

**Company registration number: C73540**

**Moralltach Global PLC**

**Financial statements**

**for the financial year ended 30 June 2016**

## **Moralltach Global PLC**

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## **Moralltach Global PLC**

### **Directors and other information**

#### **Directors**

Mr John K. Brennan  
Mr Nicholas Linnane  
Mr Richard Barry  
Mr Tomas Brennan

#### **Secretary**

E & S Consultancy Ltd

#### **Company number**

C73540

#### **Auditor**

Walker Wayland NSW, Chartered Accountants  
Level 11, Suite 11.01  
60 Castlereagh Street  
Sydney  
NSW 2000

#### **Solicitors**

Patrick O'Toole & Co  
Church Street  
Wicklow

Lohan & Co  
Garden Vale  
Athlone  
Co. Westmeath

## **Moralltach Global PLC**

### **Directors report (continued)**

The directors present their annual report and the audited financial statements of the company for the financial year ended 30 June 2016. The financial statements have been prepared for the purpose of Moralltach Global PLC listing on the National Stock Exchange of Australia.

#### **Directors**

The names of the persons who at any time during the financial year were directors of the company are as follows:

Mr John K. Brennan

Mr Nicholas Linnane

Mr Richard Barry

Mr Tomas Brennan

#### **Principal activities**

The principal activity of the company is to provide capital funding to businesses and individuals in the Irish market for clearing historic debt and/or to fund future projects.

#### **Dividends**

During the financial year the directors have not paid any dividends or recommended payment of a final dividend.

#### **Directors and secretary and their interests**

The directors and the secretary, at the financial year end, had no interests in shares in, or debentures of, the company or any group undertaking of the company.

#### **Accounting records**

The measures taken by the directors to secure compliance with the requirements of sections 281 to 285 of the Companies Act 2014 with regard to the keeping of accounting records are the implementation of necessary policies and procedures for recording transactions, the employment of competent accounting personnel with appropriate expertise and the provision of adequate resources to the financial function. The accounting records of the company are located at their registered office.

#### **Relevant audit information**

In the case of each of the persons who are directors at the time this report is approved in accordance with section 332 of Companies Act 2014:

**Moralltach Global plc**

**Directors report (continued)**

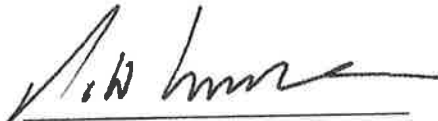
- so far as each director is aware, there is no relevant audit information of which the company's statutory auditors are unaware, and
- each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's statutory auditors are aware of that information.

This report was approved by the board of directors on 2nd February 2017 and signed on behalf of the board by:



**Mr John K. Brennan**

**Director**



**Mr Nicholas Linnane**

**Director**

## **Moralltach Global PLC**

### **Directors responsibilities statement**

The directors are responsible for preparing the directors report and the financial statements in accordance with applicable Irish law and regulations.

The financial statements have been prepared for the purpose of Moralltach Global PLC listing on the National Stock Exchange of Australia.

Irish company law requires the directors to prepare financial statements for each financial year. Under the law, the directors have elected to prepare the financial statements in accordance with Companies Act 2014 and FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" issued by the Financial Reporting Council, and promulgated by the Institute of Chartered Accountants in Ireland. 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 assets, liabilities and financial position of the company as at the financial year end date and of the profit or loss of the company for the financial year and otherwise comply with the Companies Act 2014.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; 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 ensuring that the company keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the company, enable at any time the assets, liabilities, financial position and profit or loss of the company to be determined with reasonable accuracy, enable them to ensure that the financial statements and directors report comply with the Companies Act 2014 and enable the financial statements to be audited. 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.

**Moralltach Global PLC**

**Profit and loss account (continued)**  
**Financial year ended 30 June 2016**

|  | <b>Note</b> | <b>2016</b><br><b>€</b> |
|--|-------------|-------------------------|
| <b>Turnover</b>                                    | <b>3</b>    | 650,000                 |
| <b>Gross profit</b>                                |             | <hr/> 650,000           |
| Administrative expenses                            |             | (655,447)               |
| <b>Operating loss</b>                              |             | <hr/> (5,447)           |
| <b>Loss on ordinary activities before taxation</b> |             | <hr/> (5,447)           |
| Tax on loss on ordinary activities                 |             | -                       |
| <b>Loss for the financial year</b>                 |             | <hr/> (5,447)<br><hr/>  |

All the activities of the company are from continuing operations.

