# INTERIM STATEMENT - DECEMBER 2013

25 March 2014

# **Eclectic Bar Group Plc**

("Eclectic", the "Company" or the "Group")

## Maiden interim results for the half year to December 2013

# Half Year Highlights

- IPO successfully completed raising £15 million
- Sales up 9.6% at £11.4 million (2012: £10.4 million)
- Company EBITDA before adjusting items (predominantly costs associated with the listing of the company on AIM) was up 13% at £1.7 million (2012: £1.5 million)
- Acquired Coalition in Brighton
- Acquired Coyote Wild in Derby (Lola Lo)

New lease in Deansgate Locks Manchester opened as the ninth Lola Lo in December

Since the end of the half year Madame Geisha in Brighton has been closed and refurbished as the Company's first Dirty Blonde opens 27<sup>th</sup> March 2014. The Company has also exchanged contracts to acquire Lowlander in Covent Garden. This is an established bar and brasserie business and provides an immediate profit contribution and importantly a food-led brand which can be rolled out nationally over time. The Company has also increased the RCF facility with Barclays Bank from £1.5 to £5 million to give the Group the capacity for further new acquisitions.

Commenting on the results, Reuben Harley, Chief Executive Officer said:

"This has been a very exciting period for Eclectic and we are delighted with the successful listing and the support of our new shareholders. It has also been a busy time within the business with four new sites taken on over the last six months as well as a major refurbishment in Brighton.

The Manchester Lola Lo site has outperformed sales expectations since opening in December. The newly refurbished Derby site will open in April as the tenth Lola Lo. Our first Dirty Blonde outlet, based on a new "speakeasy" concept, opens this week in Brighton. We are also pleased to have acquired the Lowlander business which gives us a brand able to operate throughout the day, led by a quality food and drink offer. We have identified site opportunities across the UK which would suit this type of business building on past experience in restaurants.

Throughout this busy period our team have continued to do an excellent job supporting the business. I'd like to take the opportunity to thank them and look forward to their continuing support."

All Company announcements and news can be found on www.eclecticbars.co.uk.

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# INTERIM STATEMENT - DECEMBER 2013

## **Chairman's Statement**

The first half of our 2014 financial year was a transformational period for Eclectic. The highlight was the successful listing on AIM in November 2013. The new base of long term shareholders combined with its new banking facilities (see note 9 on page 12) which puts the Company in a robust position to continue its growth through new site acquisitions and developments as set out in its strategy on listing.

The Company welcomes Clive Watson to the Board who joined on listing and Richard Kleiner who joined on 14<sup>th</sup> February 2014. Combined with the current directors the Board now has a combination of PLC experience and expertise as well as a deep understanding and knowledge of the sector which will serve it well for the future.

As set out in the Admission Document the Company intends, in the absence of unforeseen circumstances, to begin paying a dividend from the end of the current financial year.

Jim Fallon

Chairman

25<sup>th</sup> March 2014

## INTERIM STATEMENT – DECEMBER 2013

#### **Chief Executive's Review**

Eclectic Bar Group Plc, the leading operator of 20 premium bars located in major towns and cities across the UK, is pleased to announce its maiden set of results following its admission to AIM on the 28<sup>th</sup> November 2013. As set out in the Company's Admission Document the strategy is to grow the business through a combination of new site acquisitions and where appropriate development opportunities within its existing estate.

The Eclectic Group trades across its estate under a variety of brands including Embargo 59, Lola Lo, Sakura, Po Na Na and Fez Club, which predominantly targets a customer base of sophisticated students midweek and stylish over 21's and young professionals at the weekend. The Group focuses on delivering added value for its customers, with premium product ranges, high quality music and entertainment and a commitment to high service standards.

Eclectic's estate has national geographic spread and is primarily in university towns which provide a vibrant night time economy and the demographics to support premium bars.

# NEW ACQUSITIONS AND DEVELOPMENTS

The estate has continued to be developed during the six month period. Eclectic acquired three new venues and began the refit of one existing site:

**Coalition Bar in Brighton**, Eclectic's 18th site, was acquired in October 2013. Located in the Kings Road Arches on the sea front, the venue has a large outside terrace on the beach, a 24 hour licence and a capacity of 600. It is open five nights a week, and regularly hosts live music events and headline DJ acts. The enviable location coupled with the large beach terrace gives great opportunities for food, drinks and events.

