)	(321,770)
Proceeds from sale of property plant and equipment		•	50,160
Acquisition of intangible assets	11	(1,084,046)	(188,159)
Proceeds from disposal of investments in joint ventures and		_	1,379,052
associates Acquisition of available for sale investments	13	(100,000)	1,2,2,422
Decrease in non-controlling interest in subsidiaries	.5	32,149	147,317
Net cash flows from investing activities		(1,336,517)	1,088,984
-			
Cash flows from financing activities	,	(01.204)	(09.770)
Interest paid	6	(81,206)	(98,770) 2,971,292
Proceeds from issue of ordinary shares, net of issue costs			
Net cash flows from financing activities		(81,206)	2,872,522
Net increase in cash and cash equivalents		509,324	213,230
Cash and cash equivalents at 1 January		203,958	(9,272)
Cash and cash equivalents at 31 December	16	713,282	203,958

360Globalnet Ltd
Statement of Cash Flows for the Year Ended 31 December 2014

	Note	2014 £	2013 £
Cash flows from operating activities			
Profit/(loss) for the year		119,982	(1,304,866)
Adjustments to cash flows from non-cash items			
Depreciation and amortisation		221,347	41,177
Loss on disposal of property plant and equipment		-	292
Profit from disposals of investments		-	(454,426)
Finance income		(21,007)	(22,051)
Finance costs		65,278	84,990
Income tax expense		(3,094)	45,121
		382,506	(1,609,763)
Working capital adjustments			
Increase in inventories	14	(2,710)	-
Decrease/(increase) in trade and other receivables	15	320,747	(2,117,969)
Increase/(decrease) in trade and other payables	21	559,375	(824,404)
Net cash flow from operating activities		1,259,918	(4,552,136)
Cash flows from investing activities			
Interest received	6	21,007	22,051
Acquisition of subsidiaries	12	(200,000)	(740)
Proceeds from sale of subsidiaries		-	3
Acquisitions of property plant and equipment	10	(131,622)	(283,460)
Proceeds from sale of property plant and equipment		<u>-</u>	1,764
Acquisition of intangible assets	11	(902,174)	(9,659)
Proceeds from disposal of investments in joint ventures and associates		_	1,379,129
Acquisition of available for sale investments	13	(100,000)	
Net cash flows from investing activities		(1,312,789)	1,109,088
Cash flows from financing activities			
Interest paid	6	(65,570)	(85,062)
Proceeds from issue of ordinary shares, net of issue costs		-	2,971,292
Foreign exchange (gains) / losses	6	292	72
Amounts due to related parties		851,029	971,416
Receivables from related parties		(238,187)	(221,168)
Net cash flows from financing activities		547,564	3,636,550
Net increase in cash and cash equivalents		494,693	193,502
Cash and cash equivalents at 1 January		218,578	25,076
Cash and cash equivalents at 31 December	16	713,271	218,578

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### 1 General information

The company is a private company limited by share capital incorporated and domiciled in UK

The address of its registered office is Bourne House 475 Godstone Road Whyteleafe Surrey CR3 0BL

These financial statements were authorised for issue by the Board on 17 March 2016

## 2 Accounting policies

#### Statement of compliance

The group financial statements have been prepared in accordance with International Financial Reporting Standards and its interpretations adopted by the EU ("adopted IFRS's")

## Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below these policies have been consistently applied to all the years presented, unless otherwise stated

#### Basis of preparation

The financial statements have been prepared in accordance with adopted IFRSs and under historical cost accounting rules

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies.

#### Going concern

The financial statements have been prepared on a going concern basis. The group's ability to continue to trade is dependent upon the support of its directors. If this assumption proves to be inappropriate, then adjustments may have to be made to adjust the value of assets to their recoverable amounts, to provide for any further liabilities which might arise and reclassify fixed assets as current assets.

