

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this document or the action you should take you should consult a person authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

Ganapati Plc is required by ICAP Securities & Derivatives Exchange Limited to appoint an ISDX Corporate Adviser to apply on its behalf for admission to the ISDX Growth Market and must retain an ISDX Corporate Adviser at all times. The requirements for an ISDX Corporate Adviser are set out in the Corporate Adviser Handbook and the ISDX Corporate Adviser is required to make a declaration to ISDX in the form prescribed by Appendix D. ISDX does not approve the contents of admission documents.

The Company and the Directors whose names appear on page 4 of this document accept responsibility for the information contained in this document. The information in this document is correct at the time of admission. To the best of the knowledge and belief of the Company and the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Application will be made for all of the Company's Ordinary Shares to be admitted to trading on the ISDX Growth Market. It is expected that trading in the Company's Ordinary Shares will commence on the ISDX Growth Market on 19 August 2015.

The ISDX Growth Market, which is operated by ICAP Securities & Derivatives Exchange Limited (ISDX), a recognised investment exchange, is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies. It is not classified as a Regulated Market under EU financial services law and ISDX Growth Market securities are not admitted to the Official List of the United Kingdom Listing Authority. A prospective investor should be aware of the risks of investing in ISDX Growth Market securities and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised under the Financial Services and Markets Act 2000 who specialises in advising on the acquisition of shares and other securities.

This document comprises a ISDX admission document and has been drawn up in accordance with the ISDX Growth Market Rules for Issuers ("the Rules") and is being issued in connection with the proposed admission of Ganapati Plc to the ISDX Growth Market. This document does not comprise an offer of transferable securities to the public within the meaning of section 102B of FSMA, does not comprise an approved prospectus within the meaning of section 85(7) of FSMA, has not been prepared in accordance with the Prospectus Rules and its contents have not been approved by the UKLA or any other competent authority for the purposes of the Prospective Directive.

GANAPATI PLC

(Incorporated in England and Wales under the Companies Act 2006 with Registered Number 8807827)

Admission to ISDX Growth Market

Corporate Adviser

Alexander David Securities Limited



The following table shows the issued share capital of the Company as at Admission:

Ordinary Shares of	Issued	
	Amount	Number
£0.08	£308,197	3,852,464

The text of this Document should be read in its entirety. An investment in the Company involves a high degree of risk and attention is drawn in particular to the section entitled "Risk Factors" of this Document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

Alexander David Securities Limited, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority, is the Company's ISDX Corporate Adviser for the purposes of the ISDX Rules and is acting exclusively for the Company in relation to the Admission.

Alexander David Securities Limited will not be responsible to anyone other than the Company for providing the protections afforded to customers of Alexander David Securities Limited or for advising any other person in relation to the contents of this document, the Admission or any other arrangements described in this document.

Alexander David Securities Limited has not made its own enquiries except as to matters which have come to its attention and on which it considered necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in the Admission Document, or for the omission of any material information, for which the Directors are solely responsible.

This document does not constitute an offer to sell, or a solicitation of an offer to buy Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, this document is not for distribution in or into the United States, Canada, the Republic of Ireland, the Republic of South Africa or Japan. The distribution of this document may be restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this document are advised to consult with their own legal advisers as to what restrictions may be applicable to them and to observe such restrictions. This document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

Prospective investors should not assume that the information in this document is accurate as of any other date than the date of this document. The Company is not providing prospective investors with any legal, financial, business, tax or other advice. Prospective investors should consult with their own advisers, as required, to assist them in making their investment decision and to advise them whether they are legally permitted to purchase the Ordinary Shares. The contents of the Company's website, including any websites accessible from hyperlinks on the Company's website, do not form part of this document

The Ordinary Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**Securities Act**"), or under any state securities laws and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S promulgated under the Securities Act).

No person has been authorised to give any information or make any representation other than that contained in this document.

All references in this document to Sterling and £ refer to the currency of the United Kingdom and any references to Dollars and USD\$ refer to the currency of the United States of America and references to Yen or ¥ refer to the currency of Japan.

CONTENTS

	<i>Page</i>
Directors, Secretary and Advisers	4
Definitions	5
Expected Timetable of principal events	6
PART I: Information on the Company	7
PART II: Risk Factors	16
PART III: Financial Information on the Company	25
PART IV Additional Information	37

DIRECTORS, PROPOSED DIRECTORS, SECRETARY AND ADVISERS

Directors	Anthony (“Tony”) Drury (<i>Non-Executive Chairman</i>) Hiroki Hasegawa (Chief Executive Officer) Yukio Ishihara (Chief Marketing Officer) Taku Sawada (Sales and General Manager)
Company Secretary	Sandra Scott
Registered Office	30 Percy Street London W1T 2DB United Kingdom
Head office	49 Queen Victoria Street London EC4N 4SA
Japanese Office	Roppongi Hills Mori Tower 17F 6-10-1 Roppongi, Minato-ku, Tokyo Japan 106-6117
Corporate Adviser	Alexander David Securities Limited 49 Queen Victoria Street London EC4N 4SA United Kingdom
Reporting Accountants and Auditors	Welbeck Associates 30 Percy Street London W1T 2DB United Kingdom
Lawyers to the Company as per English law	Fasken Martineau LLP 17 Hanover Square London W1S 1HU United Kingdom
Lawyers to the Company as per Japanese law	Hayato Terai Law Firm 1-1-2-2107 Nishiioi Shinagawa Tokyo 140-0015 Japan
Registrars	Share Registrars Limited Suite E, First Floor 9 Lion and Lamb Yard Farnham Surrey GU9 7LL

DEFINITIONS

In this document, where the context permits, the terms set out below shall have the following meanings:

“Act”	the Companies Act 2006, as amended
“Admission”	the admission of the Ordinary Shares to trading on the ISDX Growth Market
“Apps”	software applications downloaded by a user to a smartphone or other online devices
“Articles”	the articles of association of the Company
“Board” or “Directors”	the directors of the Company whose names are set out on page 4 of this document, or as applicable, the directors of the Company from time to time
“Company” or “Ganapati”	Ganapati Plc (registered number 8807827)
“Corporate Governance Code”	the UK Corporate Governance Code, published by the Financial Reporting Council
“CREST”	the computerised settlement system used to facilitate the transfer of title to shares in uncertificated form, operated by Euroclear.
“CREST Regulations”	the computerised settlement system used to facilitate the transfer of title to shares in uncertificated form, operated by Euroclear.
“Entire Issued Share Capital”	all of the Issued Ordinary Share Capital of the Company
“Executive Directors”	all of the Directors other than Tony Drury
“GPJ”	GPJ Venture Capital Limited Liability Company
“Group”	the Company and its subsidiaries and subsidiary undertakings from time to time, or any one of them as the context may require
“ISDX”	ICAP Securities and Derivatives Exchange
“ISDX Growth Market”	the ISDX growth market segment operated by ISDX for dealing in securities admitted to trading in accordance with the ISDX Rules
“ISDX Rules”	ISDX Growth Market Rules for issuing companies and their advisers as published by ISDX from time to time
“IP”	intellectual property
“JPY” or “¥”	Japanese Yen, the lawful currency of Japan
“Ordinary Shares”	the Ordinary Shares of £0.08 each in the capital of the Company
“Senior Management”	the Group’s senior managers, details of whom are set out in Part I of this document
“Shareholders”	holders of Ordinary Shares
“Sterling” or “£”	British pounds, the lawful currency of the United Kingdom
“Takeover Code”	the City Code on Takeovers and Mergers published by the Panel on Takeovers and Mergers
“USD” or “\$”	United States Dollars, the lawful currency of the United States of America

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this document	6 August 2015
Admission and dealings to commence in the Ordinary Shares	19 August 2015

COMPANY DETAILS ON THE ISDX GROWTH MARKET

ISIN	GB00BWZMX384
ISDX SYMBOL	GNPT

PART I

INFORMATION ABOUT THE COMPANY

1. Introduction

The Company was incorporated in England and Wales on 9 December 2013 with registered number 8807827 as a private company limited by shares under the Act with the name Ganapati Limited. On 24 July 2014, the Company re-registered as a public company limited by shares with the name Ganapati Plc. The domicile of the Company is the United Kingdom.

2. Principal Activities

Ganapati invests in and develops software for the social media and consumer markets. The Directors believe that the Company's strength lies in its development of smartphone application software ("Apps") and other social media software. Additionally, the Company reviews external proposals with the possibility of either investing in or acquiring the IP rights to other software applications used in social media Apps.

The Directors believe that the social media software development market for smart phones, tablets, laptops and other devices offers attractive investment opportunities for shareholders. As a result, the Directors established the Company to invest in, or exploit for its own account social media software and other software such as gaming apps focused on the consumer market including gaming. Since the Company was formed, the Executive Directors have invested in or acquired IP rights to software applications which are used to develop and market four products for use in both the Apps market and/or the social media space.

The concepts for products are either originated by the Executive Directors or by third parties seeking funding for development. The Company does have a limited in-house capability to develop software. It is currently engaged in the development of a prototype for the recently launched online gaming App. The Directors intend to continue to engage external software developers known to the Company on terms that IP rights generated in software produced will be wholly or partly retained by Ganapati. In certain circumstances, IP rights may be shared with the software originator or other third parties.