Coyote Wild in Derby, the company's 19th venue, was also acquired in October 2013. This freehold site is a listed building on three floors, located in Derby city centre. This site is currently being converted and is set to become the company's 10th Lola Lo with an opening date set for the first week of April. The new bar will trade six days a week from midday until the early hours. The traditional Lola Lo music mix of credible club classics and contemporary beats will provide night-time entertainment, along with regular club nights and live performances. The "Island Grill" menu is typically tiki and includes big skewers, baskets, hot dogs and the teriyaki-glazed "Big Kahuna" burger. Food presentation styles feature exotic extras such as banana leaves and homemade sauces. Desserts will include Hawaiian Dobash chocolate cake, pineapple upsidedown cake and grilled fruit kebabs.

Manchester Deansgate Locks, Eclectic's 20th site and the ninth Lola Lo, opened in the middle of December on the same stretch as Sakura (which opened on the Locks in October 2010). The 560 capacity venue is on three levels and includes three bars and two DJ booths, together with quirky, value-enhancing features such as a dressing up box in the Voodoo Bar on the lower ground floor and the first shop selling branded T-shirts and all things Tiki - puffer-fish lampshades, books and the brand's highly-desirable signature cocktail mugs. As with Derby this venue offers food from the "Island Grill" menu featuring a similar food offering to Derby including the appropriately styled "sit by the seashore" menu. The Company has been delighted with the trading performance to date on this venue which has been ahead of expectations.

**Madame Geisha in Brighton**, which was acquired in March 2013, was closed after Christmas and will launch on 27 March, showcasing Eclectic's newest "speakeasy" concept, Dirty Blonde. The external appearance of the business will be a pawnbroker's shop behind which will be two floors of bars and booth seating for drinking and casual dining. The food offering will incorporate dishes from the five boroughs of New York and there will be an extensive range of spirits, champagnes, wines and beers on offer. This venue is scheduled to reopen in the last week of March.

The Company is also pleased to announce that it has exchanged contracts to acquire the Lowlander Grand Café bar and brasserie in Covent Garden, London on the 25 March 2014. Lowlander provides an all-day offer with a strong food element. The business is very well established with a strong brand presence in Covent Garden and provides the basis for a national roll out over time. The customer base is in line with the other businesses in the Company and cross-selling opportunities will offer synergy benefits.

# INTERIM STATEMENT - DECEMBER 2013

#### **Half Year Results**

Eclectic Bar Group Plc began trading on the  $19^{th}$  November 2013, and was formed to acquire all the share capital of Eclectic Bars Limited, in a share for share swap. On  $28^{th}$  November, Eclectic listed on AIM, a part of the London Stock Exchange. The Company raised £10.5 million in new equity, which was used to pay costs of £1.4 million (£0.8 million of costs were directly related to the issue of new shares and £0.6m to the cost of listing and the reorganisation) and to repay shareholder loans of £7.4 million, leaving £1.7 million in cash for the Company to fund organic growth prospects and the acquisition of new venues.

The Company is pleased to report continued progress with results in line with the management's expectations and those expectations outlined in its admission document.

In summary, for the six month period ended December 2013:

- Sales up 9.6% at £11.4 million (2012: £10.4 million)
- Site EBITDA £3.0 million (2012: £3.0 million)
- Company EBITDA before adjusting items (predominantly costs associated with the listing of the company on AIM) was up 13% at £1.7 million (2012: £1.5 million)
- Company EBITDA after adjusting items (predominantly costs associated with the listing of the company on AIM) was at £1.0m (2012: £1.5 million).
- Head office £1.3 million (2012: £1.4 million)
- Profit before tax and highlighted items was at £0.8 million (2012: £ 0.6 million)
- Profit before tax and after highlighted items was £0.1 million (2012 £0.6 million)

At the end of July 2012, Eclectic entered into a management contract to operate 33 restaurants, bars and nightclubs on behalf of PBR Leisure Limited. This 14 month contract ended on the 20 October 2013, after PBR successfully disposed of The Living Room business and a number of other sites.

### **Balance Sheet**

In December 2013 the company repaid all outstanding capital and interest in relation to the shareholder loan totalling £7.4 million.

The Company's remaining debt facilities are with Barclays Bank Plc. At the period end the company had a term facility of £1.1 million (2012: £1.8 million) with annual repayments of £0.65 million on this facility, RCF facility of £1.5 million with £0.75 million drawn (2012: £nil), and cash balances of £2.5 million (2012: £1.2 million).

