Company number 123821

SAFE HARBOUR

Unaudited Interim Condensed Consolidated
Financial Statements

For the six months ended 30 June 2018

SAFE HARBOUR HOLDINGS PLC

Company number 123821

CONTENTS

I am pleased to present to shareholders the Interim Condensed Consolidated Financial Statements of Safe Harbour Holdings plc (the "**Company**") for the six months ended 30 June 2018, consolidating the results of Safe Harbour Holdings plc, Safe Harbour Holdings UK Limited and Safe Harbour Holdings Jersey Limited (collectively, the "**Group**" or "**Safe Harbour**")**.**

Strategy

Safe Harbour aims to become a global leader in B2B distribution and/or business services, through a well-executed buy-and-build strategy. As a team, we intend to draw upon our managerial and operational experience in consolidation and integration to drive business transformation and achieve attractive, long-term compounding returns for our shareholders.

Safe Harbour intends to initially acquire a controlling stake in a platform asset of scale, which operates in a sector demonstrating a large addressable market opportunity, a steady growth outlook, and a high level of fragmentation allowing the deployment of a meaningful buy-and-build strategy to capitalise on economies of scale. It is likely that this platform asset will have operations in the UK, Europe, or North America with an enterprise value in the region of £250 million to £1.5 billion. We seek businesses that demonstrate stable operating performance and high cash flow conversion, and benefit from competitive barriers to entry. Safe Harbour will prioritise assets outside competitive auction processes and situations where the Directors believe Safe Harbour has a distinct advantage in acquiring assets at attractive valuations.

We believe that the publicly listed nature of our vehicle offers us flexibility in structuring transactions and provides us with access to deep pools of capital which will allow us to unlock opportunities that may not otherwise be available to typical financial sponsors.

Results and Developments in the Period

The Group's loss after taxation for the six months to 30 June 2018 was £1,166,892 (30 June 2017: £1,096,915). In the six months to 30 June 2018, the Group incurred £1,194,680 (30 June 2017: £1,096,915) of administrative expenses, received interest of £27,788 (30 June 2017: £nil) and at the period end held a cash balance of £28,115,926 (31 December 2017: £7,787,775).

On listing in March this year, Safe Harbour successfully raised £21.4 million (after expenses) having received backing from major institutional investors including Invesco, Woodford, Marathon, Consulta and MSD Partners.

Safe Harbour has raised gross proceeds of £32.7 million from equity issuances since incorporation in 2016. From this, the Group has incurred cash costs of £4.6 million to 30 June 2018. £2.2 million of this relates to non-recurring project costs including diligence expenses, advisory fees and costs related to the IPO and establishment of Safe Harbour.

Dividend Policy

The Company has not yet acquired a trading business and the Directors therefore consider it inappropriate to make a forecast of the likely level of any future dividends. The Directors intend to determine the Company's dividend policy following completion of the Company's first acquisition and in any event, will only commence the payment of dividends when it becomes commercially prudent to do so. There are no arrangements in place under which future dividends are to be waived or agreed to be waived.

Corporate Governance

In line with the London Stock Exchange's recent changes to the AIM Rules for Companies which require all AIM-quoted companies to adopt a recognised corporate governance code, explain how the company complies with that code's requirements and identify and explain areas of non-compliance, the Company has elected to adopt the Quoted Companies Alliance Corporate Governance Code ("QCA Code"). The Directors recognise the importance of sound corporate governance commensurate with the size and current nature of the Company and the interests of shareholders and remain committed to evolving the corporate governance arrangements as the business further evolves. The Board comprises a Non-Executive Chairman, Avril Palmer-Baunack, and three Executive Directors: Rodrigo Mascarenhas, Mark Brangstrup Watts and James Corsellis. It is intended that Mark Brangstrup Watts and James Corsellis will adopt non-executive roles following the completion of the Company's first acquisition. Further information in respect of the Company's compliance with the QCA Code can be found on the Company's website www.safeharbourplc.com.

