



Company No. 03981468

Starvest plc

Report and Financial Statements

For the Year Ended 30 September 2023

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Officers and professional advisers

Directors	Callum N Baxter – Non-Executive Chairman	
	Mark J Badros – Chief Executive Officer	
	Gemma Cryan – Executive Director	
Secretary and registered office	Stephen Ronaldson Salisbury House London Wall London EC2M 5PS	
Business address	33 St. James's Square London SW1Y 4JS info@starvest.co.uk	
Auditor	Tel: 02077 696 876	
	PKF Littlejohn LLP 15 Westferry Circus Canary Wharf London E14 4HD	
Registered number	03981468	
Solicitors	Druces LLP Salisbury House London Wall London EC2M 5PS	
Banker	Clydesdale Bank/Virgin Money Banking Hall 30 St.Vincent Place Glasgow G1 2HL	Lloyds Bank Threadneedle Street London EC2R 5AU
Registrars	Share Registrars Limited Molex House Millennium Centre Crosby Way Farnham Surrey GU9 7XX Tel: 01252 821 390	
Website	www.starvest.co.uk	

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Chairman's Statement

Dear Fellow Shareholders:

Since Starvest's formation in 2000, the Company's management and directors have made investments to support early-stage mineral exploration ventures with a focus on small-company new issues and pre-initial public offering opportunities. Our successful investments in Greatland Gold plc ("Greatland") and Ariana Resources plc ("Ariana") now account for substantially all of the net asset value ("NAV") of the Company. At the same time, however, the public markets have persistently valued Starvest's shares at a discount to NAV that has generally ranged from 25 to 45%, and was approximately 25% as at 31 October 2023.

Faced with the dilemma of incurring corporate-level taxes from selling shares while having the Company's capital tied up in investments that we believe still offer long-term value, we have sought opportunities to deliver economic value to you in a tax-efficient way. This year, the Board took an important decision to close this value gap to enhance shareholder value.

The Company received overwhelming shareholder approval for a series of proposals to cancel the admission of the Company's Ordinary Shares to trading on AIM (the "Cancellation"). Following the Cancellation, we anticipate placing the Company in a solvent members' voluntary liquidation (the "Liquidation") pursuant to the UK Companies Act 2006. We have retained Moorfields Advisory Ltd to serve as liquidation agent (the "Liquidation Agent") during this process, which is expected to entail a distribution in specie to our shareholders of the Greatland and Ariana shares in our portfolio. As a result, these financial statements are prepared on a basis other than going concern.

Based on the current holdings of Greatland and Ariana shares, we believe that you will receive an in-kind distribution of shares in a ratio of approximately 1.33 Greatland shares and 0.199 Ariana shares (provided, however, that no fractional shares will be distributed) for every share of Starvest that you hold. In the discretion of the Board and the Proposed Liquidators, some of the share portfolio may be retained to ensure that there is sufficient cash to pay creditors and meet professional fees. To the extent that cash remains after paying creditors and fees, we will make a further distribution of cash pro rata to our shareholders.

We recommend that you carefully review the Company's Circular dated 27th October 2023, which is available at the Company's website and which describes these proposed transactions in greater detail.

As a result, we expect that this letter will be my final annual report on the Company. We have included for your review our statutory accounts and a summary of our investment portfolio.

We thank you for your support over the years.

Callum N Baxter
Chairman
15 December 2023

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Investment Portfolio

Given the availability of actual trading prices for many of our portfolio assets, we value our holdings using closing market quotes for the periods shown.

The Company considers the following statistics to be its Key Performance Indicators (KPIs) and is satisfied with the results achieved in the year given the uncertain market conditions.

	<u>At closing values</u>		
	31 October 2023	30 September 2023	30 September 2022
• Trading portfolio value	£7.5 m	£5.3 m	£6.2 m
• Company net asset value	£7.7 m	£5.5 m	£6.6 m
• Net asset value per share	13.2 p	9.4 p	11.3 p
• Closing share price	10.0 p	5.5 p	8.0 p
• Share price discount to net asset value	25%	41%	29%
• Market capitalisation	£5.8 m	£3.2 m	£4.7 m

Portfolio review

Our primary investments in companies include the following:

Greatland Gold plc (www.greatlandgold.com)

Greatland Gold plc ("Greatland"), an AIM-listed exploration company, which represents the largest part of the Company's portfolio, is focused on exploration and development in Western Australia. Greatland also has farm-in and joint venture agreements in place with its major partner, Newmont Corporation ("Newmont"), which acquired Newcrest Mining Ltd. in November 2023.

The company, in conjunction with its joint venture partner, has continued to report excellent drilling results from the Havieron project with an Inferred Mineral Resource estimate of 6.5Moz AuEq. The resource does not take into account drilling carried out beyond February 2022, which could see a significant increase in resource if included and drilling to date has yet to close off the deposit, with Havieron remaining open at depth and in multiple directions, allowing for significant resource growth in the future. An update on the resource is expected in December 2023.

The company also entered into a joint venture with Rio Tinto in the Paterson area covering 1,884sq km of ground and recently applied to acquire four new licences of its own at Yannarie in the Gascoyne covering 126sq km.

Elsewhere, Greatland announced that drilling permits have been granted on the Ernest Giles licence and with heritage agreements now in place after lengthy negotiations, drilling is due to recommence on the gold targets.