Since the year end the Company has agreed with Barclays an increase in the RCF facility to £5 million, improved interest terms and simplified covenants. This will now provide the Company with additional cash resources to take advantage of acquisition opportunities when they arise.

# Outlook

Eclectic will continue to seek and identify development opportunities across its existing estate to enhance the profitability of the Company. Eclectic operates in a fragmented marketplace with strong potential to grow by site acquisition and there is scope across the UK's major conurbations for the Company to expand and grow.

The Company has continued to trade well with similar trading patterns to the first half. The Board is confident this profitable progress will continue.

Site EBITDA means EBITDA at site level before deduction of central infrastructure and head office costs

# INTERIM STATEMENT - DECEMBER 2013

# Acquisition of Lowlander - Drury Lane

Eclectic has today exchanged contracts to acquire Lowlander Bar and Brasserie in Covent Garden, London, together with the Lowlander brand.

Lowlander provides an all-day offer with a strong food element. The business is well established with a strong brand presence in Covent Garden and provides a good opportunity for national roll out. The customer base is in line with other businesses within the Company and cross-selling opportunities will offer synergy benefits.

Jim Fallon, the Company's Chairman, is a 34.17% shareholder in the businesses being acquired and therefore the acquisition of Lowlander constitutes a related party transaction under Rule 13 of the AIM Rules. The Company's directors (excluding Jim Fallon) consider that, having consulted with Panmure Gordon (UK) Limited, the Company's nominated adviser, the terms of the acquisition of Lowlander are fair and reasonable in so far as Company's shareholders are concerned.

The Lowlander business is held through two companies, Newman Bars Limited ("Newman") and Chalice Bars Limited ("Chalice"). The Group is acquiring 100% of Newman, and a 33% minority interest in its subsidiary Chalice for a consideration of £850,000. Newman owns 67% of Chalice and therefore the Group will own 100% of both companies after the transaction.

Jim Fallon will receive £190,445 in cash and £100,000 cash equivalent in Eclectic shares. These shares will be subject to the same restrictions outlined in the Placing Agreement as outlined on page 81 of the Company's Admission Document. The other sellers are Ray MyClymont, Jamie Wilson and Aubrey Johnson and will all receive cash.

Chalice owns the leasehold interest in Lowlander, 36 Drury Lane, London, WC2B 5RR on a 20 year lease which expires on the 24 March 2021, together with all the fixtures and fittings. Annual EBITDA based on the trading to date is estimated in excess of £230,000. The acquisition is expected to be immediately earnings enhancing.

Completion will take place on the 30 March 2014. The headline price will be adjusted for net working capital as at the date of completion. On completion, the Company intends to continue operating the business in its current form.

# CONSOLIDATED INCOME STATEMENT - UNAUDITED

	Notes	Continuing operations £'000	Discontinued operations £'000	26 weeks to 29th Dec 2013 £'000	Continuing operations £'000	Discontinued operations £'000	27 weeks to 30th Dec 2012 £'000	53 weeks to 30th Jun 2013 £'000
Revenue Cost of sales	<i>3a</i>	11,039 (2,344)	371	11,410 (2,344)	10,138 (2,122)	293	10,431 (2,122)	21,197 (4,334)
Gross profit		8,695	371	9,066	8,016	293	8,309	16,863
Operating expenses - excluding highlighted items Operating expenses - highlighted items	3b	(7,929) (669)	(42)	(7,971) (669)	(7,351)	(42)	(7,393)	(15,175)
Total operating expenses	30	(8,598)	(42)	(8,640)	(7,351)	(42)	(7,393)	(15,205)
Operating profit before highlighted items Highlighted items - operating	<i>3b</i>	766 (669)	329	1,095	665	251	916	1,688
Operating profit Finance revenue Finance cost	30	97 - (328)	329	(328)	665 2 (339)	251	916 2 (339)	1,658 2 (699)
Profit before tax and highlighted items Highlighted items	<i>3b</i>	438 (669)	329	767 (669)	328	251	579	991 (30)
(Loss)/Profit before tax Taxation on ordinary activities (Loss)/Profit and total	6	(231)	329	<b>98</b> (209)	328	251	<b>579</b> (79)	<b>961</b> (365)
comprehensive income for the year  (Loss)/Earnings per share -Basic  Adjusted earnings per share -Basic *  (Loss)/Earnings per share -Diluted  Adjusted earnings per share Diluted*	4 4 4 4	(3.4)p 1.8p (3.4)p 1.8p	2.6p 2.6p 2.5p 2.5p	(0.9)p 4.3 p (0.9)p 4.3 p			500	596_