The Company has developed and launched preliminary versions of its 3 main Apps. It continues to work on upgrades to these Apps which it will launch in due course. Furthermore, Ganapati has initiated a joint venture in online gaming.

Group's Current Apps

- **BUZZ POP** - A message app for chatting and the creation of videos. The chat feature allows users to communicate with each other in real time. Messages disappear 30 seconds after being read. The video feature has a variety of filters and add on effects. Videos disappear after being accessed and seen by recipients. BUZZ POP is now available for iOS in the United Kingdom, and for iOS/Android in Japan. The official launch is expected in November 2015.

Official Downloads to date for BUZZ POP as measured by App Annie (www.appannie.com) is approximately 3,300

- **Zappi** - An instant commentary billboard service, available by registration. Zappi allows users to start a discussion on any website with no need to go to specific dedicated comparison websites. The Directors believe this will enrich the user experience and allow for a more real time comparison of searched items. The Zappi prototype was soft-launched in February 2015, and it is currently being modified based on comments, requests, and reports from users. In the meantime, the marketing department is planning an advertising strategy for the official launch. An updated version is expected to be launched in December 2015.

Unofficial registrations to date for Zappi as estimated by the Company are approximately 2,000 and active users are approximately 1,200

- **MY list** - An online cloud storage platform that allows users to drop files, stream videos, photos and music into their "own space". Users' content can be downloaded quickly and shared amongst contacts and colleagues. Content can be viewed from any device with shared access. MY list was soft-launched in February 2015, and it is currently being modified based on comments, requests, and reports from users. In the meantime, the marketing department is

planning an advertising strategy for the official launch. An updated version is expected to be launched in Q1 2016.

Unofficial registrations to date for MY list as estimated by the Company are approximately 1,900 and active users are approximately 1,150.

- **Casino Games** - This new division has been formed to develop mobile app games which will utilise smartphone technology and Japanese style game software to create a genre of enjoyable games in the gambling sphere. The Company is currently developing the prototype version in-house. The forecast development cost of the project is 300 million Yen approximately £1.5m. The Company expects to market this product in European markets where gambling is an approved activity. Ganapati believe that it can create a product which will appeal to the casual players who want to use the smartphone technology for fast interactive games that are easy to play. As part of this strategy the Company is in the process of preparing an application for a remote gambling software operating license from the United Kingdom Gambling Commission and expects to have submitted this application by the end of Q3 2015. In addition the Company has entered into an agreement with WinLogic PLC, and internet casino operation, where it will develop casino games for them.

The Company intends to create value by developing and expanding the user base and number of downloads for the applications listed above.

The download strategy varies slightly from product to product but the Company will focus its strategy for every product in order to keep the retention and value of customer high in order to diffuse the applications efficiently. When users numbers of the Company's Apps and Software has increased to a suitable level and user demand for the In App products Ganapati will then be able to monetize the In App aspects of its products.

Each product will have a promotion strategy tailored to their markets. The Directors promoted BUZZ POP recently at two public events where it was a sponsor. The first was at a fashion show with the Tokyo Boys Collection and the second is a collaboration with Mr Shibuya, a Mixed Martial Arts fighter. Zappi is being used as a social bookmark and as a platform where users are able to discuss and to share information of the viewpoint of users, and MY list is using "Non Promotion" marketing and being spread from person to person.

2.1. Company, group structure and capital history

The Group consists of the Company which owns the Group's interests and rights in the Group's IP and its subsidiary, GPJ. The Group's revenues are expected to be derived from software sales and the management of the exploitation of its product range and investments.

GPJ is incorporated and registered under the laws of Japan. The Company is interested in 86 per cent. of the issued share capital of GPJ. The remaining 14 per cent. of GPJ's issued share capital is held by Tomoaki Matsuhashi. Notwithstanding the fact that the Company holds 86 per cent. of the share capital, pursuant to the articles of incorporation, it controls 100 per cent. of the voting rights in GPJ.

GPJ was incorporated primarily for the purpose of raising capital for the Group in Japan by way of debt and/or equity based fundraisings, either in itself or the Company. Following Admission, funds raised by GPJ are expected to be by way of investor loans to GPJ, who in turn will lend the proceeds of those loans to the Company for investment and working capital purposes.

In order that equity in the Group may be made available to Japanese investors and to raise investment funds and working capital, the Company was admitted to trading on the GXG Main Quote Market on 6 August 2014. On 22 July 2015 GXG Markets announced its planned sale to the Channel Islands Securities Exchange. After consideration by the Board, it was decided that the ISDX Growth Market offered a preferable domicile and potentially access to a wider investor base. As a result Ganapati elected to surrender its GXG listing.

Since its incorporation, the Company has raised £ 873,842 by way of equity fund raisings with the last fund raising being at a subscription price of £4.80 per Ordinary Share. The Company has 3,852,464 Ordinary Shares in issue.

The Company has also received loans from Equity Midas Inc. (formerly "Eightex Investment Inc.") and CDone Limited Liability Company of 221.9 Million Yen (approximately £1.3 million) and 336.1 million Yen (approximately £1.9 million) respectively. Other major Shareholders are listed on page 47 and the majority of

the shares in the Company are held by HLMS Inc. which holds approximately 81 per cent. of the issued share capital. Interest is payable by the Company on each of these loans at the rate of 1 per cent. per month. The loans fall due for repayment in the ordinary course between February 2017 and May 2017.

The Board believes, based on the current business model and the anticipated growth of the business and potential income which can be generated, that the Company will be able to repay the funding it has received by way of the above loans from each Equity Midas Inc. and CDone Limited Liability. However, in the event that it appears to the Board that the Company will not be able to meet its lending obligations when they fall due (in 2017), then the Board will carry out a review of the business and the terms of the loans and seek to implement one or more options to meet its obligations including further equity fundraising, re-negotiation of the loan terms or a debt to equity swap with the lenders (or any of them) for some or all of the lending (or indeed a mixture of all of these potential and other options).

Further information on the Company's share capital is set out in paragraph 2 of Part IV of this document.

On 24 April 2015 shareholders approved the creation of a Company Employee Option Scheme. On 2 June 2015 the Company announced the granting of 351,562 new ordinary shares of £0.08 to staff and Directors with an exercise price of £0.40 per share. As at the date of this document 1,250 shares from the scheme have been awarded to Yukio Ishihara, Director.

3. Business Strategy

Social Media Apps

The Group's core business strategy is to develop Apps and other social media software for the consumer market. The software will initially be free to download and will contain additional features that users can purchase via downloads from Apps stores ("In App Downloads"). The Directors believe that revenues may also be generated by the Group from the sale of web-space and/or advertising.

The Group's strategy recognises that the target market is attracted by free downloads which are followed by In App Downloads. Increasingly, users are seeking to sample products before buying, including looking at the In App Download data. The Directors believe that this is an effective source of recurring revenue as well as a potential source of advertising revenue.

The additional features are applications or software products which the Directors believe will generate significant user downloads initially in Japan and then globally. Depending on the product, the Directors intend to supply applications and software that will fill existing gaps in software products offered by other companies, but which will in each case generate sales in their own right, through either paid additions to the product or initial sales.

Ideas and concepts for the development of the Group's products are generated by the creative team led by Mr Souichi Hashimoto and also by way of partnership arrangements with third party product developers, whereby the Company provides financial assistance for the development of third party products in exchange for a share in the IP and revenues generated in the developed product. Ganapati Plc sees an opportunity to lead the process whereby top Japanese App development studio who are keen to expand beyond the Japanese market but whose current small scale does not allow them to.

Online Gambling

Ganapati Plc has applied to the UK Gambling Commission for a Gambling software Supplier Licence. This type of licence allows the Company to supply online gambling software to major gambling platform owners such as NYX, Micro-Gaming and Tain who, in turn, offer 'white label' services to major betting and gambling companies such as William Hill, Ladbrokes and Bet365. The licensee is responsible for ensuring that the software it supplies complies with the UK Gambling Commission's Remote gambling and software technical standards.

There has been little innovation in the online gambling market in Europe in recent years with the major betting companies struggling to differentiate between each other. Japan's gaming heritage is strong due to the historical success of PlayStation and Nintendo. As a result of this success the indigenous Japanese gaming software industry continued to commit to further research and development. This has given Japan a strong position in online gaming especially in areas such as animation. Ganapati intends to combine this gaming heritage with gambling to offer innovative products to the major platform operators. It can achieve

this by using its links with smaller software studios to promote their products internationally and in conjunction with gambling. Ganapati has sought to combine its expertise in social media and its links to Japanese gaming software studios with online gambling technology via a joint venture with WinLogic Plc in May 2015.

While both the Company and WinLogic are focussed on the Japanese and Asian markets, Ganapati believes that the combination of these will enable it to better penetrate western markets.

Ganapati has attended software-focussed exhibitions in London and Amsterdam in the past months and has received interest from gambling operators for Ganapati's products that are currently in development.

