

**THE SHARE REPUBLIC.COM LIMITED**  
**For the Year Ended 31 May 2017**

**Company Registration No. 07988346 (England and Wales)**

**THE SHARE REPUBLIC LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MAY 2017**



**COMPANY INFORMATION**

**Directors**

*Mrs Vola Parker*

Mr Geoffrey Hoodless

**Company number**

07988346

**Registered office (at the date of these accounts)**

Quadrant House

4 Thomas More Square

London

E1W 1YW

**Registered office (current)**

Flat 5

Hart Hill

St John's Hill Road

Woking

Surrey

GU21 7RG

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## STRATEGIC REPORT

The directors present the strategic report for the year ended 31 May 2017.

### Fair review of the business

Your directors have developed the Beansprout Company™ project to launch new Investment Companies under the Standard Listing, such that they be quoted on the London Stock Exchange. To date we have entered into two engagements, one of which has been mutually terminated. The directors remain optimistic that over the coming months other opportunities will occur. We believe this is due to the innovative aspect of the Beansprout product to the UK market, specifically with regards to adoption of Standard Listing and the Beansprout Rules, which lowers the barrier to entry for listing, and also has greater investor protection, where both investors and directors share the investment risks.

The Company was created with the intention to develop, build, and exploit an online, interest based, securities trading platform, so that private (retail) customers could buy and sell securities, initially on the UK stock exchanges.

### Principal risks and uncertainties

The principal risks and uncertainties relate to the ability to successfully launch the corporate finance product and generate sufficient interests from entrepreneurs and investors. Equally, the risks and uncertainties regarding the launch of the electronic dealing platform and to generate sufficient customer levels exceed the cost base remains.

On behalf of the board



Geoffrey Hoodless

Director

On 29<sup>th</sup> January 2018

## **DIRECTORS' REPORT**

The directors present their annual report and consolidated financial statements for the year ended 31 May 2017.

### **Principal activities**

The principal activity of its wholly owned subsidiary The Share Republic.com Limited is corporate finance advisory services. The Share Republic.com Limited is authorised and regulated by the Financial Conduct Authority (523422).

The directors have reviewed numerous corporate finance opportunities, but the low level of corporate finance revenue reflects the current economic environment, and the company's primary goal of developing an electronic dealing platform.

### **Directors' responsibilities for the accounts**

The directors are responsible for preparing the Strategic Report, 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

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

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

The company continues to plan to realise the value of the platform, by way of trading or third party sale.

### **Results and dividends**

The results for the year are set out in CONSOLIDATED STATEMENT OF TOTAL COMPREHENSIVE INCOME, page 7.

The Directors do not recommend the payment of a dividend. Retained losses of £2,145 have been transferred to reserves.

THE SHARE REPUBLIC.COM LIMITED  
For the Year Ended 31 May 2017

**Directors and shareholdings**

The directors who held office during the year were:

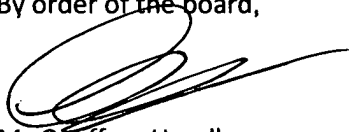
Mr Geoffrey Hoodless

Mrs Vola Parker

**Future developments**

The company plans to realise the value of the investment, by way of initiating the trading platform or via a third-party sale of the platform.

By order of the board,



Mr Geoffrey Hoodless

**Director**

**CONSOLIDATED STATEMENT OF TOTAL COMPREHENSIVE INCOME**

	Notes	2017	2016 (audited)
Turnover	3	-	-
<b>Administrative Expenses</b>			
Costs		<u>(2,145)</u>	<u>(8,529)</u>
<b>Loss on ordinary activities before taxation</b>		<u>(2,145)</u>	<u>(8,529)</u>
Tax on loss on ordinary activities	5	<u>-</u>	<u>-</u>
<b>Loss for the financial year</b>	4	<u>(2,145)</u>	<u>(8,529)</u>
<b>Total comprehensive loss for the year</b>		<u>(2,145)</u>	<u>(8,529)</u>

The profit and loss account has been prepared on the basis that all operations are continuing operations.