<sup>\*</sup>Adjusted basic and diluted earnings per share are calculated based on the profit for the period adjusted for highlighted items.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION - UNAUDITED

	As at 29 December 2013 £'000	As at 30 December 2012 £'000	As at 30 June 2013 £'000
Non current assets			
Intangible assets	4,728	4,193	4,598
Property, plant & equipment	6,635	5,685	5,436
Deferred tax assets	<u> </u>	242	91
	11,363	10,120	10,125
Comment agents			
Current assets Inventories	473	370	306
Trade and other receivables	1,730	1,474	1,296
Cash and cash equivalents	2,512	1,158	558
cush and cush equivalents	4,715	3,002	2,160
			,
TOTAL ASSETS	16,078	13,122	12,285
EQUITY	2.216		
Issued share capital	3,216	-	-
Share Premium	8,020	-	-
Merger reserve Retained earnings	(1,575) 394	410	505
Retained earnings	354	410	303
Equity attributable to equity			
shareholders of the parent	10,055	410	505
TOTAL EQUITY	10,055	410	505
LIABILITIES			
Current liabilities			
Financial liabilities	673	678	676
Trade and other payables	3,504	2,825	2,443
Income tax payable	104	193	74
	4,281	3,696	3,193
Non-Current liabilities			
Deferred tax liability	517	417	480
Financial liabilities	1,225	8,599	8,107
	1,742	9,016	8,587
TOTAL LIABILITIES	6,023	12,712	11,780
TOTAL EQUITY AND			
LIABILITIES	16,078	13,122	12,285

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY - UNAUDITED

	Issued share capital £'000	Share Premium £'000	Merger reserve £'000	Retained earnings/ (deficit) £'000	Total shareholders ' equity £'000
At 30 June 2013	-	-	-	505	505
Capital restructuring	1,575		(1,575)	-	_
Issue of shares	1,641	8,859	-	-	10,500
Share based payments charge	-	-	-	11	11
Directly attributable IPO costs taken to equity	-	(850)	-	-	(850)
Loss for the period	-	-	-	(111)	(111)
At 29th December 2013	3,216	8,009	(1,575)	405	10,055

# CONSOLIDATED CASH FLOW STATEMENT - UNAUDITED

	26 weeks	26 weeks	53 weeks
	to	to	to
	29th Dec	30th Dec	30th Jun
	2013	2012	2013
	£'000	£'000	£'000
Operating activities			
Profit before tax from operations	98	579	961
Net finance costs	328	337	697
Depreciation of property, plant and equipment	610	566	1,158
Loss on disposal of property, plant and equipment	-	102	102
(Increase) in inventories	(168)	(106)	(26)
(Increase)/Decrease in trade and other receivables	(434)	(318)	(182)
(Decrease)/Increase in trade and other payables	1,017	746	56
(2 cereaso) merease in unit and onler payables	1,017	710	30
Net cash flow from operating activities	1,451	1,906	2,766
Turnostino a ativitica			
Investing activities			
Purchase of property, plant & equipment and intangible assets	(889)	(504)	(747)
Acquisition of business net of cash		(304)	, ,
=	(1,050)	-	(523)
Net cash acquired with subsidiary undertaking	8	-	-
Net cash flows used in investing activities	(1,931)	(504)	(1,270)
Ti			
Financing activities			
Interest received	-	3	3
Interest paid	(324)	(497)	(856)
Proceeds from borrowings	750	1,950	1,950
Repayment of borrowings	(7,628)	(1,964)	(2,289)
Proceeds from IPO	10,500	-	-
IPO costs recognised directly in equity	(850)	-	-
Capital element on finance lease rental payments	(14)	(22)	(32)
Net cash flows used in financing activities	2,434	(530)	(1,224)
The same and the s		(550)	(19227)
Net increase/(decrease) in cash and cash			
equivalents	1,954	872	272
Cash and cash equivalents at beginning of period	558	286	286
Cash and cash equivalents at beginning of period	336	200	200
Cash and cash equivalents at year end date	2,512	1,158	558

# INDEPENDENT REVIEW REPORT TO ECLECTIC BAR GROUP PLC

#### 1. GENERAL INFORMATION

Eclectic Bar Group Plc (the 'company') is a limited company incorporated and domiciled in England and Wales. The registered office of the company is 533 Kings Road, Tetcott Road Offices, London SW10 0TZ. The registered company number is 08687172.