Update on NED appointment

Safe Harbour is in discussions with several candidates to join the Board as an independent non-executive director. We consider each of these candidates to have strong operational track records and believe they would all be highly complementary to the team. We hope to announce confirmation of this appointment in the near future.

Risks

The Directors have carried out a robust assessment of the principal risks facing the Group including those that would threaten its business model, future performance, solvency or liquidity. There have been no changes to the principal risks described in the Group's annual consolidated financial statements for the period ended 31 December 2017. The Directors are of the opinion that the risks are applicable to the six month period to 30 June 2018, as well as the remaining six months of the financial year. Further detail in relation to the risks faced by the Group can be found on pages 34-38 of the Group Annual Report and Financial Statements for the period from incorporation to 31 December 2017, which is available on the Company's website.

Outlook

The Group continues to pursue its stated strategy and in accordance with our mandate as an acquisition vehicle, we have evaluated a number of assets meeting Safe Harbour's investment criteria during the period. The Directors have been encouraged by the array of attractive prospects for value creation and believe that the Company is well placed to progress identified acquisition opportunities in the year ahead.

Rodrigo Mascarenhas
Chief Executive Officer
27 September 2018

Avril Palmer-Baunack
Chairman
27 September 2018

RESPONSIBILITY STATEMENT

Each of the Directors confirm that, to the best of their knowledge:

(a) these Unaudited Interim Condensed Consolidated Financial Statements, which have been prepared in accordance with IAS 34, "Interim Financial Reporting" as adopted by the European Union, give a true and fair view of the assets, liabilities, financial position and profit or loss of Safe Harbour; and

(b) the interim management report includes a fair review of the information required to be disclosed pursuant to Rule 4.2.7 and Rule 4.2.8 of the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority.

Neither the Company nor the Directors accept any liability to any person in relation to the interim financial report except to the extent that such liability could arise under English law. Accordingly, any liability to a person who has demonstrated reliance on any untrue or misleading statement or omission shall be determined in accordance with section 90A and Schedule 10A of the Financial Services and Markets Act 2000 (as amended).

Details on the Company's Board of Directors can be found on the Company website at www.safeharbourplc.com.

By order of the Board

Rodrigo Mascarenhas
Chief Executive Officer
27 September 2018

SAFE HARBOUR HOLDINGS PLC
Company number 123821
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Note	Six months ended 30 June 2018 Unaudited	Six months ended 30 June 2017 Unaudited
		£	£
Administrative expenses	4	(1,194,680)	(1,096,915)
Operating loss		**(1,194,680)**	**(1,096,915)**
Finance income		27,788	-
Finance income		**27,788**	**-**
Loss before income tax		**(1,166,892)**	**(1,096,915)**
Income tax		-	-
Net loss for the period		**(1,166,892)**	**(1,096,915)**
Total other comprehensive income		-	-
Total comprehensive loss		(1,166,892)	(1,096,915)
Attributable to:			
Owners of the Company		(1,166,892)	(1,096,915)
Loss per ordinary share			
Basic and diluted loss per share attributable to ordinary equity holders of the parent (£)	5	(0.0595)	(0.1316)

The Group's activities derive from continuing operations.

The notes on pages 9 to 16 form an integral part of these condensed consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	As at 30 June 2018 Unaudited	As at 31 December 2017 Audited
		£	£
Assets			
Non-current assets			
Fixed assets	6	1,799	2,237
Total non-current assets		**1,799**	**2,237**
Current assets			
Cash and cash equivalents		28,115,926	7,787,775
Deferred costs		-	177,000
Other receivables	8	186,166	86,843
Total current assets		**28,302,092**	**8,051,618**
Total assets		**28,303,891**	**8,053,855**
Current liabilities			
Trade and other payables	9	479,303	513,038
Total liabilities		**479,303**	**513,038**
Capital and reserves attributable to equity holders of the parent			
Stated capital	10	31,445,521	10,000,003
Share-based payment reserve	11,13	83,929	78,784
Accumulated losses	11	(3,704,862)	(2,537,970)
Total equity		**27,824,588**	**7,540,817**
Total equity and liabilities		**28,303,891**	**8,053,855**

The notes on pages 9 to 16 form an integral part of these condensed consolidated financial statements.