#### Basis of consolidation

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings drawn up to 31 December each year

## Notes to the Financial Statements for the Year Ended 31 December 2014

A subsidiary is an entity controlled by the company Control is achieved where the company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities

The results of subsidiaries acquired or disposed of during the year are included in the income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with those used by the group

The purchase method of accounting is used to account for business combinations that result in the acquisition of subsidiaries by the group. The cost of a business combination is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the business combination. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. Any excess of the cost of the business combination over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised is recorded as goodwill

Inter-company transactions, balances and unrealised gains on transactions between the company and its subsidiaries, which are related parties, are eliminated in full

Intra-group losses are also eliminated but may indicate an impairment that requires recognition in the consolidated financial statements

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the group's equity therein Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholder's share of changes in equity since the date of the combination. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

#### Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2014 have had a material effect on the financial statements

None of the standards, interpretations and amendments which are effective for periods beginning after 1 January 2014 and which have not been adopted early, are expected to have a material effect on the financial statements

#### Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the group's activities. Revenue is shown net of value added tax, returns, rebates and discounts and after eliminating sales within the company

The group recognises revenue when
The amount of revenue can be reliably measured,
it is probable that future economic benefits will flow to the entity,
specific criteria have been met for each of the group activities

## Foreign currency transactions and balances

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are retranslated at the closing rates at the balance sheet date. All exchange differences are included in the profit and loss account

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### Tax

The tax expense for the period comprises deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a change attributable to an item of income or expense recognised in equity is also recognised in equity.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the group operates and generates taxable income

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit

#### Property, plant and equipment

Property, plant and equipment is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses

The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation

#### Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows

## Notes to the Financial Statements for the Year Ended 31 December 2014

Asset class

Furniture, fittings and equipment

Motor vehicles

Other property, plant and equipment consisting of

- Computer equipment

- Plant and machinery

Depreciation method and rate

15% and 33 33% straight line

33 33% straight line

10%, 15%, 25% and 33 33% straight line

33 33% straight line and 15%, 20% and

33 33% reducing balance

#### **Business** combinations

Acquisitions of subsidiaries and business are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (at the date of exchange) of assets given, liabilities incurred or assumed, and equity instruments issued by the group in exchange for control of the acquiree. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments. All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant IFRSs. Changes in the fair value of contingent consideration classified as equity are not recognised.

Where a business combination is achieved in stages, the group's previously-held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3(2008) are recognised at their fair value at the acquisition date, except that

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 Income Taxes and IAS 19 Employee Benefits respectively,
- habilities or equity instruments related to the replacement by the group of an acquiree's share-based payment awards are measured in accordance with IFRS 2 Share-based Payment, and
- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with that Standard

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the group reports provisional amounts for the items which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period, or additional assets or liabilities recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### Intangible assets

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date) Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed

If, after reassessment, the group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain

Goodwill is tested for impairment annually

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of profit or loss on disposal

Negative goodwill arising on an acquisition is recognised directly in the income statement. On disposal of a subsidiary or a jointly controlled entity, the attributable amount of goodwill is included in the determination of the profit or loss recognised in the income statement on disposal.

Development expenditure incurred on an individual project is carried forward when its future recoverability can reasonably be regarded as assured. Any expenditure carried forward is amortised in line with the expected future sales from the related project.

#### Amortisation

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

#### Asset class

Amortisation method and rate 33 33% straight line

Internally generated software development costs

#### Investments

Investments in securities are classified on initial recognition as available-for-sale and are carried at fair value, except where their fair value cannot be measured reliably, in which case they are carried at cost, less any impairment

Unrealised holding gains and losses other than impairments are recognised in other comprehensive income. On maturity or disposal, net gains and losses previously deferred in accumulated other comprehensive income are recognised in income.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method Dividends on equity securities are recognised in income when receivable

## Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### Trade receivables

Trade receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less, they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

#### Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method

At each reporting date, inventories are assessed for impairment. If inventory is impaired, the carrying amount is reduced to its selling price less costs to complete and sell, the impairment loss is recognised immediately in profit or loss.

#### Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method

#### Borrowings

All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing

Interest expense is recognised on the basis of the effective interest method and is included in finance costs

Borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date

#### Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

#### Share capital

Ordinary shares are classified as equity Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a separate entity and has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods

For defined contribution plans contributions are paid publicly or privately administered pension insurance plans on a mandatory or contractual basis. The contributions are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as an asset

#### Financial assets

#### Classification

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as 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. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the statement of financial interest. The corresponding dividends relating to the liability component are charged as interest expense in the comprehensive income statement.

# Critical accounting judgements and key sources of estimation uncertainty - Recoverability of internally-generated intangible assets

During the year, management considered the recoverability of its internally generated intangible asset which is included in its balance sheet at £1,068,647 (2013 - £264,405). The project continues to progress in a very satisfactory manner and management are satisfied that the company will be able to receive the atticipated revenues.

#### 3 Revenue

The analysis of the group's revenue for the year from continuing operations is as follows

Sale of goods and rendering of services	2014 £ 2,789,478	2013 £ 680,480
4 Other gains and losses		
The analysis of the group's other gains and losses for the year is as follows	i.	
	2014	2013
	£	£
Gain/(loss) on disposal of property, plant and equipment	-	(13,082)
Gain/(loss) from disposals of investments	<u> </u>	454,426
	<u> </u>	441,344

## Notes to the Financial Statements for the Year Ended 31 December 2014

5	Operating profit		
	Arrived at after charging/(crediting)		
		2014	2013
		£	£
	Depreciation expense	145,027	83,228
	Amortisation expense	279,804	152,671
	Impairment loss	258,780	-
	Operating lease expense - property	42,157	65,556
6	Finance income and costs		
		2014	2013
		£	£
	Finance income		
	Interest income on bank deposits	(18,556)	508
	Other finance income	18,824	21,876
	Total finance income	268	22,384
	Finance costs		
	Interest on bank overdrafts and borrowings	2,947	-
	Interest expense on other financing liabilities	(84,153)	(98,770)
	Total finance costs	(81,206)	(98,770)
	Net finance costs	(80,938)	(76,386)

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### 7 Staff costs

The aggregate payroll costs (	including directors	remuneration)	were as follows
-------------------------------	---------------------	---------------	-----------------

	2014 £	2013 £
Wages and salaries	483,980	834,027
Social security costs	58,329	101,055
Wages, salaries and social security costs capitalised as development		
costs	1,084,046	188,159
Pension costs, defined contribution scheme	36,168	107,660
Redundancy costs	3,974	66,250
Other employee expense	17,253	40,444
	1,683,750	1,337,595

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

	2014 No	2013 No
Production	2	1
Administration and support	2	5
Research and development	13	6
Other departments	9	8
	26	

### 8 Directors' remuneration

The directors' remuneration for the year was as follows

·	2014 £	2013 £
Remuneration	305,133	216,245
Contributions paid to money purchase schemes	28,450	28,416
	333,583	244,661

## Notes to the Financial Statements for the Year Ended 31 December 2014

9	Income	tax
,	Miconic	144.7

Accelerated tax depreciation

Tax charged/(credited) in the income statement	2014 £	2013 £
Current taxation		
UK corporation tax	4,201	-
UK corporation tax adjustment to prior periods	<u> </u>	(5,008)
	4,201	(5,008)
Deferred taxation		
Arising from origination and reversal of temporary differences	(7,180)	43,862
Tax (receipt)/expense in the income statement	(2,979)	38,854
same as the standard rate of corporation tax in the UK) of 20% (2013 - 20%). The differences are reconciled below	2014 £	2013 £
Loss before tax	(284,036)	(1,314,473)
Corporation tax at standard rate	(76,082)	(279,062)
Effect of expense not deductible in determining taxable profit (tax loss)	7,321	83,134
Effect of tax losses	38,087	208,392
Deferred tax expense/(credit) from unrecognised temporary difference from a prior period	10,370	83,160
Other tax effects for reconciliation between accounting profit and tax	10,5 / 0	35,133
expense/(income)	17,325	(56,770)
Total tax (credit)/charge	(2,979)	38,854
Deferred tax		
Group Deferred tax assets and liabilities		
2014		Liability £
Accelerated tax depreciation		(46,382)
2013		Liability £