**CONSOLIDATED STATEMENT OF FINANCIAL POSITION**

	Notes	2017	2016 (audited)
<b>Fixed Assets</b>			
Intangible assets	7	93,097	93,097
Tangible assets	8	-	-
<b>Total fixed assets</b>		<b>93,097</b>	<b>93,097</b>
<b>Current assets</b>			
Debtors	10	-	-
Cash at bank and in hand		1,159	8,445
<b>Total current assets</b>		<b>1,159</b>	<b>8,445</b>
<b>Creditors: Amounts falling due within one year</b>	11	<b>(20,499)</b>	<b>(25,639)</b>
<b>Net current assets</b>		<b>(19,339)</b>	<b>(17,194)</b>
<b>Total assets less current liabilities</b>		<b>73,758</b>	<b>75,903</b>
<b>Capital and Reserves</b>			
Called up share capital	13	60,052	60,052
Share premium account	14	24,700	24,700
Profit and Loss reserves	14	(122,243)	(120,098)
Merger reserve	14	111,249	111,249
<b>Shareholders' funds</b>		<b>73,758</b>	<b>75,903</b>

For the year ending 31 May 2017 the company was entitled to exemption under section 477 of the Companies Act 2006 relating to small companies.

The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These accounts have been prepared in accordance with the provisions of the small companies regime applicable to microentities.

The financial statements were approved by the Board of Directors on 29<sup>th</sup> January 2018

Signed on behalf of the Board of Directors by:

Mr Geoffrey Hoodless

Company No: 07988346



THE SHARE REPUBLIC.COM LIMITED  
For the Year Ended 31 May 2017

**COMPANY STATEMENT OF FINANCIAL POSITION**

	Notes	2017	2016 (audited)
<b>Fixed Assets</b>			
Intangible assets	9	99,752	99,752
Tangible assets		-	-
<b>Total fixed assets</b>		<b>99,752</b>	<b>99,752</b>
<b>Current assets</b>			
Debtors	10	-	-
Cash at bank and in hand		46	3,313
<b>Total current assets</b>		<b>46</b>	<b>3,313</b>
<b>Creditors: Amounts falling due within one year</b>	11	<b>(29,259)</b>	<b>(32,379)</b>
<b>Net current assets</b>		<b>(29,213)</b>	<b>(29,066)</b>
<b>Total assets less current liabilities</b>		<b>70,539</b>	<b>70,686</b>
<b>Capital and Reserves</b>			
Called up share capital	13	60,052	60,052
Share premium account	14	24,700	24,700
Profit and Loss reserves	14	(14,213)	(14,066)
<b>Total Equity</b>		<b>70,539</b>	<b>70,686</b>

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Signed on behalf of the Board of Directors by:

Mr Geoffrey Hoodless  
Company No: 07988346

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY**

	Notes	Share capital £	Share premium account £	Profit and Loss reserves £	Merger reserve £	Total £
<b>At 1 June 2016</b>		60,052	24,700	(111,569)	111,249	84,432
Loss for the year				(8,529)		(8,529)
<b>Year ended 31 May 2017</b>		60,052	24,700	(120,098)	111,249	75,903
Loss for the year				(2,145)		(2,145)
<b>Balance at 31 May 2017</b>		60,052	24,700	(122,243)	111,249	73,758

**COMPANY STATEMENT OF CHANGES IN EQUITY**

	Notes	Share capital £	Share premium account £	Profit and Loss reserves £	Total £
<b>At 1 June 2016</b>		60,052	24,700	(10,016)	74,736
Loss for the year				(4,050)	(4,050)
<b>Year ended 31 May 2017</b>		60,052	24,700	(14,066)	70,686
Loss for the year				(147)	(147)
<b>Balance at 31 May 2017</b>		60,052	24,700	(14,213)	70,539

**CONSOLIDATED STATEMENT OF CASH FLOWS**

	Notes	2017 £	2016 £
<b>Cash flows from operating activities</b>			
Cash (absorbed by)/generated from operations	17	(7,286)	(7,909)
<b>Net cash used in investing activities</b>			
		-	-
<b>Net cash used in financing activities</b>			
		-	-
		<hr/>	<hr/>
<b>Net (decrease)/increase in cash and cash equivalents</b>		<u>(7,286)</u>	<u>(7,909)</u>
Cash and cash equivalents at beginning of year		8,445	16,354
		<hr/>	<hr/>
<b>Cash and cash equivalents at end of year</b>		<u><u>1,159</u></u>	<u><u>8,445</u></u>

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2017

### 1. Company information

The Share Republic Limited is a company limited by shares incorporated in England and Wales.