The group's principal activity is the management and operation of premium bars and restaurants across the United Kingdom. The company carries out business under the trade names of PoNaNa, Fez, Embargo 59, Sakura and Lola Lo.

The principal accounting policies adopted by the group are set out in note 2.

### 2. ACCOUNTING POLICIES

The financial information for the 6 months ended 29 December 2013 and 30 December 2012 does not constitute statutory accounts for the purposes of S240 of the Companies Act 2006 and has not been audited. The information for the 6 month ended 29 December 2013 has however been reviewed by the auditors and their report to the Board of Eclectic Bar Group Plc is set out on page 13 of this document.

Information that has been extracted from the June 2013 accounts are those from the audited accounts included in the AIM admission document, published in November 2013 on which auditors gave an unmodified opinion and did not include a statement under section 498 (2) or (3) of the Companies Act 2006. A copy of these accounts can be found on the Group's website, <a href="https://www.electicbars.co.uk">www.electicbars.co.uk</a>.

The accounting policies used in the preparation of the financial information for the 6 months ended 29 December 2013 are the accounting policies as applied to the Group's financial statements for the year ended 30 June 2013, as disclosed in the AIM admission document and are in accordance with International Financial Reporting Standard as adopted by the European Union.

Going concern - after reviewing the Group's performance, future forecasted performance and cash flows, and its ability to draw down on its facilities and the covenant requirements of those facilities, and after considering the key risks and uncertainties set out on pages 22-26 of the admission document, the Directors consider that the Group has sufficient resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the Group's financial statements.

# 3a. SEGMENTAL INFORMATION

The following tables present revenue and loss and certain asset and liability information regarding the Group's business segments for the period ended 29 December 2013.

Period ended 29 December 2013

N	Bars & ight clubs	Contract Operation of Bars £'000	Total £'000
Revenue Sales to external customers	11,039	371	11,410
Segment revenue	11,039	371	11,410
Results Segment results	97	329	426
Group operating profit	97	329	426

# Eclectic Bar Group Plc INDEPENDENT REVIEW REPORT TO ECLECTIC BAR GROUP PLC

Net finance cost	(328)	-	(328)
(Loss)/profit before taxation	(231)	329	98
Assets and liabilities Segment assets	16,078	_	16,078
Total assets	16,078	-	16,078
Segment liabilities	6,023	-	6,023
Total liabilities	6,023	-	6,023

The Group has included additional disclosure on the face of the income statement to make clear the contribution to Revenue, Profit before tax and Profit after tax of the operations to be discontinued in 2014. This disclosure is not a requirement of IFRS.

# 3b. ADMINISTRATIVE EXPENSES - HIGHLIGHTED ITEMS

	26 weeks	27 weeks	53 weeks
	ended	ended	ended
	29 December	30 December	30 June
	2013	2012	2013
	£'000	£'000	£'000
Share issue costs	399	-	-
Listing costs	33	-	-
Restructuring costs associated with IPO	157	-	-
Acquisition costs	28	-	30
Site opening costs	41	-	-
IFRS 2 Share based payment charge	11		
	669		30

The above items have been highlighted to give a better understand of non-comparable costs included in the Consolidated Income Statement for this period.

Costs of £399,000 relate to the issuing of new ordinary shares in the Company. These together with £33,000 listing costs and restructuring costs of £157,000 relate to the listing of the business on the Alternative Investment Market (AIM) in November 2013. These costs are one off in nature and will not reoccur in subsequent years.

Acquisition costs of £28,000 (2013 full year: £30,000) have been included. These relate to the one-off costs of purchasing new sites in Derby, Brighton and Manchester.

Site opening costs of £41,000 have also been highlighted. These relate to the one-off opening costs of Manchester Lola Lo.

Additional costs of £850k relating to the issuing of new equity have been allocated against reserves in accordance with IFRS.