(53,562)

## Notes to the Financial Statements for the Year Ended 31 December 2014

Deferred tax movement during the year			
Accelerated tax depreciation	At 1 January 2014 £ (53,562)	Recognised in income £ 7,180	At 31 December 2014 £ (46,382)
Deferred tax movement during the prior year			At
Accelerated tax depreciation	At 1 January 2013 £ (9,700)	Recognised in income £ (43,862)	31 December 2013 £ (53,562)
Company	(3,700)	(15,552)	
Deferred tax assets and liabilities			
2014			Liability £
Accelerated tax depreciation			(37,826)
2013			Liability £
Accelerated tax depreciation			(45,121)
Deferred tax movement during the year			
	At 1 January 2014 £	income £	At 31 December 2014 £
Accelerated tax depreciation	(45,121)	7,295	(37,826)
Deferred tax movement during the prior year			
Accelerated tax depreciation	At 1 January 2013 £	Recognised in income £ (45,121)	At 31 December 2013 £ (45,121)

360Globalnet Ltd

Notes to the Financial Statements for the Year Ended 31 December 2014

#### 10 Property, plant and equipment

Group Other Furniture, property, plant fittings and Total and equipment equipment Motor vehicles £ £ £ £ Cost or valuation 445,621 421,456 At 1 January 2013 10,877 13,288 319,023 321,770 2,747 Additions (294,486)(619)(1,575)(292,292)Disposals 13,005 11,713 448,187 472,905 At 31 December 2013 448,187 472,905 At 1 January 2014 13,005 11,713 180,732 184,888 3,600 Additions 556 628,919 657,793 15,313 At 31 December 2014 13,561 Depreciation 4,233 268,206 283,316 At 1 January 2013 10,877 80,840 83,228 Charge for year 588 1,800 (231,244)(229,878)Eliminated on disposal (1,366)119,168 135,300 4,667 11,465 At 31 December 2013 135,300 119,168 4,667 At 1 January 2014 11,465 141,895 145,027 1,810 Charge for the year 1,322 280,327 6,477 261,063 12,787 At 31 December 2014 Carrying amount 774 8,836 367,856 377,466 At 31 December 2014 7,046 329,019 337,605 1,540 At 31 December 2013 9,055 153,250 162,305 At 1 January 2013

360Globalnet Ltd

Notes to the Financial Statements for the Year Ended 31 December 2014

Company				
	Furniture, fittings and equipment	Motor vehicles	Other property, plant and equipment £	Total £
Cost or valuation				
At 1 January 2013	839	-	52,345	53,184
Additions	2,747	-	280,713	283,460
Disposals	(619)	-	(3,293)	(3,912)
At 31 December 2013	2,967		329,765	332,732
At 1 January 2014	2,967	-	329,765	332,732
Additions	556	3,600	127,466	131,622
At 31 December 2014	3,523	3,600	457,231	464,354
Depreciation				
At 1 January 2013	471	-	11,027	11,498
Charge for year	565	-	40,344	40,909
Eliminated on disposal		-	(1,856)	(1,856)
At 31 December 2013	1,036		49,515	50,551
At 1 January 2014	1,036	-	49,515	50,551
Charge for the year	829	400	110,177	111,406
At 31 December 2014	1,865	400	159,692	161,957
Carrying amount				
At 31 December 2014	1,658	3,200	297,539	302,397
At 31 December 2013	1,931		280,250	282,181
At 1 January 2013	368		41,318	41,686