Prioritising the Western Australian projects, Greatland entered into an option agreement to sell the two Tasmania exploration licences to Flynn Gold for an initial purchase price of A\$200,000 with deferred consideration and royalty equal to 1% net smelter returns of any future production.

In November 2023, Newmont completed the acquisition of Newcrest to create the world's leading gold company with robust copper production. Greatland have publicly welcomed the opportunity to continue work on the Havieron project with their new joint venture partner.

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Ariana Resources plc (www.arianaresources.com)

Ariana Resources plc (“Ariana”) is a United Kingdom-based company engaged in the exploration, development and mining of epithermal gold-silver and porphyry copper-gold deposits in Turkey and exploration in Cyprus and south-east Europe along with investments in other projects through its metals development fund, Asgard Metals.

Ariana Resources reported that gold production at the Kiziltepe mine was in line with guidance for 2023. Its share of profits for the six months to 30 June 2023 was £0.7m. During the year the company completed drilling and geophysics which tested extensions of the near mine vein system and aided near mine exploration. Construction of a second mine at Tavsan is underway and the company released an increase in JORC compliant resource for the project to 6.6Mt at 1.44g/t Au and 5.6g/t Ag for 307,000oz Au and 1.1M oz Ag a 22% increase on the previous resource. The company also acquired three new greenfield exploration licences in eastern Turkey.

Elsewhere, West Tethyan Resources, a company which Ariana own a 75% stake in, completed an agreement to acquire the Slivova Gold Project in Kosovo and a Preliminary Economic Assessment reporting a NPV of 8%, IRR of 29% at US\$1,835/oz Au, with an average production rate of 13,000 oz Au per annum over a seven-year mine life.

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Board of directors

Callum N Baxter – Non-Executive Chairman

Mr. Baxter is a qualified Geologist (MSc Geol) and investor. His primary experience lies in early-stage exploration geology and he has been involved in several discoveries throughout his more than 25 years in the industry. Callum has more than 20 years of experience in capital markets with many investments focusing on early-stage exploration opportunities. He was an Executive Director of Starvest investee company, Greatland Gold plc (AIM:GGP), from 2006 until 2021.

Mark J Badros – Chief Executive Officer

Mr. Badros has more than 18 years of financial and investment experience in public and private equities as an analyst and investment manager at mutual funds and hedge funds, including Merrill Lynch Investment Managers, Zweig-DiMenna Associates, Highland Capital and Ironbound Capital. Mark graduated from Princeton University and received his law degree from Harvard Law School. He began his career practising securities, mergers and acquisitions, and corporate law in New York.

Gemma M Cryan – Executive Director

Miss Cryan holds formal qualifications in geology (BSc Hons) and has over 20 years of industry experience in the oil and gas industry, followed by mineral exploration, in both private and public companies throughout North America, Europe, Australasia and Africa. Her time has been spent in the field, and in management roles assisting with corporate matters. Gemma is well-versed in pre-IPO activities and early-stage mineral exploration ventures and she is a Non-Executive Director of Great Western Mining Corporation Plc (AIM:GWMO) and First Development Resources Plc (unquoted).

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Strategic report

Principal activities and business review

Since Starvest's formation in 2000, the Company's management and directors have made investments to support early-stage mineral exploration ventures with a focus on small-company new issues and pre-initial public offering opportunities. Our successful investments in Greatland and Ariana now account for substantially all of the net asset value (NAV) of the Company.

The Company's key performance indicators and developments during the year are given in the Chairman's statement and in the trading portfolio review, all of which form part of the Directors' & Strategic reports.

Finance Review

Over the 12 months to 30 September 2023 the Company recorded a loss before tax of £1,115,359 (compared to a loss of £7,540,842 in 2022), equating to a loss of 1.91 pence (2022: 12.69 pence) per share with net cash outflow of £226,835 (2022: inflow of £327,830). The Company's cash deposits stood at £179,271 at the period end.

Key Performance Indicators

The Company's key measure of performance is the market value of its investment holdings. As a secondary metric, the Company seeks to manage the administrative and other expenses associated with achieving its investment results. The Company does not have any operating activities and thus the directors take the opinion that analysis using operating key performance indicators is not necessary for an understanding of the performance, development or position of the business at the present time.

Key risks and uncertainties

This business carries a high level of risk and uncertainty with commensurately high potential returns.

Following the Cancellation as described above, the Company's shares are no longer listed on AIM. As a result, there will be no public market for the Company's shares and there can be no assurance that shareholders will be able to trade in the Company's shares. There can be no assurance of any liquid markets in Starvest shares, or that any available price quotes or offers will bear any relationship to the prices at which Starvest has traded on AIM or the underlying value of the investment portfolio.

The Company is expected to call a Second General Meeting at which shareholders will be asked to approve entering liquidation. There can be no assurance that shareholders will approve the resolutions to place the Company in liquidation and to appoint the Liquidation Agent.

Upon the appointment of the Liquidation Agent to wind up the company in a solvent members' liquidation, the Liquidation Agent will assume executive control of the Company in place of the board of directors. The directors who have hitherto managed the Company and prepared its reports and filings will no longer have control of the Company. Although the current directors have retained the Liquidation Agent for preparatory work and expect to appoint the Liquidation Agent to place the Company into liquidation, there can be no assurance as to the actions of the Liquidation Agent.