#### 1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in Sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared on the historical cost convention, modified to include certain financial instruments at fair value. The principal accounting policies adopted are set out below.

These financial statements for the year ended 31 May 2017 of The Share Republic Limited are prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland. The date of transition to FRS 102 was 1 June 2014.

#### 1.2 Principal accounting policies

##### a) Going concern

As at 31 May 2017 the Group had net assets of £73,758 (2016: £75,903) and the directors are satisfied that the going concern basis is appropriate for the preparation of these financial statements as they consider that the support of the shareholders will be forthcoming as and when required. The shareholders have confirmed their willingness to provide such support.

The financial statements do not include the adjustments that would result if the Group were unable to continue as a going concern.

##### b) Consolidation

The financial statements consolidate the accounts of the company and its subsidiary undertakings and have been prepared by using the principles of merger accounting. The Group was formed following a share for share exchange exercised on 2 August 2013 between the company and the Share Republic.com Limited which is considered to meet the requirements of FRS 102 Section 19 to be accounted for as a merger. Accordingly, a merger reserve has been created to represent the difference between the value of the shares issued and the nominal value of the share capital and share premium account in the subsidiary.

Intra-group balances are eliminated fully on consolidation.

##### c) Turnover

Turnover represents fees for undertaking corporate finance transactions net of VAT. Turnover is recognised when the Group is contractually entitled to do so.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2017 Continued**

**d) Tangible fixed assets and depreciation**

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is provided at rates calculated to write-off the cost less estimated residual value of each asset, over its expected useful life as follows: -

Fixtures and fittings - 3 years straight line

**e) Intangible fixed assets**

Intangible fixed assets relate to capitalised development costs in respect of an online trading platform and are stated at cost less amortisation. Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life from the date that the platform is brought into use, as follows:

Trading platform - 5 years straight line

**f) Investments**

Fixed asset investments are stated at cost less provision for diminution in value.

**g) Financial instruments**

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and section 12 'Other financial Issues' FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

**Basic Financial Assets**

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

**Classification of financial liabilities**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2017 Continued**

**Basic Financial liabilities**

Basic financial liabilities, including creditors, are initially recognised at transaction price.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as on-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

**h) Equity instruments**

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

**2. Judgements and key sources of estimation uncertainty**

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

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

**Critical judgements**

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

**Intangible fixed assets**

Intangible fixed assets relate to capitalised development costs in respect of an online trading platform and are stated at cost less amortisation. The platform is assessed for impairment where there is any indication that the asset has suffered an impairment loss. The recoverable amount is assessed as the high of fair value less costs to sell and value in use.

**3. Turnover**

The total turnover of the Group for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2017 Continued

4. Operating loss

	2017	2016
	£	£
Operating loss for the year is stating after charging/(crediting):		
Fees payable to the company's auditor for the audit of the company's financial statements	-	3,350

5. Tax on loss on ordinary activities

	2017	2016
	£	£
Operating loss for the year is stating after charging/(crediting):		
Fees payable to the company's auditor for the audit of the company's financial statements	-	3,350
Tax charge	-	3,350

<b>Factors affecting tax charge for the year:</b>	<b>2017</b>	<b>2016</b>
	£	£
Loss on ordinary activities before taxation	(2,145)	(8,529)
Loss on ordinary activities before taxation multiplied by the standard rate of corporation tax in the UK of 19.00% (2016: 20.00%)	(408)	(1,706)
Other tax adjustments	408	1,706
Current tax charge for the year	-	-
Accumulated tax loss	108,408	108,000

The Group have trading losses of approximately £111,000 to carry forward against future profits.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2017 Continued**

**6. Holding company profit and loss account**

The Company has taken advantage of the legal dispensation granted under S.408 of the Companies Act 2006 allowing it not to present its own profit and loss account. The retained loss for the year of £2,145 (2016: £8,529) has been dealt with in the accounts of the Company.