## Notes to the Financial Statements for the Year Ended 31 December 2014

## 11 Intangible assets

Group

Group	Goodwill £	Other intangible assets	Total £
Cost or valuation At 1 January 2013 Additions	1,376,395	361,000 188,159	1,737,395 188,159
At 1 January 2014 Additions	1,376,395	549,159 549,159 1,084,046	1,925,554 1,925,554 1,084,046
At 31 December 2014	1,376,395	1,633,205	3,009,600
Amortisation At 1 January 2013 Amortisation charge	<u> </u>	132,083 152,671	132,083 152,671
At 31 December 2013 At 1 January 2014 Amortisation charge Impairment	258,780	284,754 284,754 279,804	284,754 284,754 279,804 258,780
At 31 December 2014	258,780	564,558	823,338
Carrying amount			
At 31 December 2014	1,117,615	1,068,647	2,186,262
At 31 December 2013	1,376,395	264,405	1,640,800
At 1 January 2013	1,376,395	228,917	1,605,312

## Notes to the Financial Statements for the Year Ended 31 December 2014

Company	Other intangible assets £	Total £
Cost or valuation At 1 January 2013	<u>-</u>	-
Additions	9,659	9,659
At 31 December 2013	9,659	9,659
At 1 January 2014	9,659	9,659
Additions	902,174	902,174
At 31 December 2014	911,833	911,833
Amortisation At 1 January 2013	_	-
Amortisation charge	268	268
At 31 December 2013	268	268
At 1 January 2014	268	268
Amortisation charge	109,941	109,941
At 31 December 2014	110,209	110,209
Carrying amount		
At 31 December 2014	801,624	801,624
At 31 December 2013	9,391	9,391

#### 12 Investments

## Group

## 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	Country of incorporation	Holding	Proportion of voting rights and shares held	
g	·		2014	2013
Subsidiary undertakings				
360Capital Ltd	United Kingdom	Ordinary shares	100%	100%
360Corporate Ltd	United Kingdom	Ordinary shares	100%	100%

360Globalnet Ltd

Notes to the Financial Statements for the Year Ended 31 December 2014

360Intellimation Ltd	United Kingdom	Ordinary shares	100%	100%
360Siteview Ltd	United Kingdom	Ordinary shares	100%	100%
360Skylens Ltd	United Kingdom	Ordinary shares	80%	80%
360Spatial Ltd	United Kingdom	Ordinary shares	100%	100%
Withyouin5 com Limited	United Kingdom	Ordinary shares	74%	74%
Parkshide Pty Ltd	Australia	Ordinary shares	51%	51%
Retrieval Technologies Ltd	United Kingdom	Ordinary shares	100%	51%
Infocap Technologies Limited	United Kingdom	Ordinary shares	100%	51%

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### Subsidiary undertakings

Composi

The principal activity of 360Capital Ltd is facilitating asset leasing

The principal activity of 360Corporate Ltd is specialist consultancy services

The principal activity of 360Intellimation Ltd is company data management

The principal activity of 360Siteview Ltd is the provision of video streaming technology

The principal activity of 360Skylens Ltd is photography

The principal activity of 360Spatial Ltd is geographic information system mapping

The principal activity of Withyouin5 com Limited is crowdsourcing

The principal activity of Parkslide Pty Ltd is provision of development. Its financial period end is 30 June

The principal activity of Retrieval Technologies Ltd is holding company

The principal activity of Infocap Technologies Limited is development and integration of information capture and retrieval technologies

Investments in subsidiaries	2014 £ 618,575	2013 £ 418,575
Subsidiaries		£
Cost or valuation At 1 January 2013 Additions Disposals	_	417,915 740 (80)
At 31 December 2013 At 1 January 2014 Additions		418,575 418,575 200,000
At 31 December 2014		618,575
Provision		
Carrying amount At 31 December 2014	,	618,575
At 1 January 2013	•	,,,,,,,