The financial statements were approved by the Board of Directors on 27 September 2018 and were signed on its behalf by:

Rodrigo Mascarenhas
Chief Executive Officer

Avril Palmer-Baunack
Chairman

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Note	Stated capital	Share-based payment reserve	Accumulated losses	Total equity
		£	£	£	£
Balance as at 1 January 2018		10,000,003	78,784	(2,537,970)	7,540,817
Loss for the period		-	-	(1,166,892)	(1,166,892)
Issue of shares		22,699,998	-	-	22,699,998
Share issue costs		(1,254,480)	-	-	(1,254,480)
Share-based payments		-	5,145	-	5,145
Balance as at 30 June 2018 (unaudited)		31,445,521	83,929	(3,704,862)	27,824,588

	Note	Stated capital	Share-based payment reserve	Accumulated losses	Total equity
		£	£	£	£
Balance as at 1 January 2017		10,000,003	-	(345,252)	9,654,751
Loss for the period		-	-	(1,096,915)	(1,096,915)
Share-based payments		-	65,625	-	65,625
Balance as at 30 June 2017 (unaudited)		10,000,003	65,625	(1,442,167)	8,623,461

The notes on pages 9 to 16 form an integral part of these condensed consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Six months ended 30 June 2018 Unaudited	Six months ended 30 June 2017 Unaudited
		£	**£**
Cash flows from operating activities			
Operating loss		(1,194,680)	(1,096,915)
Adjustments to reconcile loss before income tax to operating cash flows:			
Decrease in trade and other receivables	8	77,677	57,917
Decrease in trade and other payables	9	(34,941)	(391,296)
Share-based payment expense[1]	13	4,140	68,971
Depreciation charge	6	438	236
Bank interest received		27,788	-
Net cash used in operating activities		**(1,119,578)**	**(1,361,087)**
Cash flows from investing activities			
Purchase of office equipment		-	(2,124)
Net cash flows used in investing activities		**-**	**(2,124)**
Cash flows from financing activities			
Proceeds from issue of share capital		22,699,998	10,000,003
Share issue costs		(1,254,480)	-
Proceeds from issue of incentive shares		2,211	17,926
Net cash generated from financing activities		**21,447,729**	**10,017,929**
Net increase in cash and cash equivalents		20,328,151	8,654,718
Cash and cash equivalents at beginning of the period		7,787,775	-
Cash and cash equivalents at the end of the period		**28,115,926**	**8,654,718**

The notes on pages 9 to 16 form an integral part of these condensed consolidated financial statements.

[1] £1,206 represent proceeds from issue of A3 Shares that are classified in trade & other payables in the Statement of Financial Position and as proceeds from issue of ordinary A Share capital in the Statement of Cash Flows.

1. GENERAL INFORMATION

Safe Harbour Holdings plc is an investing company (for the purposes of the AIM Rules for Companies) and is incorporated in Jersey and domiciled in the United Kingdom (company number: 123821). It is a public limited company and the address of the registered office is One Waverley Place, Union Street, St Helier, Jersey, JE1 1AX, with a UK establishment address of 11 Buckingham Street, London, WC2N 6DF. The Company is the parent company of Safe Harbour Holdings UK Limited (company number: 10348545) (''**SHHUK**'') and Safe Harbour Holdings Jersey Limited (company number: 121981) (''**SHHJL**''), (collectively, the ''**Group**'' or "**Safe Harbour"**). The activity of the Company is the acquisition and subsequent development of assets engaged in business-to-business distribution and/or business services.