Whilst each partnering agreement with Japanese App development companies is negotiated on a case by case basis, the Company's principal objective is the retention of a significant interest in the IP and revenues generated in the developed product.

Whilst the company is looking to have its products generate revenue as soon as is practicable the Directors believe that value is created by the Company's products having a strong and growing active user base. Over time the Directors then believe the user base will utilise more In App Purchases which will build the revenue model.

Near term, the Company anticipates that the split between its 3 existing social media Apps and gaming will be approximately two thirds and one third respectively by the end of 2018, this is expected to have reversed.

3.1. Intellectual property rights including patents and trademarks

The Directors intend to build value for Shareholders through the creation of revenue streams and capital growth based on the ownership and exploitation of IP. In certain products the Group will own all of the IP and in others it will share ownership with third party partners.

Where the Group funds the development of third party products in exchange for a share in the IP, net revenues generated from such products, whether from a sale of IP or from earned revenues, will be apportioned between the Group and third party developers following the Group being reimbursed for development expenses and marketing costs incurred by it in respect of each third party product.

The Company holds all of the unregistered IP in its existing products. Further details of the material IP agreements are set out in paragraph 8.3 of Part IV of this document. The Company has not registered any IP capable of being registered in any of its products. The Board will consider IP registration on a product by product basis.

4. Products

4.1. Licences or contracts that are fundamental to the business activities

There are no contracts or arrangements in place which are fundamental to the business and operations of the Group. The Company contracts with third parties for the development of its software products on a product by product basis.

The Company is party to a number of agreements which are significant to the development of its existing products:

Agreements for the commission of the web application "BUZZ POP"

On 25 February 2014, the Company entered into two agreements with United Blue Co. Ltd ("United Blue") relating to the outsourcing of the planning, development and delivery of the BUZZ POP App. The agreements include provisions relating to the creation of the basic BUZZ POP App functions, including the listing of videos including URLs, document files, and photos etc., multilingual, simple message and social network functions.

The cost of the development of BUZZ POP is estimated to be 200 million Yen (approximately £1,400,000). To date 150 million Yen (approximately £777,200) has been paid by the Company to United Blue with the balance of 50 million Yen (approximately £259,000) falling due for payment upon delivery of the completed product.

On 21 July 2014, the Company and United Blue entered into a confirmation and assignment agreement pursuant to which United Blue assigned all existing and future intellectual property rights it holds or acquires in the BUZZ POP technology to the Company.

United Blue is owned and controlled by Mr Souichi Hashimoto. Mr Hashimoto was a Director of Ganapati Plc until 3 September 2014. Ganapati Plc holds all of the IP in the BUZZ POP App.

Agreements for the commission of the web application “Zappi”

On 10 February 2014, the Company entered into an agreement with Chong An Pet Information Service Co. Limited (“Chong An Pet”) for the creation of the Zappi App. This agreement includes the creation of the Web user interface and applications.

The cost for the development of the Zappi is estimated to be 1400 million Yen (approximately £7.25m). To date, 1200 million Yen (approximately £6,220,000) has been paid by the Company to Chong An Pet with the balance of 200 million Yen (approximately £1,040,000) due for payment upon delivery of the completed product.

On 21 July 2014, the Company and Chong An Pet entered into a confirmation and assignment agreement pursuant to which Chong An Pet assigned all existing and future intellectual property rights it holds or acquires in the Zappi technology to the Company.

Chong An Pet is unconnected to the Company. Ganapati Plc holds all of the IP in the Zappi App.

Agreements for the commission of the web application “MY list”

On 26 December 2013 and 5 February 2014 respectively, the Company entered into two agreements with United Blue relating to the outsourcing of the planning, development and delivery of the MY list App. The agreements include provisions relating to the creation of the basic MY list App functions including the listing of videos including URLs, document files, and photos etc., multilingual, simple message and social network functions.

The cost for the development of MY list is estimated to be 400 million Yen (approximately £2,070,000). To date 300 million Yen (approximately £1,550,000) has been paid with the balance of 100 million Yen (approximately £518,000) falling due for payment upon delivery of the completed product.

On 21 July 2014, the Company and United Blue entered into a confirmation and assignment agreement pursuant to which United Blue assigned all existing and future intellectual property rights it holds or acquires in the MY list technology to the Company.

United Blue is owned and controlled by Mr Souichi Hashimoto. Mr Hashimoto was a Director of Ganapati Plc until 3 September 2014. Ganapati Plc holds all of the IP in the MY list App.

Agreements for the development of online casino games.

On 1 May 2015, the Company entered into an agreement for the development of casino games accessed via smartphones and other mobile devices with WinLogic Plc. Under agreement Ganapati will combine its social media app expertise with WinLogic’s gaming licences and technology with a view to developing online casino games accessible by mobile devices including smart phones. Ganapati owns 26,535 shares in WinLogic

5. Market Opportunities

5.1. Market size and growth

In 2013, Apps generated USD\$26.68 billion in revenues and 91.9 billion Apps were downloaded. The international Apps market is a fast growing market.

In 2012 number of App downloads stood at 63.9 billion and accumulated to 155.8 billion by the end of 2013, more than doubling in one year. In 2014, 138.8 billion Apps were downloaded worldwide, taking the cumulative total to 294.6 billion Apps by the end of 2014 with worldwide App revenues reaching USD \$34.99 billion. App downloads are forecasted to exceed 268.6 billion by the end of 2017 with global revenues expected to reach USD \$76.52 billion. *(Source: Statista- Worldwide mobile app revenue from 2011 to*

2017; Daze info- Gartner, September 2013

The worldwide mobile subscriber base is forecast to grow at a compound annual growth (CAGR) rate of 4.8% over the period 2012 to 2017 and annual handset shipments are expected to increase at a CAGR of 6.6% over the same time frame. App downloads are forecast to grow at 35.9% CAGR. In mature markets, usage of Apps per person is starting to level off; in Europe and North America, the number of Apps downloaded per person is reaching a stable level. What appears to be driving the growth in the App download business is the rapid growth in smartphone and tablet sales. Worldwide Smartphone shipments were expected to reach 823 million in 2013. Smartphones accounted for around 41% of total handset shipments during 2012. This figure is expected to reach 46 per cent. during 2013 and more than half (56%) of total handset shipment are expected to be smartphones by 2017. In 2012, 680 million smart phones were shipped worldwide, and by 2017, 1296 smartphones are expected to be shipped. Similarly, tablet sales are growing fast. Tablet shipments are forecast to average a CAGR of 24% over the period 2012-2017, rising from shipments of 136 million in 2012 to shipments of 208 million in 2013. It is estimated worldwide tablet shipments will further increase to 398 million devices by 2017.

As a result of the rapid growth in smartphone and tablet sales, the number of Apps users is forecast to grow at a CAGR of 29.8%, to reach an estimated 4.4 billion users by the end of 2017. (*Source: PORTIO RESEARCH- Mobile Application Futures 2013-2017*)

5.2 Market Characteristics

The App industry has begun to mature. App stores have tightened their rules and App developers are becoming more methodical about marketing their Apps, focusing on the few Apps that work best. Not every App is successful. For every Instagram, the photo sharing app that Facebook bought, there are many Apps that do not succeed. As the battlefield shifts to new geographies, new categories and new devices, developers continue to consider which business models are the most profitable. Key issues currently faced by the App market include:

- the cost of acquiring users through advertising continues to rise by double digits year-on-year. Users acquire and delete Apps fairly frequently, making it hard for developers to retain users. On average, 63% of the Apps used today now differ from those used daily a year ago. Moreover, consumers focus on approximately, roughly eight Apps at a time.

App developers can have a difficult time breaking into a business dominated by incumbents. Only 2% of the top 250 publishers in Apple's App Store are "newcomers," versus 3% in Google's Play store for Android Apps, according to research firm Distimo; and the revenue drivers are also changing with some App companies scrambling to identify alternative revenue streams such as advertisements and in-App purchases.

6. Competition

The App market is extremely competitive and evolving rapidly. Products may appear to be directly competitive in terms of functionality. For example the Directors believe that Snapchat offers similar functionality to BUZZ POP. However, user uptake can be driven a variety of factors including presentation and social media acceptance. Online gaming is well established and several market leaders have emerged. If the Company is successful in achieving its objectives, the Directors believe that the Group's existing products could establish a significant market presence.

7. Marketing & Sales

The Directors believe that the Group's success depends on developing innovative Apps and software products that are not currently available to users. The majority of products to be developed by the Group are expected to have In App revenue generation capability, and some are expected to generate additional advertising revenues.

The Company's products will be marketed using sponsored adverts, technology promotions with known market innovators and user promotion.

The Directors believe that initial users can be acquired at an approximate cost of USD\$2 per user and further believe have assumed that 10% of these initial users will purchase an In App service. The Board's beliefs are based on recent data and research into the users of In App purchases for line and other products. The Directors further believe that due to the social nature of its products, as they are based on sharing with the user's contact list, take up could actually be higher for the Company's products. The Company's entry into the online gaming market is based on the Directors' view that there remains substantial growth in this market segment.

8. Historical Activities

The Company was incorporated on 9 December 2013 and has been involved in the development and roll-out of its three existing products as well as initiating the development of its online gaming proposition.