For the year ending 31 December 2014 the following subsidiaries were entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies

## Notes to the Financial Statements for the Year Ended 31 December 2014

360Capital Ltd - Registered number 07259759

360Corporate Ltd - Registered number 07166799

360Intellimation Ltd - Registered number 07142145

360Siteview Ltd - Registered number 07142142

360Skylens Ltd - Registered number 04502073

360Spatial Ltd - Registered number 07251839

Withyouin5 com Limited - Registered number 07492078

Parkslide Pty Ltd - Registered in Australia ABN 88 128 410 686

Retrieval Technologies Ltd - Registered number 03636068

Infocap Technologies Limited - Registered number 03443879

#### 13 Other financial assets

	Group		Company	
	2014 £	2013 £	2014 £	2013 £
Non-current financial assets Available for sale financial assets	100,000	-	100,000	

## Notes to the Financial Statements for the Year Ended 31 December 2014

Movement in available for sale ass	ets - group			
			2014 £	2013 £
Cost Additions			100,000	
Carrying amount				
At 31 December			100,000	
Movement in available for sale ass	ets - company		2014 £	2013 £
Cost Additions			100,000	
Provision				
Carrying amount				
At 31 December			100,000	
14 Inventories				
		oup	Compa	any
	2014 £	2013 £	2014 £	2013 £
Γinished goods and goods for resale	2,960	150	2,710	

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### 15 Trade and other receivables

	Grou	p	Compa	ny
	2014	2013	2014	2013
	£	£	£	£
Trade receivables	442,906	178,953	357,994	104,328
Provision for impairment of trade receivables	(1,500)	(2,645)	(1,500)	(2,645)
Net trade receivables	441,406	176,308	356,494	101,683
Receivables from related parties	-	2,207,089	2,645,093	2,406,906
Accrued income	240,246	-	240,246	13,376
Prepayments	115,514	58,051	75,960	39,033
Other receivables	1,344,162	14,251	1,367,734	2,207,089
	2,141,328	2,455,699	4,685,527	4,768,087
Total current trade and other receivables	2,141,328	2,455,699	4,685,527	4,768,087

#### Details of non-current trade and other receivables

#### Company

£2,645,093 (2013 - £2,406,906) of Receivables from related parties is classified as non current

The fair value of those trade and other receivables classified as financial instrument loans and receivables are disclosed in the financial instruments note

The group's exposure to credit and market risks, including impairments and allowances for credit losses, relating to trade and other receivables is disclosed in the financial risk management and impairment note

#### 16 Cash and cash equivalents

	Grou	р	Compa	iny
	2014	2013	2014	2013
	£	£	£	£
Cash on hand	9	585	-	•
Cash at bank	715,533	238,850	713,271	218,578
	715,542	239,435	713,271	218,578
Bank overdrafts	(2,260)	(35,477)	<u> </u>	
Cash and cash equivalents in statement of cash flows	713,282	203,958	713,271	218,578

## Notes to the Financial Statements for the Year Ended 31 December 2014

## 17 Share capital

Allotted, called up and fully paid sha	ires			
, .	20	14	201	3
	No	£	No.	£
Ordinary shares of £1 each	13,858	13,858	13,858	13,858
18 Loans and borrowings				
	Group	)	Comp	any
	2014	2013	2014	2013
	£	£	£	£
Current loans and borrowings				
Bank overdrafts	2,260	35,477		

The loans and borrowings classified as financial instruments are disclosed in the financial instruments note. The group's exposure to market and liquidity risk, including maturity analysis, in respect of loans and borrowings is disclosed in the financial risk management and impairment note.