The company has no other recognised items of income and expenses other than the results for the financial year as set out above.

**The notes on pages 8 to 16 form part of these financial statements.**

**Moralltach Global PLC**

**Balance sheet (continued)  
As at 30 June 2016**

|   |              | <b>2016</b>   |          |
|---|--------------|---------------|----------|
|   | <b>Note</b>  | <b>€</b>      | <b>€</b> |
| <b>Current assets</b>   |              |               |          |
| Stocks  | <b>6</b>     | 650,000       |          |
| Debtors   | <b>7</b>     | 608           |          |
| Loans to related entities                                     | <b>7</b>     | 100,000       |          |
| Cash at bank and in hand                                      |              | 12,500        |          |
|   |              | <hr/>         |          |
|   |              | 763,108       |          |
| <br><b>Creditors: amounts falling due<br/>within one year</b> | <br><b>8</b> | <br>(719,055) |          |
|   |              | <hr/>         |          |
| <br><b>Net current assets</b>                                 |              |               | 44,053   |
|   |              |               | <hr/>    |
| <b>Total assets less current liabilities</b>                  |              |               | 44,053   |
|   |              |               | <hr/>    |
| <br><b>Net assets</b>   |              |               | 44,053   |
|   |              |               | <hr/>    |
| <br><b>Capital and reserves</b>                               |              |               |          |
| Called up share capital presented as equity                   | <b>9</b>     | 49,500        |          |
| Profit and loss account                                       |              | (5,447)       |          |
|   |              | <hr/>         |          |
| <br><b>Shareholders funds</b>                                 |              |               | 44,053   |
|   |              |               | <hr/>    |

The notes on pages 8 to 16 form part of these financial statements.

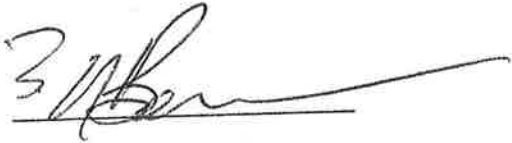


**Moralltach Global plc**

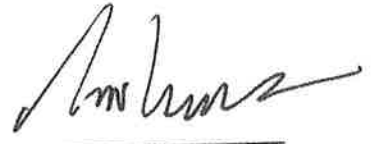
**Balance sheet (continued)  
As at 30 June 2016**

2ND FEB 2017

These financial statements were approved by the board of directors on ..... and signed on behalf of the board by:



**Mr John K. Brennan**  
**Director**



**Mr Nicholas Linnane**  
**Director**

The notes on pages 8 to 16 form part of these financial statements.

**Moralltach Global PLC**

**Statement of changes in equity (continued)**  
**Financial year ended 30 June 2016**

|  | <b>Called up<br/>share capital</b> | <b>Profit and<br/>loss account</b> | <b>Total</b> |
|--|------------------------------------|------------------------------------|--------------|
|  | €                                  | €                                  | €            |
| <b>At 1 July 2015</b>                                    | -                                  | -                                  | -            |
| Loss for the financial year                              | -                                  | (5,447)                            | (5,447)      |
| <b>Total comprehensive income for the financial year</b> | -                                  | (5,447)                            | (5,447)      |
| Issue of shares  | 49,500                             | -                                  | 49,500       |
| <b>Total investments by and distributions to owners</b>  | 49,500                             | -                                  | 49,500       |
| <b>At 30 June 2016</b>                                   | 49,500                             | (5,447)                            | 44,053       |