Moreover, during the period between the cancellation of the Company's admission to trading on AIM and the proposed distribution in specie, the publicly quoted prices of Greatland and Ariana shares may fluctuate, and the value of the proposed distribution may concomitantly fluctuate, although neither shareholders nor the Company will readily be able to effect transactions in Greatland or Ariana shares to realise that value.

Finally, assuming the distribution in specie is completed, shareholders may have to take certain actions with respect to their accounts in which they hold Starvest shares to exercise control over and make financial decisions with respect to the distributed shares.

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Section 172 Statement

Section 172 (1) of the Companies Act obliges the Directors to promote the success of the Company for the benefit of the Company's members as a whole. This section specifies that the Directors must act in good faith when promoting the success of the Company and in doing so have regard (amongst other things) to:

- a) The likely consequences of any decision in the long term;
- b) The interests of the Company's employees;
- c) The need to foster the Company's business relationship with suppliers, customers and others;
- d) The impact of the Company's operations on the community and environment;
- e) The desirability of the Company maintaining a reputation for high standards of business conduct; and
- f) The need to act fairly as between members of the Company.

The Board of Directors is collectively responsible for formulating the Company's strategy, which is to invest in businesses where prospects appear to be exceptional at an attractive price and deliver good risk-adjusted investment returns to its shareholders. Since 1 October 2021, the Board took the decision to reduce its concentration of risk in one project by divesting some of its position.

In October 2023 the Board sought opportunities to deliver economic value to shareholders in a tax-efficient way and took the decision to propose to cancel the admission of the Company's Ordinary Shares to trading on AIM (the "Cancellation"). Following the Cancellation, we anticipate placing the Company in a solvent members' voluntary liquidation (the "Liquidation") pursuant to the UK Companies Act 2006. We have retained Moorfields Advisory Ltd to serve as liquidation agent (the "Liquidation Agent") during this process, which is expected to entail a distribution in specie of the Greatland and Ariana shares in our portfolio to our shareholders.

The Board places equal importance on all shareholders and strives for transparent and effective external communications, within the regulatory confines of a listed company, the primary communication tool for regulatory matters and matters of material substance was through the Regulatory News Service ("RNS"). Since delisting, the primary communication tools are via announcements on the Company website and statutory releases to shareholders.

We also provide an environment where shareholders can interact with the Board and management, ask questions and raise their concerns. The Directors believe they have acted in a way they consider most likely to promote the success of the Company for the benefit of its members as a whole, as required by Section 172 (1) of the Companies Act 2006.

By order of the Board

Mark Badros

Chief Executive Officer

15 December 2023

Company registration number: 03981468

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Directors' report

The Directors present their twenty-third annual report on the affairs of the Company, together with the financial statements for the year ended 30 September 2023.

Results and dividends

The Company's results are set out in the statement of comprehensive income on page 16. The audited financial statements for the year ended 30 September 2023 are set out on pages 20 to 28.

Except as discussed elsewhere in this report in regards to the distribution in specie of Greatland and Ariana shares and the possible distribution of residual cash as part of a winding-up transaction, the Directors do not recommend the payment of a dividend for the year (2022: £nil).

Directors

The Directors who served during the year are as follows:

Callum N Baxter
Mark J Badros
Gemma M Cryan

Substantial shareholdings

At the close of business on 12 December 2023, the following were registered as being interested in 3% or more of the Company's ordinary share capital:

	Ordinary shares of £0.01 each	Percentage of issued share capital
WB Nominees Limited (of which 12,670,000 representing 21.74% are beneficially owned by Carole Rowan)	12,692,261	21.78%
Hargreaves Lansdown (Nominees) Limited	11,212,608	19.24%
Interactive Investor Services Nominees Limited	8,420,099	14.45%
Rock (Nominees) Limited (of which 8,090,753 representing 13.90% are beneficially owned by Callum N Baxter)	8,376,774	14.37%
Platform Securities Nominees Limited (of which 3,116,122 representing 5.35% are beneficially owned by Philip J Milton & Company Plc)	3,984,842	6.84%
HSBC Nominees Limited	2,040,099	3.50%

Charitable and political donations

During the year the Company donated 777,477 shares it held in Alpha Prospects plc to ShareGift.org. The carrying value of these share was £nil (2022: £nil).

Payment of suppliers

The Company's policy is to settle terms of payment with suppliers when agreeing terms of business, to ensure that suppliers are aware of the terms of payment and to abide by them. It is usual for suppliers to be paid within 30 days of receipt of invoice. At 30 September 2023, amounts owed to the Company's trade creditors were equal to costs incurred of 2 days (2022: 44 days).

Events after the end of the Reporting Period

As disclosed elsewhere in the financial statements, as of 29 November 2023, the Company's shares ceased trading on AIM and the Company's admission to trading on AIM was cancelled. The Company has put before the shareholders certain resolutions that would place the Company in voluntary solvent members' liquidation and provide for a subsequent capital distribution of assets to shareholders. This plan to distribute the Company's assets is subject to approval by the Company's shareholders.