The Company was admitted to the GXG Main Quote Market on 6 August 2014. It intends to delist from GXG Main Quote ahead of listing on ISDX Growth Market on 19 August 2015.

In order to maximise the full potential of the Company's product, the directors believe it will be necessary to raise further Working Capital in due course. This Capital would be focused on the development, enhancement and marketing of the Company's apps and online gaming division.

9. Financial Information

The Directors of the Company accept responsibility for the historical financial information and that it has been prepared in accordance with the law applicable to Ganapati Plc. See Part III of this document.

10. Current Trading and Prospects

The Directors confirm that trading for the Group since January 2015 continues to be in line with the Directors expectations. The Company has launched the 3 Apps described above and has secured users for them. It continues to develop its online gaming and own in house game.

11. Directors and Senior Management

The current composition of the Board and Senior Management is as follows:

Tony Drury (Aged 68, Non-executive Chairman)

Tony was appointed as Non-Executive Chairman on 6 August 2015.. Tony is the Non-Executive Chairman of Alpha Returns Plc, a Hong Kong based Investment Company listed on AIM. He is Chairman of Axiom Capital, an FCA authorised corporate finance house, a Director of City Fiction Ltd, a media company. He was previously the founder and Chairman of St. Helens Capital Plc. This was a FSA (now FCA) regulated corporate advisory firm based in the City of London. As Chairman he was responsible for the strategy and new business activities. St. Helen's became one of the most successful PLUS Markets advisory firms. Plus Markets was the previous name of ISDX, prior to its acquisition by ICAP Plc.

Hiroki Hasegawa (age 36, Chief Executive Officer)

Hiroki began his career in 2001 at Illios Co. Ltd, an events promotion and mobile site service company, where he worked until 2005. He went on to become a promotion manager of I-FREAK Holdings Inc. from 2005 to 2007, a listed company on the Tokyo Stock Exchange. In 2007, he joined TAGGY Co. Ltd, and worked as Head of Department before joining Unimedia Co. Ltd as manager in April 2008 until May 2010. In 2010, he co-founded Hasegawa Planning, an independent consultancy to the Japanese mobile App software industry. Hiroki graduated from the faculty of Information System at Tokushima Bunri University in 2001.

Yukio Ishihara (age 40, Chief Marketing Officer)

Yukio Ishihara began his career at Grace Japan Co. Ltd in 1999, and subsequently joined First Charge Inc. in its advertising department as an assistant manager in 2002. Yukio was a Senior Manager of RDS Co. Ltd where he worked from 2007 to 2010. He co-founded Major Craft Inc. in 2010, and was employed by the company as its Chief Executive Officer. He remains a Director of Major Craft Inc. Yukio joined Ganapati Plc in December 2013.

Taku Sawada (age 31, General Manager and Sales Officer)

Taku Sawada joined RESTIR Holdings in 2009, where he worked as sales and marketing manager, including roles in international marketing and promotions. Prior to that he graduated in 2007 from Edogawa University in Japan with a degree in Management and Social Studies. Taku joined Ganapati Plc in June 2014 and was

appointed Director in June 2015.

Further details of the Directors' service contracts are set out in paragraph 5 of Part IV of this document.

12. Corporate Governance

The Directors recognise the importance of sound corporate governance and will, in so far as is practicable given the Company's size and the constitution of the Board, comply with the main provisions of the Corporate Governance Code.

12.1 Audit Committee and Remuneration Committee

The Audit Committee of the Company, comprising Tony Drury and Yukio Ishihara will be chaired by Tony Drury and will meet at least twice a year. The Audit Committee shall monitor the integrity of the financial statements of the company, including its annual and interim reports, preliminary results' announcements and any other formal announcement relating to its financial performance, reviewing significant financial reporting issues and judgements which they contain. The Audit Committee shall also review summary financial statements, significant financial returns to regulators and any financial information contained in certain other documents, such as announcements of a price sensitive nature.

The Remuneration Committee of the Company, comprising Tony Drury and Yukio Ishihara will be chaired by Tony Drury and will meet at least twice a year. The Remuneration Committee shall review the scale and structure of the executive Directors remuneration including bonuses, incentive payments and share options or other share awards and the terms of their service agreements. Directors' remuneration and terms and conditions will be determined by the Remuneration Committee with due regard to the interests of the shareholders of the Company and the performance of the Group.

13. Dissemination of Regulatory News

The Company has arrangements in place to disseminate regulatory information to the market in accordance with the ISDX Rules and applicable laws and regulation. Regulatory information relating to the Company is also available to the general public through the ISDX website www.isdx.com.

14. Marketability of Ordinary Shares and the ISDX Growth Market

Application has been made to ISDX for the Entire Issued Share Capital to be admitted to trading on ISDX Growth Market. It is expected that Admission will be effective and that dealings in Ordinary Shares will commence on 19 August 2015.

Any individual wishing to buy or sell securities which are admitted to trading on the any of the markets operated by ISDX, must do so through an ISDX broker member.

15. Working Capital

The Directors are of the opinion, having made due and careful consideration that the Company has sufficient working capital for the period of 12 months following Admission.

16. CREST

CREST is a computerised share transfer and settlement system enabling securities to be held in electronic uncertificated form and transferred otherwise than by written instrument. The Articles permit the Company to issue shares in uncertificated form in accordance with the CREST Regulations.

The Company has applied to Euroclear for the Ordinary Shares to be admitted to and enabled through CREST with effect from Admission. Accordingly, settlement of transactions in Ordinary Shares following Admission may take place within CREST if the relevant Shareholder so wishes. CREST is a voluntary system and Shareholders who wish to receive and retain share certificates will be able to do so.

17. Lock-in Arrangements

Each of the Directors has entered into a lock-in agreement with the Company and undertaken not to dispose of any Ordinary Shares in which they become interested in for a period of 12 months following Admission.

They have also undertaken to use reasonable endeavours to ensure that their Associates including 'family' and 'connected' person also adhere to such lock-in arrangements.

The Company's Corporate Advisor, Alexander David Securities Limited holds 77,308 Ordinary Shares representing approximately 2 per cent. in the Entire Issued Share Capital and has entered into a lock-in agreement with the Company and undertaken not to dispose of its Ordinary Shares for a period of 12 months following Admission.

One of the Company's majority shareholder, HLMS Inc. which on Admission, will in hold 3,125,000 Ordinary Shares, equivalent to an aggregate of approximately 81 per cent. in the Entire Issued Share Capital has agreed to enter into similar lock-in arrangements.

Other than the Directors' interests set out in paragraph 4 of Part IV for this document, none of the Directors hold any Ordinary Shares at the date of this document.

Further details of the lock-in arrangements are set out in paragraph 8.2 of Part IV of this document.

18. Share Dealing Code for Directors

The Company has adopted a model code for directors, senior managers and certain employees' dealings in interests in Ordinary Shares which is appropriate for an ISDX Growth Market company. The Directors will comply with the ISDX Rules, in particular, provisions relating to price sensitive information and will take all reasonable steps to ensure compliance by the Group's Senior Managers and applicable employees.

19. Dividend Policy

The Board anticipates that, following Admission, cash resources will be retained for further development activities and will not be distributed until the Company has an appropriate level of distributable profits. The declaration and payment by the Company of any dividends and the amount thereof will depend on the results of the Group's operations, its financial position, cash requirements, prospects, profits available for distribution and other factors deemed relevant at that time.

20. Share Option Scheme

The Company has implemented and adopted a set of share option scheme rules following shareholder approval on 24 April 2015 to create an Employee Option Scheme. The Board has been granted the authority to do all such acts and things as may be necessary to give effect to the Company's share option scheme rules.

21. Taxation treatment for Issued Securities

Your attention is drawn to paragraph 11 of Part IV of this document which details information regarding taxation with regard to Admission. These details are however intended only as a general guide to the current tax position under the United Kingdom taxation laws.

If you are in any doubt as to your tax position you should consult your own independent financial adviser immediately

PART II

RISK FACTORS

The attention of potential investors is drawn to the fact that the purchase of Ordinary Shares in the Company involves a variety of risks. Investors should be aware of the risks associated with an investment in a business in the early stages of development. All potential investors should carefully consider the entire contents of this document, including, but not limited to, the risk factors described below before deciding whether to invest in the Company, particularly in the light of the current economic circumstances and potential investors are asked to read this document and these risk factors with regard to current economic circumstances. The risks noted below do not necessarily comprise all those potentially faced by the Company and are not intended to be presented in any assumed order of priority. Potential investors should also consider additional risk factors relevant to their particular circumstances.

If any of the events set out in the following risks do happen, the Company's business, financial circumstances, results or future operations could be adversely affected. In such a case, the price of the Ordinary Shares could fall and investors may lose all or part of their investment. Further risks and uncertainties, of which the Directors are currently unaware or which the Directors currently consider to be immaterial, may also have an adverse effect on the Company.

Current and potential investors are strongly recommended to consult an independent financial adviser who specialises in investments of this nature before making any decision to invest.