**Moralltach Global PLC**

**Statement of cash flows (continued)**  
**Financial year ended 30 June 2016**

|   | <b>2016</b><br><b>€</b> |
|---|-------------------------|
| <b>Cash flows from operating activities</b>                     |                         |
| Loss for the financial year                                     | (5,447)                 |
| <i>Changes in:</i>  |                         |
| Stocks  | (650,000)               |
| Trade and other debtors   | (100,608)               |
| Trade and other creditors                                       | 185,000                 |
|   | <hr/>                   |
| Cash generated from operations                                  | (571,055)               |
|   | <hr/>                   |
| Net cash (used in)/from operating activities                    | (571,055)               |
|   | <hr/>                   |
| <b>Cash flows from financing activities</b>                     |                         |
| Proceeds from issue of ordinary shares                          | 49,500                  |
| Proceeds from borrowings  | 534,055                 |
|   | <hr/>                   |
| Net cash from financing activities                              | 583,555                 |
|   | <hr/>                   |
| <b>Net increase/(decrease) in cash and cash equivalents</b>     | 12,500                  |
| <b>Cash and cash equivalents at beginning of financial year</b> | -                       |
|   | <hr/>                   |
| <b>Cash and cash equivalents at end of financial year</b>       | 12,500                  |
|   | <hr/>                   |

## **Moralltach Global PLC**

### **Notes to the financial statements (continued) Financial year ended 30 June 2016**

#### **1. Statement of compliance**

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

#### **2. Accounting policies**

##### **Basis of preparation**

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in Euro, which is the functional currency of the entity.

The financial statements have been prepared for the purpose of Moralltach Global PLC listing on the National Stock Exchange of Australia.

##### **Turnover**

Turnover is measured at the fair value of the consideration received or receivable for goods supplied and services rendered, net of discounts and Value Added Tax.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have transferred to the buyer, usually on despatch of the goods; the amount of revenue can be measured reliably; it is probable that the associated economic benefits will flow to the entity and the costs incurred or to be incurred in respect of the transactions can be measured reliably.

##### **Stocks**

Stocks are measured at the lower of cost and estimated selling price less costs to complete and sell. Cost includes all costs of purchase, costs of conversion and other costs incurred in bringing the stocks to their present location and condition.

## **Moralltach Global PLC**

### **Notes to the financial statements (continued) Financial year ended 30 June 2016**

#### **Financial instruments**

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

**Moralltach Global PLC**

**Notes to the financial statements (continued)**  
**Financial year ended 30 June 2016**

**3. Turnover**

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in Ireland.

**4. Auditors remuneration**

**2016**

**€**

Remuneration of the auditor for:

- Auditing or reviewing the financial statements

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**Moralltach Global PLC**

**Notes to the financial statements (continued)**  
**Financial year ended 30 June 2016**

**5. Staff costs**

The average number of persons employed by the company during the financial year, including the directors, was as follows:

|                | <b>2016</b>   |
|----------------|---------------|
|                | <b>Number</b> |
| Administrative | 4             |
|                | <hr/>         |

**6. Stocks**

|                  | <b>2016</b> |
|------------------|-------------|
|                  | <b>€</b>    |
| Work in progress | 650,000     |
|                  | <hr/>       |

**7. Debtors**

|                        | <b>2016</b> |
|------------------------|-------------|
|                        | <b>€</b>    |
| Loan to related entity | 100,000     |
| Other debtors          | 608         |
|                        | <hr/>       |
|                        | 100,608     |
|                        | <hr/>       |

The loan to the related entity is repayable on 28 February 2017 and there will be no interest payable.

**Moralltach Global PLC**

**Notes to the financial statements (continued)**

**Financial year ended 30 June 2016**

**8. Creditors: amounts falling due within one year**

|                           | <b>2016</b> |
|---------------------------|-------------|
|                           | <b>€</b>    |
| Creditors & Accruals      | 185,000     |
| Director current accounts | 534,055     |
|                           | <hr/>       |
|                           | 719,055     |
|                           | <hr/>       |

Director current accounts are to be repaid 18 months after Moralltach Global PLC's listing on the NSW.  
An interest rate of 0.5% per annum is applicable.