**7. Intangible fixed assets**

	<b>Development cost</b>
	<b>£</b>
<b>Cost</b>	
At 1 June 2016 and 31 May 2017	93,097
<b>Net book value</b>	
At June 2016 and 31 May 2017	93,097

*Amounts classified as intangible assets relate to the development of an online share trading platform. The directors hold the view that the policy to capitalise this expenditure reflects the purpose and long-term usefulness of the platform. The directors also believe that the cost does not require impairment, as the value of the platform shall be realised through use, by generating future revenues, or by sale.*

**8. Tangible fixed assets**

	<b>Fixtures, fittings &amp; equipment</b>
	<b>£</b>
<b>Cost</b>	
At 1 June 2016 and 31 May 2017	-
<b>Depreciation</b>	
At 1 June 2016 and 31 May 2017	-
<b>Net book value</b>	
At 31 May 2017	-
At 31 May 2016	-



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2017 Continued

9. Fixed asset investments

<b>The Company</b>	<b>Shares in subsidiary undertakings</b>
	<b>£</b>
<b>Cost</b>	<hr/>
At 1 June 2016 and 31 May 2017	<hr/> <b>99,752</b> <hr/>

A summary of the subsidiary undertakings is shown below

<b>Name of undertaking and country of incorporation or residency</b>	<b>Country of registration or incorporation</b>	<b>Class of Shareholding</b>	<b>% Held direct/indirect</b>	<b>Nature of business</b>
The Share Republic.com Limited	UK	Ordinary	100	Corporate Finance Advisory
TSRC Nominees Limited UK	UK	Ordinary (indirectly)	100	Dormant

10. Debtors

	<b>2017</b>		<b>2016</b>	
	<b>Group</b>	<b>Company</b>	<b>Group</b>	<b>Company</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Trade debtors	-	-	6,530	-
Provision	-	-	(6,530)	-
<b>Total debt</b>	<hr/>	<hr/>	<hr/>	<hr/>
	-	-	-	-

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2017 Continued

11. Creditors: amounts falling due within one year

	2017		2016	
	Group £	Company £	Group £	Company £
Amounts owed to subsidiary undertakings	-	13,628	-	12,128
Trade creditors	631	631	631	631
Other creditors	19,039	15,000	19,038	15,000
Accruals and deferred income	829	-	5,970	4,620
	<u>20,499</u>	<u>29,259</u>	<u>25,639</u>	<u>32,379</u>

Included within "other creditors" is a loan of £15,000 from Eurico Oscar Da Conceicao dos Santos Covas and Geoffrey Hoodless to facilitate the acquisition of shares in The Share Republic.com Limited. The loan is unsecured and is convertible into ordinary shares at the behest of the creditors into ordinary shares in the company as a price of £0.08 per share up to 31 August 2022.

Included within "other creditors" is an amount owed to the director, Geoffrey Hoodless, of £4,039 (2016: £4,039).

12. Financial instruments

	2017 £	2016 £
<b>Group</b>		
<b>Carrying amount of financial liabilities</b>		
Measured at amortised cost	<u>20,499</u>	<u>25,639</u>
<b>Company</b>		
<b>Carrying amount of financial assets</b>		
Equity instruments measured at cost less impairment	<u>99,752</u>	<u>99,752</u>
<b>Carrying amount of financial liabilities</b>		
Measured at amortised cost	<u>29,259</u>	<u>32,379</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MAY 2017 Continued

13. Called up share capital

	2017	2016
	£	£
<b>Ordinary share capital issued and fully paid</b>		
6,005,200 ordinary shares of £0.01 each	60,052	60,052

14. Reserves

*Called-up share capital:* represents the nominal value of shares that have been issued.

*Share premium account:* includes any premiums received on issue of share capital. Any transaction costs associated with the issue of shares are deducted from share premium.

*Profit and loss account:* includes all current and prior period retained profits and losses.

*Merger reserve:* represents the difference between the value of the shares issued and the nominal value of the share capital and share premium account in the subsidiary.

15. Employees

Number of employees

There were no employees during the year apart from the directors and no remuneration has been paid.

16. Control

The Company is not controlled by any one party.

17. Reconciliation of operating loss to net cash outflow from operating activities

	2017	2016
	£	£
Operating loss	(2,145)	(8,529)
Decrease in debtors	-	-
Increase/(decrease) in creditors	(5,140)	620
<b>Net cash outflow from operating activities</b>	<u>(7,286)</u>	<u>(7,909)</u>

18. Related Parties

The company has taken advantage of the exemption available in FRS 102 Section 33 "Related party disclosures" whereby it has not disclosed transactions with any wholly owned subsidiary undertaking of the group.

There were no other related party transactions in the period other than those disclosed in note 11.