Remuneration

The remuneration of the Directors has been fixed by the Board as a whole. The Board seeks to provide appropriate reward for the skill and time commitment required so as to retain the right calibre of director without paying more than is necessary.

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Directors' report, *continued*

Details of Directors' fees and of payments made for professional services rendered are set out in Note 6 to the financial statements.

Management incentives

The Company has no share purchase, share option or other management incentive scheme.

As required by legislation, the Company has introduced a stakeholders' pension plan for the benefit of any future employees.

Going concern

The Company finances its day-to-day activities from its available cash resources and, on occasion, by part disposal of investments and the use of short-term loans.

The Company expects to call a General Meeting of shareholders to approve resolutions to place the Company in a members' solvent liquidation as soon as practicable. Therefore, the Company has prepared its financial statements on a basis other than going concern.

As at 30 September 2023, the Company has no Borrowings and £179,271 in cash and cash equivalents. In connection with the resolutions to place the Company in liquidation and to appoint the Liquidation Agent, the directors have affirmed a Declaration of Solvency to provide a statutory declaration that the Company will be able to pay all its creditors in full, together with statutory interest within a period not exceeding twelve months.

Control procedures

The Board has approved financial budgets and cash forecasts; in addition, it has implemented procedures to ensure compliance with applicable accounting standards and effective reporting.

Financial instruments

The Company uses financial instruments, comprising cash, trade investments and trade creditors, which arise directly from its operations. The main purpose of these instruments is to further the company's operations.

Short-term debtors and creditors

Short-term debtors and creditors have been excluded from all the following disclosures.

Trade investments

Trade investments are stated at fair market value less any provision for impairment. The movements between market and book value are set out in Note 10. The Board met monthly to consider investment strategy in respect of the Company's portfolio.

Interest rate risk

The Company finances its operations through retained profits and new investment funds raised. The Board utilises short term floating rate interest bearing accounts to ensure adequate working capital is available whilst maximising returns on deposits.

Liquidity risk

The Company seeks to manage financial risk, to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably. More information about the company's liquidity risk, and the management of that risk, is given under 'going concern' in Note 2 and in Note 18 to the financial statements.

Borrowing facilities

As at 30 September 2023, the Company has no borrowings (2022: none).

Currency risk

The Company trades substantially within the United Kingdom and all transactions are denominated in Sterling. Consequently, the Company is not significantly exposed to currency risk.

Fair values

Except where shown above, the fair values of the Company's financial instruments are considered equal to the book value.

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Directors' report, *continued*

Market price and credit risk

Management do not consider credit risk to be material to the Company. The Company is naturally exposed to market price risk by the nature of its trade in investments, and the fluctuation of market and fair prices of its investment portfolio.

Statement of disclosure of information to auditors

The Directors confirm that so far as each of the Directors is aware:

- there is no relevant audit information of which the Company's auditor is unaware; and
- the Directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

By order of the Board

Mark Badros

Chief Executive Officer

15 December 2023

Company registration number: 03981468

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Statement of directors' responsibilities

Directors' responsibilities for the financial statements

The Directors are responsible for preparing the Directors' report, the strategic 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 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 and profit or loss of the company for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Mark Badros

Chief Executive Officer
15 December 2023

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STARVEST PLC

Opinion

We have audited the financial statements of Starvest Plc (the 'company') for the year ended 30 September 2023 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and notes to the financial statements, including significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2023 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter – financial statements prepared on a basis other than going concern

We draw attention to note 20 to the financial statements which explains that the directors intend to liquidate the company, following a distribution of assets to shareholders by way of a capital distribution, and therefore do not consider it to be appropriate to adopt the going concern basis of accounting in preparing the financial statements. Accordingly the financial statements have been prepared on a basis other than going concern as described in note 20. Our opinion is not modified in respect of this matter.

Our application of materiality

The scope of our audit was influenced by our application of materiality. The quantitative and qualitative thresholds for materiality determine the scope of our audit and the nature, timing and extent of our audit procedures.

Materiality for the company financial statements was set at £158,000 (2022: £184,000). This was calculated based on 3% of net assets, of which equity investments comprise the majority of the balance. The basis for calculating materiality is unchanged from the previous year, with the reduction reflecting the fall in fair value of equity investments at year-end. The benchmark used is the one which we determined, in our professional judgment, to be the key benchmark within the financial statements relevant to shareholders of an investment management company in assessing financial performance. The key driver of the company and assessment of its performance is linked to the valuation of its equity investments held. Performance materiality has been set at £110,600 (2022: £128,800) being 70% of headline materiality, based upon our assessment of risk and the absence of any audit adjustments in previous periods.