Future Funding

The Group may require additional funds to respond to business challenges or unforeseen cost associated with its proposed work stream and development of products over the next 12 months from Admission. For example, the group may decide to carry out future acquisitions or to enhance existing products and services quicker than the planned roll out of products as per its business plan for the next 12 months. Accordingly, the Company may need to engage in equity or debt financings to secure additional funds. If the Company raises additional funds through further issues of equity or convertible debt securities, existing Shareholders could suffer significant dilution, and any new equity securities could have rights, preferences and privileges superior to those of current Shareholders. Any debt financing secured by the Company in the future could involve restrictive covenants relating to its capital raising activities and other financial and operational matters, which may make it more difficult for the Company to obtain additional capital and to pursue business opportunities, including potential acquisitions. In addition, the Company may not be able to obtain additional financing on terms favourable to it, if at all. If the Group is unable to obtain adequate financing or financing on terms satisfactory to it, when the Group requires it, the Group's ability to continue to support its business growth and to respond to business challenges could be significantly limited or could affect its financial viability. The group may be forced to scale back its development activities and may decide to concentrate its funds on a smaller number of products and/or only one element of the business, for example gambling instead of gaming.

Ganapati is funded by various sources of loan and equity finance which is generated directly through, for example, subscription in Ganapati or by way of loans from GPJ which in turn generates such funding from Japanese based investors. It has, and is, building a loyal investor base through funds raised in Japan by its subsidiary GPJ (which has to date been by way of loan). The directors believe, as per the working capital statement, the Company is funded for the next period of development being 12 months from the date of Admission. The Directors recognise that a failure to meet revenue projections may require a cutback in Research and Development expenditure. However, at present the Directors believe their projections can be met and anticipate a boost from the granting of gaming licences.

There can be no guarantee that GPJ will be able to raise new loans for Ganapati Plc through its historic investor group in Japan. A failure to raise future funds by way of the Group's historic sources in Japan would seriously damage the Group's potential to grow going forwards. The Company may not be able raise funds elsewhere and so it is wholly dependent on the continuing support of its investor group by way of GPJ.

Economic, Political, Judicial, Administrative, Taxation or other Regulatory Matters

Adverse developments in the political, economic and regulatory environment may materially and adversely affect the financial position and business prospects of the Group. In particular, the Group may expand into emerging markets, in which the economic and legislative environments can be less stable than the Group's

existing markets. Political and economic uncertainties include, but are not limited to economic slowdowns, changes in interest rates, changes in taxation and currency exchange control. Legislative and regulatory risks may include potential changes around data privacy and protection for intellectual property.

As internet commerce continues to evolve, increasing regulation by local, national and supra-national authorities becomes more likely. For example, the European data protection framework, comprised in part of the 1995 Data Privacy Directive and 2002 e-Privacy Directive (as amended), regulate the ways in which companies can store certain information provided by their customers and what they can do with this data. This framework is expected to be materially altered by the proposed General Data Protection Regulation, which is currently being debated in the European Parliament and Council and which would replace the Data Privacy Directive. The proposed Regulation, if enacted, is likely to further enhance the consumer protection and privacy elements contained in European law. Laws and regulations applying to the use of “cookies” or the solicitation, collection, processing or use of personal or consumer information, and such pending EU legislation relating to data protection could change the manner in which the Group or its advertising partners are able to collect, store and share customer data.

Changes in taxation rates or law, or misinterpretation of the law or any failure to manage tax risks adequately could result in increased charges, financial loss, including penalties, and reputational damage, which may have an adverse effect on the Group’s financial condition and future prospects. A material change in the level or applicability of VAT, sales and other consumption taxes in the United Kingdom and other jurisdictions could have an adverse effect on the Group’s sales, which could have a material adverse effect on the Group’s prospects, business, financial condition or results of operations.

Whilst the Group strives to continue to take effective measures such as prudent financial management and efficient operating procedures, there is no assurance that adverse political, economic, regulatory and taxation factors will not materially and adversely affect the Group.

Market perception

The gambling industry is subject to negative publicity relating to perceptions of underage gambling, exploitation of vulnerable customers and the historic link of the gambling industry to criminal enterprise. As a supplier to the industry, such negative publicity can affect the reputation and correspondingly affect the financial performance of the Group. The successful operation of the Group’s business depends, in part, on its marketing, advertising and promotional activities as well as maintaining a positive public perception of its products and services.

Under the terms of the various regulatory licences the Group typically maintains to ensure their services are not accessible by minors and that they take steps to prevent individuals with actual or suspected gambling addiction from participating in their services. To the extent that the Group’s sites are accessed by minors and/or problem gamblers, brand reputation could be tarnished. Situations can arise where minors or compulsive gamblers could access the Group’s websites. Where they do so, as well as negative publicity and potential regulatory censure, litigation by way of class action against the Group could ensue, all of which could have a corresponding detrimental effect.

Whilst the Group will endeavour to comply with all applicable regulations and guidelines the high profile nature of its business and operations means that it is susceptible to adverse public opinion and comment.

Accordingly, any negative publicity about advertising, underage gambling, gambling addiction, fraud (including money laundering) or corruption even if not directly or indirectly connected with the Group or its products, may adversely impact the Group’s reputation and willingness of the public to participate in gaming and could have a material and adverse effect on the operations, financial performance and prospects of the Group.

The Group may be exposed to risks relating to taxable presences

The policy of each member of the Group is to manage and operate its business in a way that is intended to ensure that it is resident for tax purposes solely in the jurisdiction in which it is incorporated or domiciled and that it has no taxable permanent establishments or other taxable presence in any other jurisdiction. However, if any member of the Group is found to be, or to have been, tax resident elsewhere or to have a taxable permanent establishment or other taxable presence elsewhere, whether on the basis of existing law or the current practice of any tax authority or by reason of a change in law or practice, this may have a material adverse effect on the overall amount of tax payable by the Group.

A significant proportion of the Company's share capital will be controlled by one party and their interests may conflict with those of other Shareholders

Immediately following Admission, HLMS Inc. will legally and beneficially own 3,125,000 Ordinary Shares, representing approximately 81 per cent. of the issued Ordinary Shares. As a result, following Admission HLMS Inc. will possess sufficient voting power to have a significant influence over all matters requiring Shareholder approval, including the appointment and removal of Directors and approval of significant corporate transactions. The interests of HLMS Inc. may not always be aligned with those of other holders of Ordinary Shares. In particular, HLMS Inc. may hold interests in, or may make acquisitions of or investments in, other businesses that may be, or may become, competitors of the Group.

Litigation

While the Group currently has no material outstanding litigation, there can be no guarantee that the current or future actions of the Group will not result in litigation or arbitration or otherwise be subject to legal claims, both with and without merit, from time to time. The Directors cannot preclude that such litigation or arbitration proceedings may be brought against the Group in the future. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the resolution of any particular legal proceedings will not have a material adverse effect on the Group's financial position, results or operations.

Dependency on key personnel

Attracting, training, retaining and motivating technical and managerial personnel is a critical component of the future success of the Group's business. Accordingly, the Group may encounter difficulties in attracting or retaining qualified personnel. Continued growth may cause a significant strain on existing managerial, operational, financial and information systems resources. The departure of any of the Group's relatively small number of executive officers or other key employees could have a negative impact on its operations. In the event that future departures of employees occur, the Group's ability to execute its business strategy successfully, or to continue to provide services to its customers and users or attract new customers and users, could be adversely affected. The performance of the Group depends, to a significant extent, upon the abilities and continued efforts of its existing senior management. The loss of the services of any of the key management personnel or the failure to retain key employees could adversely affect the Group's ability to maintain and/or improve its operating and financial performance. As a consequence, the cost base associated with the remuneration of key personnel may increase significantly.

Exchange rate fluctuations

The Group's reporting currency is sterling but a substantial and increasing proportion of the Group's revenue is earned in other currencies, including Euro and US dollar. Although the Group incurs expenditures in these other currencies, the movement of any of these currencies against sterling may have a detrimental effect on the Group's results of operations and financial condition.

In addition, the results for operating entities of the Group whose functional currency is not sterling have been translated into sterling at the applicable foreign currency exchange rates for inclusion in the Group's historical consolidated financial statements. The exchange rates between relevant foreign currencies and sterling have historically fluctuated (including over the last three years), and the translation effect of such fluctuations may have a material adverse effect on the Group's reported results of operations.

The Group may, from time to time, hedge a portion of its currency exposures and requirements to try to limit any adverse effect of exchange rate fluctuations on the Group's operations, financial performance and prospects, but there can be no assurance that such hedging will eliminate the potentially material adverse effect of such fluctuations.

Reliance on growth of the internet

The Group's success will depend on the continued growth and maintenance of the internet infrastructure. This includes maintenance of a reliable network backbone with the necessary speed, data capacity and security for providing reliable internet services. Internet infrastructure may be unable to support the demands placed on it if the number of internet users continues to increase or, if existing or future internet users access the internet more often or increase their bandwidth requirements. In addition, viruses, internet worms and similar programmes may harm the performance of the internet. The internet has experienced a variety of outages and

delays. These outages and delays could reduce the level of internet usage as well its ability to provide its solutions and have a material impact on the Group's business.