2. BASIS OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES

(a) Basis of preparation

These Interim Condensed Consolidated Financial Statements for the six months ended 30 June 2018 have been prepared in accordance with the Disclosure Guidance and Transparency Rules of the Financial Conduct Authority and with IAS 34, 'Interim Financial Reporting', as adopted by the European Union. The Interim Report does not include all the notes of the type normally included in an annual financial report. Accordingly, this Report is to be read in conjunction with the annual financial statements for the period ended 31 December 2017, which have been prepared in accordance with IFRS as adopted by the European Union.

These Interim Condensed Consolidated Financial Statements do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006. Statutory accounts, which are available on the Company's website, www.safeharbourplc.com**,** for the period ended 31 December 2017, were approved by the Board of Directors on 12 June 2018 and delivered to the Registrar of Companies. The report of the auditors on those accounts was unqualified, did not contain an emphasis of matter paragraph and did not contain any statement under section 498 of the Companies Act 2006.

All comparative figures included in the Interim Consolidated Financial Statements are for the period from 1 January 2017 to 30 June 2017 or are as at 31 December 2017.

The balances for the six months ended 30 June 2017 are directly comparable to those reported for the six months ended 30 June 2018.

(b) New standards and amendments to International Financial Reporting Standards

Standards, amendments and interpretation effective and adopted by the Group:

The accounting policies adopted in the preparation of these Interim Consolidated Financial Statements are consistent with those followed in the preparation of the Group's audited consolidated financial statements for the period ended 31 December 2017, which were prepared in accordance with International Financial Reporting Standards as adopted by the European Union.

IFRS 9 'Financial Instruments' amends the classification and measurement models for financial assets and adds new requirements to address the impairment of financial assets. It also introduces a new hedge accounting model to more closely align hedge accounting with risk management strategy and objectives. The standard requires companies to make an election on whether gains and losses on equity instruments measured at fair value should be recognised in the Statement of Comprehensive Income or other comprehensive income, with no recycling. IFRS 9 has been adopted by the Group but has had no material effect on the Group's results.

Standards issued but not yet effective:

The following standards are issued but not yet effective. The Group intends to adopt these standards, if applicable, when they become effective. It is not expected that these standards will have a material impact on the Group.

Standard		**Effective date (period commencing)**
IFRS 16	Leases	1 January 2019
IFRIC 23	Uncertainty over Income Tax Treatments	1 January 2019
IFRS 17	Insurance Contracts	1 January 2021

3. SEGMENT INFORMATION

The Board of Directors is the Group's chief operating decision-maker. As the Group had not yet made an acquisition as at 30 June 2018, the Group is organised and operates as one segment.

4. EXPENSES BY NATURE

	Six months ended 30 June 2018	**Six months ended 30 June 2017**
	£	**£**
Group expenses by nature		
Staff related costs	473,780	310,077
Office costs	31,922	42,135
Legal & professional fees	591,413	650,349
Other expenses	97,565	94,354
	1,194,680	**1,096,915**

5. LOSS PER ORDINARY SHARE

Basic earnings per ordinary share is calculated by dividing the loss attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the period. Diluted earnings per share is calculated by adjusting the number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. Incentive Shares (see Note 13) have not been included in the calculation of diluted earnings per share because they are anti-dilutive for the periods presented.

	Six months ended 30 June 2018	**Six months ended 30 June 2017**
	£	**£**
Group		
Loss attributable to the owners of the parent	(1,166,892)	(1,096,915)
Weighted average number of ordinary shares in issue	19,620,628	8,333,336
Basic and diluted loss per share	(0.0595)	(0.1316)

6. FIXED ASSETS

	As at 30 June 2018	As at 31 December 2017
Office equipment	£	£
Cost		
Opening balance	2,981	-
Additions	-	2,981
	2,981	2,981
Accumulated depreciation		
Opening balance	(744)	-
Charge for the period	(438)	(744)
Closing balance	(1,182)	(744)
Net book value		
Opening balance	2,237	-
Closing balance	1,799	2,237

7. INVESTMENTS

Principal subsidiary undertakings of the Group
The Company directly owns the ordinary share capital of its subsidiary undertakings as set out below:

Subsidiary	Nature of business	Country of incorporation	Proportion of ordinary shares held by Company	Proportion of ordinary shares held by the Group
Safe Harbour Holdings UK Limited	Dormant vehicle	England	100%	100%
Safe Harbour Holdings Jersey Limited	Incentive vehicle	Jersey	99.97%	100%

8. OTHER RECEIVABLES

All receivables are current. There is no material difference between the book value and the fair value of receivables.