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### 19 Obligations under leases and hire purchase contracts

#### Group

#### Operating leases

The total future value of minimum lease payments is as follows

	2014 £	2013 £
Within one year	96,567	47,000
In two to five years	184,500	82,250
	281,067_	129,250

The amount of non-cancellable operating lease payments recognised as an expense during the year was £42,157 (2013 - £65,556)

#### Company

#### Operating leases

The total future value of minimum lease payments is as follows

	2014	2013
	£	£
Within one year	47,000	47,000
In two to five years	35,250	82,250
	82,250	129,250

The amount of non-cancellable operating lease payments recognised as an expense during the year was £15,962 (2013 - £45,887)

#### 20 Pension and other 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 £36,168 (2013 - £107,660)

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### 21 Trade and other payables

	Gro	Group		pany
	2014	2013	2014	2013
	£	£	£	£
Trade payables	245,331	65,253	178,795	33,591
Accrued expenses	444,674	66,547	411,801	26,585
Amounts due to related parties	2,129,190	1,316,859	2,137,054	1,286,025
Social security and other taxes	98,816	74,219	73,465	44,510
Other payables		260,445	<u>-</u>	
	2,918,011	1,783,323	2,801,115	1,390,711

The fair value of the trade and other payables classified as financial instruments are disclosed in the financial instruments note

The group's exposure to market and liquidity risks, including maturity analysis, related to trade and other payables is disclosed in the financial risk management and impairment note

#### 22 Related party transactions

#### Summary of transactions with parent

Quindell Plc (Parent company as at 31/12/2014)

#### Summary of transactions with subsidiaries

360Capital Ltd - (Wholly owned subsidiary)

360Corporate Ltd - (Wholly owned subsidiary)

360Intellimation Ltd - (Wholly owned subsidiary)

360Siteview Ltd - (Wholly owned subsidiary)

360Skylens Ltd - (80% owned subsidiary)

360Spatial Ltd - (Wholly owned subsidiary)

Withyouinfive com Limited - (74% owned subsidiary)

Parkslide PTY Ltd - (51% owned subsidiary)

Retrieval Technologies Ltd - (Wholly owned subsidiary)

Infocap Technologies Limited - (Wholly owned subsidiary)

#### Summary of transactions with other related parties

360Viewmax Limited - (Company owned 100% by P A Stanley, a director of 360Globalnet Ltd)

## Notes to the Financial Statements for the Year Ended 31 December 2014

Income and receivables from related parties		
2014 Sale of goods	Subsidiary £ 8,300	Other related parties £ 1,083
2013		Subsidiary £
Sale of goods		188,608
Expenditure with and payables to related parties		
2014 Purchase of goods	Subsidiary £ 8,300	Other related parties £
Loans to related parties	<del></del>	
2014	Parent £	Subsidiary £
At start of period	2,207,089	2,406,905
Advanced	-	230,324
Repaid	(912,664)	-
Interest received	-	18,823
At end of period	1,294,425	2,656,052
2013	Parent £	Subsidiary £
At start of period	<b>.</b>	2,147,072
Advanced	2,207,089	247,779
Interest received		12,054
At end of period	2,207,089	2,406,905

## Notes to the Financial Statements for the Year Ended 31 December 2014

#### Loans from related parties

2014	Parent £	Subsidiary £	Other related parties £
At start of period	482,252	-	820,370
Advanced	812,173	7,622	50,029
Interest charged	<del></del>	241	
At end of period	1,294,425	7,863	870,399
2013	Parent £	Subsidiary £	Other related parties
At start of period	-	-	307,523
Advanced	482,252	-	512,847
Interest charged		269	
At end of period	482,252	269	820,370

#### 23 Parent and ultimate parent undertaking

Quindell Plc was the ultimate parent of 360Globalnet Ltd at 31/12/2014 Post year end, 360Globalnet Ltd left the Quindell Plc group and joined the 360Shareholder Limited group 360Shareholder Limited was incorporated during 2015

The company's immediate parent is Quindell Plc

The most senior parent entity producing publically available financial statements is 360Globalnet Ltd