Competition

The Group operates in a competitive market, where its competitors include large, technically competent and well capitalised companies. Certain competitors may offer a broader range of gaming or ancillary products and services which may result in the loss of customers or increased development costs associated with developing a specific type of product or service. The competition may result in the Group facing pressure to keep its pricing, incentives and product features competitive. Failure to do any one of these could have an adverse impact on the Group's financial performance.

Competition risk in Apps

There can be no guarantee that the Group's competitors have not already developed and/or will not develop products and services which are competitive to those supplied by the Group and there can be no assurances that the availability of any such products and services will not adversely affect future demand for the Group's own products and services. The Group's competitors may have or develop greater financial, marketing and technological resources that the Group enabling them to develop products and services which are competitive to those of the Group and to promote them more successfully than the Group.

Competition risk in Online Gaming

There can be no guarantee that the Group's attempted entry into the online gaming market will be successful. There already exist large competitors with established products and brands. There is little ability to develop new gambling products. The Group's competitors may have greater marketing resources.

Risks relating to the regulation of online gaming

The regulation and legality of online gaming varies from jurisdiction to jurisdiction, is subject to uncertainties in many jurisdictions and the approach to enforcement varies from jurisdiction to jurisdiction. The Company and its third-party providers may attract online gambling customers' jurisdictions around the world. The regulation and legality of online gaming and the approaches to enforcement vary from jurisdiction to jurisdiction (from open licensing regimes to prohibitions). There is a risk that the Company's assessment of the factors referred to above may not always accurately predict the likelihood of one or more jurisdictions taking enforcement or other adverse action against the Company, its customers or its third-party suppliers, which could lead to fines, criminal sanctions and the termination of the Company's licence.

Adverse changes to the regulation of online gaming could materially adversely affect the Group.

Where regulated, the provision of online gaming services is subject to extensive laws, regulations and, where relevant, licensing requirements. These laws, regulations and licensing requirements vary from jurisdiction to jurisdiction but typically address the responsibility, financial standing and suitability of owners, directors and operators. Many of these laws, regulations and licensing requirements are recent and are subject to change at any time and relevant regulatory authorities may change their interpretation thereof at any time. Failure to comply with relevant laws, regulations or licensing requirements may lead to penalties, sanctions or ultimately the revocation of relevant operating licences. In addition, the compliance costs associated with these laws, regulations and licensing requirements may be significant. Any adverse changes to the regulation of online gaming, the interpretation of these laws, regulations and licensing requirements by relevant regulators or the revocation of operating licences could materially adversely affect the operations, financial performance and prospects of the Group.

The Group faces the risk of loss, revocation, non-renewal or change in the terms of its gaming licences if awarded. The gaming licence the Company is applying for tends to be issued for fixed periods of time, after which a renewal of the licence is required. Licences also typically include a right of termination for the regulator in certain circumstances. If the Company's gaming licence, were it to be awarded, not renewed or was revoked, this could materially adversely affect the Company's business.

Directors' interests

Following Admission, the Directors will, in aggregate, hold 1,250 options in the Company which if exercised

would represent less than 0.1 per cent. of the Ordinary Shares in issue. The Directors may hold interests in, or may make acquisitions of or investments in, other businesses that may be, or may become, competitors of the Group.

Intellectual property protection

The Group cannot be certain that the steps it has taken to protect, register and enforce the intellectual property rights of the Group, specifically the rights relating to its proprietary software, domain and trading names, will be adequate or that third parties will not infringe or misappropriate the Group proprietary rights.

The Group faces the risk that the use and exploitation of its intellectual property rights, including, in particular, rights relating to its proprietary software, may infringe the intellectual property rights of a third party. The Group also faces the risk that its intellectual property rights may be infringed by a third party, and there can be no assurance that the Group will successfully prevent or restrict any such infringing activity. The costs incurred in bringing or defending any infringement actions may be substantial, regardless of the merits of the claim, and an unsuccessful outcome for the Group may result in royalties or damages being payable and/or the Group being required to cease using any infringing intellectual property or embodiments of any such intellectual property (such as software). If any of the Group's intellectual property is held to be infringing, there can be no assurance that the Group will be able to develop alternative non-infringing intellectual property.

There can be no assurance that third parties will not independently develop or have not so developed similar or equivalent software to the Group's proprietary software, or will not otherwise gain access to the Group's source code, software or technology or obtain (on favourable terms or at all) alternative non-infringing intellectual property.

There can be no assurance that the Group's registered intellectual property is valid or enforceable and such intellectual property may be subject to challenge or circumvention by third parties. The Group has not registered all of its intellectual property rights that are registrable and no assurance can be given that any applications for registration made by the Group will be successful, as applied for or at all.

Reliance on key personnel

The Company's success largely depends on the efforts and abilities of certain key personnel. The Company is committed to providing attractive working conditions to assist in retaining its key senior management personnel. However, there can be no assurance the Company will be able to retain these key personnel. The addition of new personnel or employees and the departure of existing personnel, particularly in key positions, can be disruptive and may have a material adverse effect on the financial condition, operations, and prospects of the Company.

Failure to renew customer agreements

The Group's customers may not renew, or may reduce the scope of, their subscriptions for the Group's services and products. Renewal rates may decline or fluctuate as a result of a number of factors, including customers' level of satisfaction with the Group's products and services and their ability to continue their operations and spending levels.

Customer reliance

The Group's proposed gaming business will be reliant on its real money players. If these real money players, for whatever reason, chose not to play the Group's sites in the future, then this would have a material adverse impact Group's financial performance.

In addition, player numbers tend to peak around the launch of new platforms primarily as a result of increased marketing spend in order to drive player numbers quickly and drive bingo jackpot liquidity. Competitor activity also impacts the number of active players as players typically have accounts on several brand platforms and when a competitor runs a substantial television campaign and/or promotion, the level of play on the Company's brands can be affected.

Failure to adequately protect customer account information could have a material adverse effect on the Group

The Group processes personal customer data as part of its business and therefore must comply with strict data protection and privacy laws in the EU and certain other jurisdictions in which the Group operates. Those

laws restrict the Group's ability to collect and use personal information relating to customers and potential customers. There is a risk that personal data could in the future be wrongfully accessed and/or used by third parties, or otherwise lost or disclosed or processed in breach of data protection regulation. If the Group or any of the third party service providers on which it relies fails to transmit customer information and payment details online in a secure manner or if any such theft or loss of personal customer data were otherwise to occur, the Group could face liability under data protection laws. This could also result in the loss of the goodwill of its customers and deter new customers. Each of these factors could harm the Group's reputation and have a material adverse effect on the Group's operations, financial performance and prospects.

Product risks

The Group's products and the software on which they are based are complex and may contain undetected defects when first introduced. Additionally problems may be discovered from time to time in existing, new or enhanced products. Undetected defects could damage the Group's reputation, ultimately leading to an increase in the Group's costs or reduction in its revenues.

Operational problems

The Group's revenues are dependent on the continued operations of its various facilities. Operational risks include equipment failure, failure to comply with applicable regulations and standards, disruptions in the supply of component parts, labour force shortages or work stoppages, events impeding or increasing the cost of transporting the Group's products and natural disasters. Any disruption of the manufacturing processes can result in delivery delays, interrupt production or even lead to a full cessation of production. Whilst the Group has established relationships with more than one specialised electronics producer, which mitigates this risk, a disruption in production could damage the Group's reputation, ultimately leading to a reduction in its revenues.

Internet disruption

The Group's business is highly dependent on the efficient functioning of the individual products and their affiliated websites as well as the accessibility of the wider internet and mobile internet infrastructure. As such, the Group's is reliant on complex IT systems and servers to maintain the availability of its website and internet traffic. Any substantial disruption to the internet on a micro or macro basis could disrupt the Group's ability to generate revenue from the products and their affiliated websites.

Business continuity and incident management

The Group's business is at risk from disruption of key systems and assets on which they depend. The functioning of the IT systems within the Group's businesses or those of third parties on which it relies could be disrupted for reasons either within or beyond their control, including but not limited to: accidental damage; disruption to the supply of utilities or services; security breaches; extreme weather events; systems failure or workforce actions. There is a risk that such disruption may materially and adversely affect the Group's ability to offer services to customers and therefore materially and adversely affect their reputation, performance or financial condition.

Technology risks

The Group is reliant on the internet and the integrity and operation of its computer and its communication systems. Online transactions may be subject to sophisticated schemes or collusion to defraud (including to increase gambling winnings), launder money or other illegal activities, and there is a risk that the Group's websites may be used for those purposes either by its customers or its employees.
Hacker intrusion, malicious viruses and other cyber-crime attacks

The Group's business may be adversely affected by distributed denial of service attacks and other forms of cyber-crime, such as attempts by computer hackers to gain access to the Group's systems and databases and phishing that may cause its sites to fail and/or disrupt customers' experience of its products and services. While the Group employs a number of systems to monitor and detect intrusion, and uses systems as prevention measures, an attack in the future may attempt to extort money from the Group by interfering with its ability to connect with its real money players. The interference often occurs without warning resulting in a negative experience that its customers may associate with the Group. If its efforts to combat these attacks and other forms of cyber-crime are unsuccessful, the Group's reputation may be harmed, and its communications with certain customers could be impaired. This could result in a decline in user traffic and associated revenues, which would have a material adverse effect on the Group's operations and financial performance. The Group

is susceptible to a wide range of known, unknown and evolving malicious viruses. Malicious virus and anti-spam packages for the Group's corporate mail server and internal IT network may not prevent infected e-mails reaching the Group's email servers and internal network. The Directors believe the Group's servers and production environment are adequately protected; however, no assurance can be given that the Group's gaming servers and production environment will not be impacted by malicious viruses.