We agreed to report to those charged with governance all corrected and uncorrected misstatements we identified through our audit with a value in excess of £7,600 (2022: £9,200). We also agreed to report any other audit misstatements below that threshold that we believe warranted reporting on qualitative grounds.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STARVEST PLC

misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our scope addressed this matter
Financial assets at fair value through profit or loss (Note 11)	
The Company holds equity investments with a carrying value of £5m (2022: £6m) as at 30 September 2023. The portfolio consists of listed investments, and thus are valued under Level 1 of the fair value hierarchy. Unlisted investments are subject to management valuation, and therefore require management judgement and estimation. These investments have a carrying value of £nil, having been fully written down in previous periods. Based upon the significance of the value of the investments held at the year end, this was determined to be a Key Audit Matter.	Our work in this area included: • Ensuring each investment is valued correctly, agreeing year end fair values to independent sources of price data; • ensuring that all asset types are categorised and disclosed correctly as per UK GAAP; • ensuring that the company has legal title to the investments held; and • performing tests of detail on investment disposals in the year.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon. Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STARVEST PLC

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company'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 the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are 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 of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) 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 these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of the company and the sector in which it operates to identify laws and regulations that could reasonably be expected to have a direct effect on the financial statements. We obtained our understanding in this regard through discussions with management and application of cumulative audit knowledge.
- We determined the principal laws and regulations relevant to the company in this regard to be those arising from:
 - Companies Act 2006
 - FRS 102
 - AIM Rules
- We designed our audit procedures to ensure the audit team considered whether there were any indications of non-compliance by the company with those laws and regulations. These procedures included, but were not limited to:
 - Enquiries of management
 - Review of board minutes and other correspondence
 - Review of the company's related party transactions and disclosures
- We also identified the risks of material misstatement of the financial statements due to fraud. We considered, in addition to the non-rebuttable presumption of a risk of fraud arising from management override of controls, that the existence and valuation of investments represented the greatest risk of fraud.

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INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF STARVEST PLC

- We addressed the risk of fraud arising from management override of controls by performing audit procedures which included, but were not limited to: the testing of journals and evaluating the business rationale of any significant transactions that are unusual or outside the normal course of business.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation

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A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone, other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

David Thompson (Senior Statutory Auditor)
For and on behalf of PKF Littlejohn LLP
Statutory Auditor

15 Westferry Circus
Canary Wharf
London E14 4HD

15 December 2023

Starvest plc

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STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 SEPTEMBER 2023

	Note	Year ended 30 September 2023 £	Year ended 30 September 2022 £
Administrative expenses		(345,643)	(305,944)
Loss on disposal of financial assets		(21,937)	(53,398)
Movement in fair value of financial assets through profit or loss	10	(750,880)	(7,234,928)
Investment income		3,101	53,428
Operating loss	5	(1,115,359)	(7,540,842)
Loss on ordinary activities before tax		(1,115,359)	(7,540,842)
Tax on ordinary activities	7	-	1,671,086
Loss for the financial year attributable to Equity holders of the Company		(1,115,359)	(5,869,756)
Earnings per share			
Basic	8	(1.91 pence)	(10.09 pence)
Diluted	8	(1.91 pence)	(10.09 pence)

There are no other recognised gains and losses in either year other than the result for the year.

The accompanying accounting policies and notes form an integral part of these financial statements.

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STATEMENT OF FINANCIAL POSITION 30 SEPTEMBER 2023

	Note	Year ended 30 September 2023 £	Year ended 30 September 2022 £
Non-current assets			
Financial assets at fair value through profit or loss	10	-	6,156,173
Total non-current assets		-	6,156,173
Current assets			
Financial assets at fair value through profit or loss	10	5,282,299	-
Trade and other receivables	9	48,566	77,424
Cash and cash equivalents		179,271	406,106
Total current assets		5,510,136	483,530
Current liabilities			
Trade and other payables	11	(27,568)	(41,776)
Total current liabilities		(27,568)	(41,776)
Net current assets		200,269	441,754
Provision for deferred tax	7	-	-
Total assets		-	-
Net assets		5,482,568	6,597,927
Capital and reserves			
Called up share capital	12	582,824	582,824
Share premium account		1,888,863	1,888,863
Retained earnings		3,010,881	4,126,240
Total equity shareholders' funds		5,482,568	6,597,927

These financial statements were approved and authorised for issue by the Board of Directors on 15 December 2023.

Signed on behalf of the Board of Directors

Mark Badros
Chief Executive Officer

Gemma M Cryan
Executive Director

Company No. 03981468

The accompanying accounting policies and notes form an integral part of these financial statements.

Starvest plc

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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 SEPTEMBER 2023

	Share capital £	Share premium £	Retained earnings £	Total Equity attributable to shareholders £
At 1 October 2021	579,820	1,848,173	9,995,996	12,423,989
Loss for the period	-	-	(5,869,756)	(5,869,756)
Total comprehensive income	-	-	(5,869,756)	(5,869,756)
Shares issued	3,004	40,690	-	43,694
Total contributions by and distributions to owners	3,004	40,690	-	43,694
At 30 September 2022	582,824	1,888,863	4,126,240	6,597,927
Loss for the period	-	-	(1,115,359)	(1,115,359)
Total comprehensive income	-	-	(1,115,359)	(1,115,359)
At 30 September 2023	582,824	1,888,863	3,010,881	5,482,568

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STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 SEPTEMBER 2023

	Note	30 September 2023 £	30 September 2022 £
Cash flows from operating activities			
Loss before tax		(1,115,359)	(7,540,842)
Shares issued in settlement of salary and fees		-	43,694
Movement in fair value of financial assets through profit or loss		750,880	7,234,928
Loss on sale of financial assets through profit or loss		21,937	53,398
Decrease/(increase) in debtors		28,859	(13,885)
Decrease in creditors		(14,208)	(43,851)
Net cash used in operating activities		(327,891)	(266,558)
Cash flows from investing activities			
Proceeds from sale of financial assets through profit of loss		101,056	594,388
Net cash generated from investing activities		101,056	594,388
Net increase/(decrease) in cash and cash equivalents		(226,835)	327,830
Cash and cash equivalents at beginning of period		406,106	78,276
Cash and cash equivalents at end of year	14	179,271	406,106