	As at 30 June 2018	As at 31 December 2017
	£	£
Amounts falling due within one year		
Prepayments	111,695	15,075
Other receivables	74,471	71,768
	186,166	**86,843**

9. TRADE AND OTHER PAYABLES

	As at 30 June 2018	As at 31 December 2017
	£	£
Trade payables	195,576	149,657
Accruals	246,923	336,692
Other tax and national insurance payable	28,002	19,092
Other creditors	8,802	7,597
	479,303	**513,038**

There is no material difference between the book value and the fair value of the trade and other payables.

10. STATED CAPITAL

	As at 30 June 2018	As at 31 December 2017
	£	£
Issued and fully paid		
8,333,336 ordinary shares of no par value issued at £1.20 each	10,000,003	10,000,003
18,916,665 ordinary shares of no par value issued at £1.20 each	22,699,998	-
Share issue costs	(1,254,480)	-
	31,445,521	**10,000,003**

All issued shares are fully paid. The holders of ordinary shares are entitled to receive dividends as declared and are entitled to one vote per share at general meetings of the Company.

11. RESERVES

The following describes the nature and purpose of each reserve within shareholders' equity:

Share-based payment reserve
The share-based payment reserve is the cumulative amount recognised in relation to the equity settled share-based payment scheme as further described in Note 13.

Retained deficit
Cumulative net gains and losses recognised in the Consolidated Statement of Comprehensive Income.

12. FINANCIAL INSTRUMENTS AND ASSOCIATED RISKS

The Group has the following categories of financial instruments at the period end:

	As at 30 June 2018	As at 31 December 2017
	£	£
Financial assets measured at amortised cost		
Cash and cash equivalents	28,115,926	7,787,775
Deferred costs	-	177,000
Other receivables	74,471	71,768
	28,190,397	**8,036,543**
Financial liabilities measured at amortised cost		
Trade payables	195,576	149,657
Accruals	246,923	336,692
	442,499	**486,349**

The fair value and book value of the financial assets and liabilities are equal.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities. Treasury activities are managed on a Group basis under policies and procedures approved and monitored by the Board. These are designed to reduce the financial risks faced by the Group which primarily relate to movements in interest rates.

13. SHARE-BASED PAYMENTS

Implementation of share incentive plan
Arrangements have been put in place to create incentives for those who are expected to make key contributions to the success of the Group. Success depends upon the sourcing of attractive investment opportunities, effective execution of transactions, and the subsequent integration and optimisation of target businesses. Accordingly, an incentive scheme has been created to reward the key contributors for the creation of value, once all investors have received a preferential level of return. To make these arrangements most efficient, they are based around a subscription for shares in SHHJL by Rodrigo Mascarenhas in the A1 & A3 Shares, and by Marwyn Long Term Incentive LP ("**MLTI**"), in which James Corsellis and Mark Brangstrup Watts have an indirect beneficial interest, in the A2 & A3 Shares. The A1 shares, A2 Shares and A3 Shares are collectively referred to as "**Incentive Shares**". It is intended that future management appointees will also share in the scheme and subscribe for Incentive Shares at a later date.

On being offered, the Company will purchase the Incentive Shares either for cash or for the issue of new ordinary shares at its discretion. The valuation of the Incentive Shares is discussed below. The Incentive Shares may only be sold on this basis if both the Preferred Return and at least one of the vesting conditions have been satisfied. If these conditions have not been satisfied the Incentive Shares must be sold to the Company for a nominal amount.