Reliance on IT systems and third party providers

If the Group does not continue to invest in its IT systems and technology then the Group may have difficulty scaling and adapting its existing architecture to accommodate increased traffic and technology advances or changing business requirements relating to gambling, which could lead to the loss of customers and cause the Group to incur expenses to make architectural changes. To be successful, its network infrastructure has to perform well and be reliable. The greater the user traffic and the greater the complexity of its products and services the more computing power the Group will need. From time to time, the Group may upgrade its technology and network infrastructure to handle increased traffic on its web sites and to roll out new products and services. If the Group does not implement this expansion successfully, or if the Group experiences inefficiencies and operational failures during the implementation, the quality of its products and services and its customers' experience could decline. This could damage its reputation and lead the Group to lose current and potential customers.

Need to adapt to changing technologies and user preferences

More individuals are using non-PC devices to access the internet, and versions of the Group's technology developed for these devices may not be widely adopted by users of such devices. The number of people who access the internet through devices other than personal computers has increased recently. The Group's platform cannot currently be played on mobile devices. This may have a negative impact on player numbers if the platform is not enhanced to improve player features.

Online gaming is an evolving product and the Group's success is dependent on its continued popularity and innovation. In an industry that is characterised by the development of new products, technologies and end user practices, the Group must continue to invest significant resources in research and development in order to enhance its technology, products and services. Failure by the Group to adapt to changing market needs and developing opportunities may have an impact on the ability to attract and retain players which could lead to a reduction in revenues and profitability which would negatively impact upon the Group's financial performance.

Payment processing risks

The provision of convenient, trusted, fast and effective payment processing services to the Group's customers and potential customers is critical to the Group's business. If there is any deterioration in the quality of the payment processing services provided to the Group's customers or any interruption to those services, or if such services are only available at an increased cost to the Group or its customers or terminated and no timely and comparable replacement services are found, the Group's customers and potential customers may be deterred from using the Group's products. Any of these occurrences could have a material adverse effect on the Group's operations, financial performance and prospects.

Dividends

There can be no assurance as to the level of future dividends. The declaration, payment and the amount of any future dividends of the Company are subject to the discretion of the Shareholders or, in the case of interim dividends to the discretion of the Directors, and will depend upon, amongst other things, the Company's earnings, financial position, cash requirements, availability of profits, as well as provisions for relevant laws or generally accepted accounting principles from time to time.

Short operating history

The Group has had a short operating history to date having launched in December 2013. The Group must continue to implement a sustainable growth strategy in order to realise and continue to benefit from this growth. To achieve the Group's revenue and growth goals, the Group must manage business opportunities, revenue streams, product and service quality and operations and increase capacity and infrastructure as required by customer demand, particularly in new jurisdictions.

As the Group grows, the Group may explore new and diversified revenue generating strategies, and the increasing business complexity of operations may place additional requirements on the Group's systems, controls, procedures and management, which may strain the Group's ability to successfully manage future growth.

Taxations

The attention of potential investors is drawn to paragraph 11 of Part IV of this document headed "Taxation". The tax rules, including stamp duty provisions and their interpretation, relating to an investment in the Company may change during the life of the Company. The levels of, and reliefs from, taxation may also change and vary in respect of a given investor's circumstances. Any change in the Company's tax status or the tax applicable to holding Ordinary Shares or in taxation legislation or its interpretation could affect the value of the Ordinary Shares to an investor. Statements in this document concerning the taxation of the Company and its investors are based upon current tax law and practice which is subject to change. Investors should obtain tax advice from an appropriate advisor prior to an investment in the Ordinary Shares and whether or not an investment in the Company is suitable for them.

Changes in industry regulation and taxation

When it becomes a provider of online gambling services, the Group will operate within a highly regulated sector and as such its operations are subject to various governmental regulations which cover many issues. Data collection, protection, security and privacy issues are a growing concern in the United Kingdom and in many other countries around the world. Online gambling is prohibited or restricted in some countries and regulated in others but generally the position as regards government regulation is evolving and could limit or restrict the Group's ability to market its products and services to consumers outside of the jurisdictions in which it is licensed (but from which it accepts customers), increase the Group's costs of operation and lead to a decrease in demand for products and services. In general terms, it is possible that, subject to the courts in relevant countries being able to establish jurisdiction, the provision of online gambling services to customers within such countries may constitute a breach of the applicable gambling regulation and legislation in such countries. Any legal proceedings against the Group relating to the provision of online gambling services could involve litigation, expense, penalties, fines, injunctions or other prohibitions against it or its directors or officers.

As of 1 December 2014 the United Kingdom introduced changes to the basis on which remote gambling operators are taxed, moving from a point of supply to a point of consumption basis. The principal financial effect is the increased costs in the form of a tax levied at 15 per cent. on all UK based online revenue. This will have an impact on EBITDA. Part of the strategy of the Group is the potential engagement in social gaming products. Most social games engender some degree of chance but do not offer prizes which are reducible to monetary value. Accordingly, such social games are not currently subject to regulation in the United Kingdom however the possibility of regulation of social gaming in the United Kingdom, as well as other jurisdictions, presents some unknown risks.

Diverted Profit Tax ("DPT")

DPT came into force on 1 April 2015 and is a tax aimed at protecting the UK tax base from erosion by preventing multinational enterprises from artificially moving profits outside the UK. DPT imposes a tax at 25 per cent. on the amount of 'diverted' profits and will apply to existing as well as new arrangements. There are two distinct situations in which the new rules will apply: (i) where foreign companies make substantial sales in the UK while avoiding the creation of a taxable presence in the UK (a "permanent establishment"); and (ii) where a UK company makes payment to a connected overseas party that secures a "tax mismatch", in circumstances where the overseas party contributes little economic substance to the transaction. There is an overall exemption to the DPT rules (that applies to both situations above) where the company in question is a small or medium-sized enterprise (being fewer than 250 employees and either turnover of no more than €50m or a balance sheet total of no more than €43 million). Whilst the Directors believe that the Company will not be subject to DPT at this current time there can be no assurance that the Company will not in the future be subject to the proposed DPT.

RISKS RELATING TO THE ORDINARY SHARES

Liquidity of the Ordinary Shares

There can be no assurance that an active market for (and hence strong liquidity in the trading of) the Ordinary Shares will develop upon the Company's admission to trading on ISDX Growth Market, or if developed, that

such market will be sustained. If an active and liquid trading market does not develop or is not sustained, the liquidity and trading price of the Ordinary Shares could be adversely affected and investors may have difficulty selling their Ordinary Shares.

Share Price Impact of Sales of Ordinary Shares by locked-in Parties

The share price of publicly traded companies can be highly volatile. The price at which the Ordinary Shares may be quoted and the price which Shareholders may realise for their Ordinary Shares will be influenced by a large number of factors including Shareholders being released from lock-in restrictions in respect of their Ordinary Shares. Other influencing factors include those referred to in this Part III, as well as the Group's financial performance, stock market fluctuations and general economic conditions.

Investment risk in ISDX Growth Market

The Ordinary Shares will be traded on ISDX Growth Market and no application is being made for the admission of the Ordinary Shares to the Official List. Admission to ISDX Growth Market should not be taken to imply that there is or will be a liquid market in the Ordinary Shares. ISDX Growth Market is a market designed for small and growing companies. Both types of company carry higher than normal financial risk and tend to experience lower levels of liquidity than larger companies.

Investors should be aware that the value of the Ordinary Shares may be volatile and may go down as well as up and investors may not therefore recover their original investment. The Ordinary Shares may, therefore, not be suitable as a short term investment. The market price of the Ordinary Shares may fluctuate significantly in response to a number of factors, many of which may be out of the Company's control.

Market risks

The Group may be affected by general market trends which are unrelated to the performance of the Group itself. The Group's success will depend on market acceptance of the Group's products and there can be no guarantee that this acceptance will be forthcoming. Market opportunities targeted by the Group may change and this could lead to an adverse effect upon its revenue and earnings.

Forward Looking Statements

Some of the statements in this document include forward-looking statements which reflect the Company's or, as appropriate, the Directors' current views with respect to financial performance, business strategy, plans and objectives of management for future operations (including development plans relating to the business). These statements include forward-looking statements both with respect to the Group and the sectors and industry in which the Group operates. All forward-looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause the Group's actual results to differ materially from those indicated in these statements. These factors include, but are not limited to, those described in this Part II of this document which should be read in conjunction with the other cautionary statements that are included in this document. Any forward-looking statements in this document reflect the Company's or, as appropriate, the Directors' current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity.