The accompanying notes and accounting policies form an integral part of these financial statements.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

1. Company Information

Starvest plc is a Public Limited Company incorporated in England & Wales. The registered office is Salisbury House, London Wall, London, EC2M 5PS. The Company's shares are listed on the AIM market of the London Stock Exchange. These Financial Statements (the "Financial Statements") have been prepared and approved by the Directors on 15 December 2023 and signed on their behalf by Mark Badros and Gemma Cryan.

2. Basis of Preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis. There are no fair value adjustments other than to the carrying value of the Company's trade investments. The financial statements are presented in pounds sterling, which is also the functional currency of the company.

Going concern

On 27 October 2023, the Company announced a plan for the cancellation of its AIM listing and a members' solvent voluntary liquidation, including the capital distribution to members of certain assets. The plan is subject to approval by the Company's members. The directors expect shareholders to approve the plan. It is therefore inappropriate to prepare the financial statements on a going concern basis, and they have therefore been prepared on a basis other than going concern. In the directors' opinion, there are no material adjustments arising from the change in the basis of accounting that require reflection in these financial statements.

3. Principal Accounting Policies

Administrative expenses

All administrative expenses are stated inclusive of VAT, where applicable, as the company is not eligible to reclaim VAT incurred on its costs.

Taxation

Corporation tax payable is provided on taxable profit or loss at the current rates enacted or substantially enacted at the balance sheet date.

Under FRS102, investments are valued on a mark-to-market basis using publicly quoted trading prices at year end irrespective of whether they are classified as fixed or current assets. However, pursuant to Part 3, Chapter 3, Corporation Tax Act 2009, any increase in the value of a current asset is recognised as a trading profit and immediately subject to Corporation Tax when a company is classified as a trading company under HMRC rules and regulations, whereas an increase in the value of a fixed asset is not subject to taxation until the asset is disposed of when a company is classified as an investment company. Reported profit under UK GAAP is unaffected.

Historically, the Company's previous board had filed as a trading company and described its investment portfolio as a current asset. Following a comprehensive review of various factors related to the Company's investment portfolio and strategy, including, among others, the frequency, timing, liquidity, trading activities, development stage and investment horizon of such investments individually and the portfolio as a whole, the Company's current board have determined the Company is appropriately classified as an investment company.

Deferred tax

Deferred tax is provided on an undiscounted full provision basis on all timing differences which have arisen but not reversed at the balance sheet date using rates of tax enacted or substantively enacted at the balance sheet date.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits and are recognised within debtors. The deferred

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

3. Principal Accounting Policies, *continued*

tax assets and liabilities all relate to the same legal entity and being due to or from the same tax authority are offset on the balance sheet.

FRS 102 requires that investments are valued each year on the mark-to-market basis and the revaluation differences are reflected in the profit and loss account. However, the tax on any unrealised profit is calculated and shown in the accounts as if the profit had been realised, but there is then an adjustment in the deferred tax to move the tax that relates to the unrealised profit to the balance sheet.

Foreign Currencies

Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in a foreign currency are translated into the functional currency at the exchange rate ruling at the reporting date, unless specifically covered by foreign exchange contracts whereupon the contract rate is used.

Investments

Current investments are stated at mid-market publicly quoted prices.

Investments in unlisted company shares are remeasured to available market values, or Directors' valuations at each balance sheet date. Gains and losses on remeasurement are recognised in the statement of comprehensive income for the period. As at 30 September 2023 unlisted shares were valued at £nil (2022: £nil).

Investments in listed company shares are remeasured to market value at each balance sheet date under level 1 of the fair value hierarchy. Gains and losses on remeasurement are recognised in the statement of comprehensive income for the period.

Dividend income is recognised in the income statement when the right to receive payment is established from investee companies.

Financial instruments:

Trade and other receivables

Trade and other receivables are not interest bearing and are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method less provision for impairment.

Cash and cash equivalents

Cash and cash equivalents include cash on hand and deposits held at call with banks.

Trade and other payables

Trade and other payables are not interest-bearing and are recognised initially at fair value and subsequently measured at amortised cost.

Financial liabilities

All financial liabilities are recognised initially at fair value and are subsequently measured at amortised cost. There are no financial liabilities classified as being at fair value through the statement of comprehensive income.

Share capital

The Company's ordinary shares are classified as equity.

Share premium

Represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

3. Principal Accounting Policies, *continued*

Retained Earnings

Retained earnings is the cumulative profit or loss that is held or retained and saved for future use as recognised in the statement of comprehensive income.

4. Segmental Analysis

Segmental information

An operating segment is a distinguishable component of the Company that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Company's chief operating decision maker to make decisions about the allocation of resources and assessment of performance and about which discrete financial information is available.

The Company continued to operate as a single UK-based segment with a single primary activity to invest in businesses so as to generate a return for the shareholders. No segmental analysis has been disclosed as the Company has no other operating segments.