13. SHARE-BASED PAYMENTS (continued)

Incentive Shares
On 29 September 2016, SHHJL issued 540 A1 Shares of £1.00 to Rodrigo Mascarenhas for consideration of £7,290, and 500 A2 Shares of £0.02 to MLTI for consideration of £10,636, and on 20 February 2018, SHHJL issued 600 A3 to Rodrigo Mascarenhas and 500 A3 Shares MLTI for consideration of £2.01 per share (collectively, the "**Incentive Shares**"). The A1, A2 and A3 Shares collectively deliver maximum aggregate value equivalent to 16% of the excess in the market value of the Company over and above its aggregate paid up share capital, allowing for any dividends and other capital movements. The Incentive Shares have been accounted for in accordance with IFRS 2 "Share-based Payments" as equity settled share-based payment awards.

Grant date
The date at which the entity and another party agree to a share-based payment arrangement, for accounting purposes, is the grant date. The grant date for the A1 and A2 Incentive Shares is therefore deemed to be 29 September 2016, and the grant date for the A3 Incentive Shares is 20 February 2018. This is in line with when the share-based payments were originally awarded.

Preferred return
Incentive arrangements are subject to shareholders achieving a Preferred Return of at least 10% per annum on a compound basis on the capital they have invested from time to time (with dividends and other capital returns being treated as a reduction in the amount invested at the relevant time).

Service conditions
Rodrigo Mascarenhas has agreed that if he ceases to be involved with the Group before it completes its Platform Acquisition or in the first three years following such acquisition then in certain circumstances a proportion of his Incentive Shares may be forfeited. Rodrigo's shares vest on a straight line basis over three years from the date of the Platform Acquisition providing Rodrigo Mascarenhas leaves in circumstances in which he is deemed to be a "Good Leaver" (as defined in his subscription agreement). He will be required to redeem his vested Incentive Shares on the later of 180 days following his departure date or on the third anniversary of the Platform Acquisition. If he is deemed a "Bad Leaver" he will be required to sell his Incentive Shares back to SHHJL for a total consideration of £1.00.

On 20 February 2018 the subscription agreement with MLTI was amended to include specific service conditions. MLTI has agreed that if it ceases to have a corporate finance agreement with the Company/Group before it completes its platform Acquisition or in the first three years following such acquisition then MLTI will be required to sell its shares back to SHHJL for a consideration of £1.00. The shares vest on a straight line basis over three years from the date of the Platform Acquisition provided service conditions are met.

Vesting conditions and vesting period
The Incentive Shares are subject to certain vesting conditions, at least one of which must be (and continue to be) satisfied in order for a holder of Incentive Shares to exercise their redemption rights and which ends on the fifth anniversary of the date of the Platform Acquisition or such later date as is agreed between the Company and the holders of at least 90 per cent. of each of the Ordinary Shares and the Incentive Shares.

The vesting conditions are as follows:

(i) a sale of all or a material part of the business of the Group;
(ii) a sale of all of the issued Ordinary Shares of the Group occurring;
(iii) a winding up of the Group occurring;
(iv) a sale, merger or change of control of the Company; or
(v) it is later than the third anniversary of the Platform Acquisition.

13. SHARE-BASED PAYMENTS (continued)

The Incentive Shares are subject to a three year vesting period and will lapse after five years. The vesting period commences from the date of completion of the Platform Acquisition.

Valuation of the Incentive Shares
The value of the Incentive Shares granted under the schemes has been calculated using a Monte Carlo model. The fair value uses an ungeared volatility of 24% and is based on a weighted average share price over the vesting period. An expected term input of four years has been used, being the midpoint of the period of time between the date on which an acquisition is expected to take place and the start and end of the redemption period. The Incentive Shares are subject to a preferred return, which is a market performance condition, and as such has been taken into consideration in determining their fair value. The risk-free rate is taken from zero-coupon UK Government bonds with a redemption period in line with the expected term. The model incorporates a range of probabilities for the likelihood of an acquisition being made of a given size.