**Moralltach Global PLC**

**Notes to the financial statements (continued)**  
**Financial year ended 30 June 2016**

**9. Share capital**

**Authorised share capital**

| <b>2016</b>   |          |
|---------------|----------|
| <b>Number</b> | <b>€</b> |
| 1,000,000,000 | 330,000  |
| <hr/>         | <hr/>    |

**Issued, called up and fully paid**

| <b>2016</b>   |          |
|---------------|----------|
| <b>Number</b> | <b>€</b> |
| 150,000,000   | 49,500   |
| <hr/>         | <hr/>    |

**Amounts presented in equity:**

Ordinary shares of € 0.00033 each

**10. Approval of financial statements**

The board of directors approved these financial statements for issue on 2 February 2017.

**Moralltach Global PLC**

**Notes to the financial statements (continued)**  
**Financial year ended 30 June 2016**

**11. Subsequent events**

Shares were issued subsequent to year end. The details of these are as follows:

|  | <b>2016</b>   |             |
|--|---------------|-------------|
|  | <b>Number</b> | <b>€</b>    |
| Shares at 30 June 2016   | 150,000,000   | 49,500      |
| Share Issue for Founders at € 0.00033 each                         | 214,093,706   | 70,651      |
| Share Issue for Associates of Directors at € 0.50 each             | 7,200         | 3,600       |
| Pre Offer Share Issue during July – September at € 0.00033 each    | 71,994,353    | 23,758      |
| Shares for consideration of assets 15 November 2016 at € 2.00 each | 109,159,847   | 218,319,694 |
| Treasury Shares  | 154,494,894   | -           |
| CDI Issue  | 250,000       | 500,000     |
|  | <hr/>         | <hr/>       |
|  | 700,000,000   | 218,967,203 |
|  | <hr/>         | <hr/>       |

With the exception of the above, there were no other material events which occurred after the balance date.

**Moralltach Global PLC**

**Detailed profit and loss account (continued)**  
**Financial year ended 30 June 2016**

**2016**  
**€**

**Turnover**

|                   |         |
|-------------------|---------|
| Professional Fees | 650,000 |
|                   | <hr/>   |
|                   | 650,000 |

**Gross profit**

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650,000

**Gross profit percentage**

100.0%

**Overheads**

**Administrative expenses**

|                     |           |
|---------------------|-----------|
| Motor expenses      | (54,250)  |
| Travelling expenses | (306,340) |
| Company Formation   | (9,858)   |
| Brokerage Fees      | (285,000) |
| General expenses    | 1         |
|                     | <hr/>     |
|                     | (655,447) |

**Operating loss**

(5,447)

**Operating loss percentage**

0.8%

**Loss on ordinary activities before taxation**

(5,447)

**This page does not form part of the statutory accounts.**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS  
OF MORALLTACH GLOBAL PLC**

*Opinion*

We have audited the financial report of Moralltach Global PLC (the Entity), which comprises the balance sheet as at 30 June 2016, the profit and loss account, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies, and the declaration by those charged with governance.

In our opinion, the accompanying financial report presents fairly, in all material respects, (or gives a true and fair view of) the financial position of the Entity as at 30 June 2016, and (of) its financial performance and its cash flows for the year then ended in accordance with FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

*Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Entity in accordance with the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

*Responsibilities of Management and Those Charged with Governance for the Financial Report*

Management is responsible for the preparation and fair presentation of the financial report in accordance with FRS 102, 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', and for such internal control as management determines is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error.

In preparing the financial report, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operation, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

The financial statements have been prepared for the purpose of Moralltach Global PLC listing on the National Stock Exchange of Australia.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS  
OF MORALLTACH GLOBAL PLC**

*Auditor's Responsibilities for the Audit of the Financial Report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

A further description of our responsibilities for the audit of the financial report is located at the Auditing and Assurance Standards Board website at: [http://www.auasb.gov.au /Home.aspx](http://www.auasb.gov.au/Home.aspx). This description forms part of our auditor's report.



**Grant Allsopp**

**Registered Company Auditor**



**Walker Wayland NSW**

**Chartered Accountants**

Suite 11.01, Level 11, 60 Castlereagh Street, Sydney NSW, 2000

Dated this 2<sup>nd</sup> day of February 2017