The Company has not generated any revenues from external customers during the period.

5. Operating Profit/(Loss)

	Year ended 30 September 2023	Year ended 30 September 2022
	£	£
This is stated after charging:		
Auditor's remuneration:		
- audit services	27,480	19,200
Director's emoluments – note 6	141,321	141,321

There are no employees, other than the Directors of the company (2022: Nil).

6. Directors' Emoluments

There were no employees during the period apart from the directors. No directors had benefits accruing under money purchase pension schemes.

	Salary and Fees £	Pension £	Shares issued in settlement of fees – see note £	Total £
Year ended 30 September 2023				
C Baxter	27,000	-	-	27,000
G Cryan	53,000	1,321	-	54,321
M Badros	60,000	-	-	60,000
	140,000	1,321	-	141,321

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

6. Directors' Emoluments, *continued*

Year ended 30 September 2022	Salary and Fees £	Pension £	Shares issued in settlement of fees – see note £	Total £
C Baxter	42,250	-	15,000	57,250
G Cryan	46,153	1,321	6,847	57,321
M Badros	29,750	-	-	29,750
	118,153	1,321	21,847	141,321

Amounts paid to third parties and shares issued in settlement of fees

Included in the above are the following amounts paid to third parties in 2022. No such settlements were made in 2023:

- In respect of Callum Baxter's total remuneration, £15,000 was settled in shares in the Company and at 30 September 2022 £nil of his net salary remained outstanding.
- In respect of Gemma Cryan's total remuneration £6,847 was settled in shares in the Company and at 30 September 2022 £nil of her net salary remained outstanding.
- In respect of Mark Badros's total remuneration, at 30 September 2022 £nil of his net salary remained outstanding.

7. Corporation Tax

a) Analysis of credit in the period

	Year ended 30 September 2023 £	Year ended 30 September 2022 £
United Kingdom corporation tax at 19% (2022: 19%)	-	-
Deferred taxation at 25% (2022: 25%)	-	(1,671,086)
	-	(1,671,086)

b) Factors affecting tax charge for the period

The tax assessed on the profit/(loss) on ordinary activities for the year differs from the standard rate of corporation tax in the UK of 19% (2022: 19%). The differences are explained below:

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

7. Corporation Tax, *continued*

b) Factors affecting tax charge for the period, *continued*

	Year ended 30 September 2023 £	Year ended 30 September 2022 £
Loss on ordinary activities before tax	(1,115,359)	(7,540,842)
Loss multiplied by standard rate of tax at 25% (2022: 19%)	(278,840)	(1,432,760)
Effects of:		
Losses carried forward not recognised as deferred tax assets	278,840	1,432,760
Deferred tax credit	-	(1,671,086)
	-	(1,671,086)

c) Deferred tax

Deferred tax liability b/fwd at 30 September 2022 and 2021	-	1,671,086
Credit for the year	-	(1,671,086)
Deferred tax liability c/fwd at 30 September 2023 and 2022	-	-
Capital losses b/fwd at 30 September 2022 and 2021	(3,323,065)	(3,515,024)
Current year capital (losses)/profits	(965,976)	191,959
Capital losses c/fwd at 30 September 2023 and 2022	(4,289,042)	(3,323,065)
Excess management expenses b/fwd at 30 September	(2,255,412)	(2,249,467)
Current year excess management expenses	(345,644)	(305,944)
Adjustments in respect of prior periods	-	-
Excess management expenses c/fwd at 30 September	(2,901,056)	(2,555,411)
Total losses	(7,190,097)	(5,878,476)

A deferred tax liability provision of £nil has been released during the year (2022: £1,671,086) on the future tax payable on profits, on disposal of investments.

The Company has not recognised a deferred tax asset on available losses.

In May 2021, the UK Government enacted a budget that increased the corporation tax rate from 1 April 2023 to 25% from the current rate of 19%.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

8. Earnings Per Share

The basic earnings per share is derived by dividing the profit for the year attributable to ordinary shareholders by the weighted average number of shares in issue.

	Year ended 30 September 2023 £	Year ended 30 September 2022 £
(Loss) for the year	(1,115,359)	(5,869,756)
Weighted average number of Ordinary shares of £0.01 in issue	58,282,493	58,181,646
(Loss) per share – basic and diluted	(1.91 pence)	(10.09 pence)

There are no potential dilutive shares in issue.

9. Trade and Other Receivables

	Year ended 30 September 2023 £	Year ended 30 September 2022 £
Prepayments	40,177	49,904
Deposits	380	-
Funds held on account	8,008	3,720
Dividends receivable	-	23,800
	48,565	77,424

Short term loans to related parties

- At 30 September 2023 loans to Equity Resources Ltd (“EQR”), an associate of the company, totalling £20,000 (2022: £20,000) remain unpaid. The purpose of the loans was to assist EQR meet its necessary operational costs during a period when it seemed inappropriate that EQR should realise cash from its investments. The advances were made prior to appointment of the current board and approved by former directors at 0% interest with no formal agreement as to repayment date. The Company holds 28.41% of the equity in EQR. The Company has made a full provision for these loans, totalling £20,000.