Holding of Incentive Shares
Incentive Shares have been created and shares have been allocated and issued as at 30 June 2018 as shown in the tables below.

	Nominal price per share	Number of Incentive shares	Subscription price	Fair value at grant date
	£		£	£
Rodrigo Mascarenhas (A1)	1.00	540	13.50	47,191
Rodrigo Mascarenhas (A3)	0.01	600	2.01	1,206
Marwyn Long Term Incentive LP (A2)	0.02	500	21.27	68,836
Marwyn Long Term Incentive LP (A3)	0.01	500	2.01	1,005
		2,140		**118,238**

No Incentive Shares were exercisable at 30 June 2018.

Expense related to Incentive Shares
£4,140 (30 June 2017: £2,439) has been recognised in the Group Statement of Comprehensive Income in the period and in the share-based payment reserve within the Group Statement of Financial Position as at the period end in relation to the A1 and A3 Shares together with liabilities of £7,290 and £1,206 respectively.

The full A2 Share expense of £58,000, being the fair value amount less the subscription proceeds, was recognised in the Group Statement of Comprehensive Income in 2017, with the total fair value of the A2 Shares of £68,836 recognised in the share-based payment reserve within the Group Statement of Changes in Equity as at the period end. The consideration paid by MLTI for its A3 Shares was equal to the fair value at the grant date; therefore £1,005 was recognised in the share-based payment reserve within the Group Statement of Changes in Equity for the period ended 30 June 2018, and no additional expense was recognised.

14. RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party, or the parties are under common control or influence, in making financial or operational decisions.

Mark Brangstrup Watts and James Corsellis are managing partners of Marwyn Capital LLP which provides corporate finance advice and various office and finance support services to the Company. During the period Marwyn Capital LLP was paid a total of £477,717 (31 December 2017: £608,454) (net of VAT as applicable). Marwyn Capital LLP was owed an amount of £nil (31 December 2017: £58,401) at the balance sheet date.
Mark Brangstrup Watts and James Corsellis are managing partners of Marwyn Investment Management LLP which incurred costs on behalf of the Group which it recharged. During the period Marwyn Investment Management LLP charged £767 (31 December 2017: £102,522) in respect of recharged costs and was owed £nil (31 December 2017: £nil) at the balance sheet date.

Mark Brangstrup Watts and James Corsellis are the ultimate beneficial owners of Marwyn Partners Limited which incurred costs on behalf of the Group which it recharged. During the period Marwyn Partners Limited charged £4,738 (31 December 2017: £96,064) in respect of recharged costs and was owed £nil (31 December 2017: £307) at the balance sheet date.

Mark Brangstrup Watts and James Corsellis are the ultimate beneficial owners of Axio Capital Solutions Limited which provides company secretarial, administrative and accounting services to the Group. During the period Axio Capital Solutions Limited charged £126,696 (31 December 2017: £254,218) in respect of services supplied. Axio Capital Solutions Limited was owed an amount of £25,000 (31 December 2017: £8,527) at the balance sheet date.

15. COMMITMENTS AND CONTINGENT LIABILITIES

There were no commitments or contingent liabilities outstanding at 30 June 2018 that require disclosure or adjustment in these financial statements.

16. POST BALANCE SHEET EVENTS

On 16 August 2018, Rodrigo Mascarenhas sold his A1 Shares and A3 Shares to the Company for total consideration of £18,725. These Shares were subsequently redeemed and cancelled by SHHJL. On 27 September 2018, The PRX Trust, of which Rodrigo Mascarenhas is a beneficiary, subscribed for 540 new A1 Shares and 600 new A3 Shares in the capital of SHHJL for a total price of £18,725. The new A1 and A3 shares contain commercial terms exactly the same as the previous A1 and A3 shares and have been treated as replacement awards under IFRS 2. Therefore, the grant dates, grant date fair values, vesting periods and vesting conditions for the new A1 and A3 shares are the same as the equivalent shares cancelled.

ADVISERS

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