#### 4. EARNINGS PER SHARE

	Continuing operations	Discontinued operations	26 weeks to 29th Dec
Profit/(loss) for the period (£'000)	(440)	329	(111)
Highlighted items	(669)	-	(669)
Basic weighted number of shares (number)	12,862,500	12,862,500	12,862,500
Loss)/earnings per share (pence) - Basic (pence)	(3.4)	2.6	(0.9)
Adjusted earnings per share - Basic (pence)	1.8	2.6	4.3
Diluted weighted number of shares (number)	12,915,463	12,915,463	12,915,463
Loss)/earnings per share (pence) - Diluted (pence)	(3.4)	2.5	(0.9)
Adjusted earnings per share - Diluted (pence)	1.8	2.5	4.3

#### 5. BUSINESS COMBINATIONS

In October 2013 the Group acquired leases to new sites in Brighton and Derby. Net assets (excluding cash) acquired as a result of these purchases were £1,127,000, resulting in goodwill of £130,000 being recognised in the balance sheet.

## 6. TAX

Tax for the six month period is charged at 23% (six month ended 30 December 2012: 23.75%: year ended 30 June 2013: 23.75%) representing the best estimate of the average annual effective tax rate expected for the full year, applied to the pre-tax income of the six month period.

# 7. RELATED PARTY TRANSACTIONS

The ultimate controlling party of the Group is Eclectic Bar Group Plc (incorporated in the United Kingdom). The Group has a related party relationship with Directors and executive officers. There were no material related party transactions other than the remuneration of key management personnel.

Prior to the restructuring, the Group had a related party relationship with Avanti Capital Plc. During the six month period to December 2013, the Group fully repaid all outstanding loan debt owed to Avanti Capital Plc. Since the date of listing Avanti Capital PLC is no longer a shareholder of the Group.

# 8. ADOPTION OF IFRS

The Company has adopted IFRS effective for its annual consolidated financial statements beginning 25 June 2012. These consolidated financial statements are the Company's first annual consolidated financial statements prepared in accordance with IFRS as adopted by the EU. For all periods up to and including the year ended 27 June 2010 the Companies prepared its consolidated financial statements in accordance with UK GAAP.

Reconciliations detailing the effect on the Company's reported equity as at 24 June 2012 and 26 June 2011 and 24 June 2012 and 30 June 2013 as well as net income, comprehensive income and cash flows for the 3 fiscal years ended June 30 2013 can be found in the Group's AIM admission document, published in November 2013. A copy of this document can be found on the Group's website, <a href="https://www.electicbars.co.uk">www.electicbars.co.uk</a>.

# 9. POST BALANCE SHEET EVENTS

Since the end of the year The Company has renegotiated its banking facilities with Barclays Bank. The RCF facility has been increased to £5 million from £1.5 million. In addition the covenants have been simplified and interest rates have been reduced.

# Eclectic Bar Group Plc INDEPENDENT REVIEW REPORT TO ECLECTIC BAR GROUP PLC

### **Independent review report to Eclectic Bar Group plc**

#### Introduction

We have been engaged by the company to review the condensed set of financial statements in the half-yearly financial report for the six months ended 29.12.2013 which comprises the Consolidated income statement, the Consolidated balance sheet, the Consolidated statement of cash flows, the Consolidated statements of changes in equity and the related notes 1 to 9. We have read the other information contained in the half yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the company in accordance with guidance contained in International Standard on Review Engagements 2410 (UK and Ireland) "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company, for our work, for this report, or for the conclusions we have formed.

# **Directors' Responsibilities**

The half-yearly financial report is the responsibility of, and has been approved by, the directors. The directors are responsible for preparing the Interim Report in accordance with the AIM Rules issued by the London Stock Exchange which require that it is presented and prepared in a form consistent with that which will be adopted in the company's annual accounts having regard to the accounting standards applicable to such annual accounts.

As disclosed in note 2, the annual financial statements of the group are prepared in accordance with IFRSs as adopted by the European Union. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with the AIM Rules issued by the London Stock Exchange.

## **Our Responsibility**

Our responsibility is to express to the Company a conclusion on the condensed set of financial statements in the half-yearly financial report based on our review.

# **Scope of Review**

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

# Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 29.December .2013 is not prepared, in all material respects, in accordance with the accounting policies outlined in Note 1, which comply with IFRS's as adopted by the European Union and in accordance with the AIM Rules issued by the London Stock Exchange.

Ernst & Young LLP London 25 March 2014