10. Financial assets at fair value through profit or loss

	30 September 2023 £	30 September 2022 £
Listed equity securities		
Fair value of investments at 1 October	6,156,173	14,038,887
Additions	-	-
Disposals	(122,994)	(647,786)
Fair value loss on financial assets through profit or loss	(750,880)	(7,234,928)
Fair value at 30 September	5,282,299	6,156,173

The fair value carrying values of the investments above were as follows:

Quoted on AIM	5,282,299	6,156,173
Quoted on foreign stock exchanges	-	-
	5,282,299	6,156,173

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

10. Financial assets at fair value through profit or loss, *continued*

The Company has holdings in the companies described in the review of portfolio on pages 3 and 4. Of these, the Company has holdings amounting to 20% or more of the issued share capital of the following companies:

Name	Country of incorporation	Class of shares held	Percentage of issued capital	(Loss) for the last financial year	Capital and reserves at last balance sheet date	Accounting year end
Equity Resources Limited – see note [1]	England & Wales	Ordinary	28.41%	(£2,181)	(£39,918)	31 May 2022

Note [1]: Equity Resources Limited is considered to be an associated undertaking. Equity accounting has not been used as Equity Resources Limited has a written down value of £nil.

No information for Equity Resources Limited is available for the year ended 31 May 2023.

11. Trade and Other Payables: Amounts falling due within one year

	30 September 2023 £	30 September 2022 £
Trade creditors	790	19,792
Accruals	26,521	21,470
Employment and social security costs	257	514
Other payables	-	-
	27,568	41,776

12. Share Capital

The called up share capital of the Company was as follows:

Called up, allotted, issued and fully paid

	Number of Shares	£
As at 30 September 2021	57,982,031	648,579
Issued 16 November 2021 in lieu of fees at 16.5p	132,407	21,847
Issued 7 April 2022 in lieu of fees at 13p	168,055	21,847
As at 30 September 2022 and 30 September 2023	58,282,493	692,273

Share Warrants

The Company currently has no unexercised warrants in issue.

13. Share options

During the year ended 30 September 2023 no new options were granted and the Company currently has no unexercised options in issue.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

14. Cash and Cash Equivalents

	Year ended 30 September 2022	Cash flow	Year ended 30 September 2023
	£	£	£
Cash at bank	406,106	(226,835)	179,271
Net cash and cash equivalents	406,106	(226,835)	179,271

15. Capital Commitments

As at 30 September 2023 and 30 September 2022, the Company had no commitments other than for expenses incurred in the normal course of business.

16. Contingent Liabilities

There were no contingent liabilities at 30 September 2023 (2022: £nil).

17. Related Party Transactions

During the year Greatland Gold plc, a company which Callum Baxter was formerly a director of, provided shared office space to the Company. The cost was £1,900 (2022-£11,400). At the year-end there was £nil payable to Greatland Gold plc (2022: £950).

There were no other related party transactions during the year other than those disclosed in notes 6 and 9.

The key management of the Company are considered to be the Directors, the compensation for whom was £141,321 (2022: £141,321). Refer to note 6 for more information.

18. Financial Instruments

The Company's financial instruments comprise investments, cash at bank and various items such as other debtors, loans and creditors. The Company has not entered into derivative transactions nor does it trade financial instruments as a matter of policy.

Credit Risk

The Company's credit risk arises primarily from short term loans to related parties and the risk the counterparty fails to discharge its obligations. At 30 September 2023 there were no loans outstanding (2022: £nil).

Liquidity Risk

Liquidity risk arises from the management of cash funds and working capital. The risk is that the Company will fail to meet its financial obligations as they fall due. The Company operates within the constraints of available funds and cash flow projections are produced and regularly reviewed by management.

Interest rate risk profile of financial assets

The only financial assets (other than short term debtors) are cash at bank and in hand, which comprises money at call. The interest earned in the year was negligible. The Directors believe the fair value of the financial instruments is not materially different to the book value.

Foreign currency risk

The Company has no material exposure to foreign currency fluctuations.

Market risk

The Company is exposed to market risk in that the value of its investments would be expected to vary depending on trading activity of its shares.

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2023

18. Financial Instruments, *continued*

Categories of financial instruments

	Year ended 30 September 2023	Year ended 30 September 2022
	£	£
Financial assets		
Trade investments at fair value through profit and loss	5,282,299	6,156,173
Dividends receivable at amortised cost	-	23,800
Cash and cash equivalents at amortised cost	179,271	406,106
Investment funds held on account at amortised cost	8,008	3,720
	<u>5,469,578</u>	<u>6,589,799</u>
Financial liabilities at amortised cost		
Accruals and payables	27,568	41,776
	<u>27,568</u>	<u>41,776</u>

19. Capital Management

The Company's objective when managing capital is to safeguard the entity's ability to continue as a going concern and develop its investment activities to provide returns for shareholders. The Company's funding comprises equity and debt. The directors consider the Company's capital and reserves to be adequate. When considering the future capital requirements of the Company and the potential to fund specific investment activities, the directors consider the risk characteristics of all of the underlying assets in assessing the optimal capital structure.

20. Events After the End of the Reporting Period

As disclosed elsewhere in the financial statements, on 27 October 2023 the Company announced a plan for the de-listing of its shares from AIM and the subsequent capital distribution of assets to shareholders. This plan is subject to approval by the Company's members.

21. Ultimate controlling party

There is no ultimate controlling party.