These forward-looking statements speak only as at the date of this document. Subject to any applicable obligations, the Company undertakes no obligation to update publicly or review any forward-looking statement, whether as a result of new information, future developments or otherwise, unless required by the Prospectus Rules of the UKLA, the ISDX Rules or the Disclosure Rules, as appropriate. All subsequent written and oral forward-looking statements attributable to the Company or individuals acting on behalf of the Company are expressly qualified in their entirety by this paragraph. Prospective investors should specifically consider the factors identified in this document which could cause actual results to differ before making an investment decision.

Current and potential investors are strongly recommended to consult an independent financial adviser authorised under the Financial Services and Markets Act 2000 who specialises in investments of this nature before making any decision to invest

PART III

ACCOUNTANTS REPORT ON THE COMPANY FOR THE PERIOD FROM INCORPORATION, 9 DECEMBER 2013 TO 31 JANUARY 2015

The Directors
Alexander David Securities
Limited
49 Queen Victoria Street
London,
EC4N 4SA

6 August 2015

The Directors
Ganapati plc
30 Percy Street
London
W1T 2DB

Dear Sirs

Ganapati plc (the “Company”), together with its subsidiary GPJ Venture Capital LLC (“GPJ” or the “Subsidiary”, together the “Group”)

We report on the financial information set out below relating to the Group and Company. This financial information has been prepared for inclusion in the Admission Document of the Company (“the Admission Document”) on the basis of the accounting policies set out in Note 2 to the financial information. This report is required by the ISDX Growth Market – Appendix 1 information for an admission document Rules 30 – 34 and for no other purpose.

Responsibilities

The Directors of the Company are responsible for preparing the financial information on the basis of preparation set out in Notes 1 and 2 to the financial information and in accordance with UK GAAP.

It is our responsibility to form an opinion as to whether the financial information gives a true and fair view, for the purposes of the Admission Document, and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion

In our opinion, the financial information gives, for the purposes of the Admission Document, a true and fair view of the state of affairs of the Group and the Company as at the dates stated and of its profits, cash flows and changes in equity for the periods then ended in accordance with the basis of preparation set out in Note 2 and in accordance with UK GAAP.

Declaration

For the purposes Appendix 1: Information for an admission document, Paragraph 30-34 of the ISDX Growth Market – Rules for issuers we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration

is included in the Admission Document in compliance with paragraph 30-34 of Appendix 1 of the ISDX Growth Market – Rules for issuers.

Yours faithfully

Welbeck Associates

Chartered Accountants & Registered Auditors

30 Percy Street

London

United Kingdom

W1T 2DB

CONSOLIDATED PROFIT AND LOSS
PERIOD FROM 9 DECEMBER 2013 TO 31 JANUARY 2015

	Notes	2015 £
<hr/>		
From Continuing operations		
Administrative expenses		(608,558)
Other operating expenses		-
<hr/>		
Operating loss	2	(608,558)
Other interest receivable and similar income		421
Other interest payable		(450,193)
Finance costs		(129,968)
<hr/>		
Loss on ordinary activities before taxation		(1,188,298)
Tax on loss on ordinary activities	3	-
<hr/>		
Loss for the period	11	(2,384)
<hr/>		
Loss attributable to owners of the parent company		(2,384)
<hr/>		

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

**CONSOLIDATED BALANCE SHEET
AS AT 31 JANUARY 2015**

	Notes	GROUP 2015 £	COMPANY 2015 £
FIXED ASSETS			
Intangible fixed assets	4	7,321,660	7,321,660
Tangible fixed assets	5	18,663	-
Investments	6	114,207	522,250
		7,454,530	7,843,910
CURRENT ASSETS			
Debtors	7	679,440	272,887
Cash at bank and in hand		1,385,201	85,708
		2,064,641	358,595
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	9	(292,046)	(10,900)
		1,772,595	347,695
TOTAL ASSETS LESS CURRENT LIABILITIES			
		9,227,125	8,191,605
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	10	(9,646,123)	(8,691,431)
NET ASSETS			
		(418,998)	(499,826)
CAPITAL AND RESERVES			
Called up shares capital	11	255,317	255,317
Shares to be issued		50,000	50,000
Share Premium account	12	396,526	396,526
Minority Interests		67,457	-
Profit and loss account	12	(1,188,298)	(1,201,669)
SHAREHOLDER'S FUNDS			
	13	(418,998)	(499,826)

CONSOLIDATED CASH FLOW STATEMENT**Audited****ended
31 January
2015**

	£	£
Net cash outflow from operating activities		(1,125,920)
Returns on investments and servicing of finance		
Interest received	421	
Interest expense	(450,193)	
	<hr/>	
Net cash inflow/(outflow) for returns on investments and servicing of finance		(449,772)
Capital expenditure		
Payments to acquire intangible assets	(7,321,660)	
Payments to acquire tangible assets	(18,663)	
Payments to acquire investments	(114,207)	
	<hr/>	
Net cash outflow for capital expenditure		(7,454,530)
		<hr/>
Net cash outflow before management of liquid resources and		(9,030,222)
Financing		
Issue of ordinary share capital	701,843	
Minority interest	67,457	
Other new long term loans	9,646,123	
	<hr/>	
Net cash inflow/(outflow) from financing		10,415,423
		<hr/>
Increase in cash in the period		1,385,201
		<hr/> <hr/>

1 Reconciliation of operating loss to net cash inflow/(outflow) from operating activities	2015
	£
Operating (loss)/profit	(608,558)
Foreign exchange	(129,968)
Increase in debtors	(679,440)
Increase in creditors within one year	292,046
	<hr/>
Net cash outflow from operating activities	(1,125,920)
	<hr/> <hr/>

2	Analysis of net debt	9 December 2013	Cash flow £	Other non- cash £
	Net cash:			
	Cash at bank and in hand	-	1,385,201	-
		<hr/>	<hr/>	<hr/>
	Bank deposits	-	-	-
	Debt:			
	Debts falling due after one year	-	(9,703,736)	-
		<hr/>	<hr/>	<hr/>
	Net debt	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>
3	Reconciliation of net cash flow to movement in net debt			2015 £
	Increase in cash in the period			1,385,201
	Cash inflow from increase in debt			(9,703,736)
				<hr/>
	Movement in net debt in the period			(8,318,535)
	Opening net debt			-
				<hr/>
	Closing net debt			<hr/> <hr/>

1 ACCOUNTING POLICIES

The principal accounting policies adopted and applied in the preparation of the Group and Company Financial statements are set out below.

These have been consistently applied to all the years presented unless otherwise stated:

BASIS OF ACCOUNTING AND COMPLIANCE WITH STANDARDS

The financial statements of Ganapati plc (the “Company”) and its subsidiary (the “Group”) have been prepared in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice, or “UK GAAP”) applied in accordance with the provisions of the Companies Act 2006. UK GAAP has been applied consistently (except as otherwise stated).

ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention.

RESEARCH AND DEVELOPMENT

Research expenditure is written off to the profit and loss account in the year in which it is incurred. Development expenditure is written off in the same way unless the directors are satisfied as to the technical, commercial and financial viability of individual projects. Through its formal Product Creation Process, the company monitors the extent to which development expenditure meets these criteria and in this situation, the expenditure is deferred and amortised over the period during which the company is expected to benefit. Interest costs and other finance costs directly attributable to financing the development of certain assets is capitalised and written off to the Income statement over a suitable period.

INVESTMENTS

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

DEFERRED TAXATION

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

FOREIGN CURRENCY TRANSLATION

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, which was determined to be 5 years for all tangible fixed assets.

GOING CONCERN

Any consideration of the foreseeable future involves making a judgement, at a particular point in time, about future events which are inherently uncertain. The ability of the Group to carry out its planned business objectives is dependent on its continuing ability to raise adequate financing from investors and/or the achievement of profitable operations.

2 OPERATING LOSS

	2015 £
<hr/> Operating loss is stated after charging:	
Loss on Foreign Exchange Transactions	145,065
Fees Payable to the Company's Auditor for the Audit of the Company's Annual Accounts	12,000

3 TAXATION

	2015 £
<hr/> Factors Affecting the Tax Charge for the Period	
Loss on Ordinary Activities Before Taxation	(1,188,298)
Loss on Ordinary Activities Before Taxation Multiplied By Standard Rate of UK Corporation Tax of 20.00%	
Effects of:	(237,660)
Tax Losses Carried Forward	237,660
Current Tax Charge For The Period	-

Current Tax Charge for the Period

The company has estimated losses of £1,188,298 available for carry forward against future trading.

4 INTANGIBLE FIXED ASSETS

	GROUP 2015 £	COMPANY 2015 £
<hr/> Development Costs		
At 9 th December 2013	-	-
Additions	7,321,660	7,321,660
<hr/> Net Book Value		
At 31 st January 2015	7,321,660	7,321,660

5 FIXED ASSET INVESTMENTS

	GROUP 2015 £	COMPANY 2015 £
Fixed asset investments	114,207	114,207
Investments in subsidiaries	-	408,043
TOTAL	114,207	522,250

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
---------	--	-------	---------------

Subsidiary undertakings

GPJ Venture Capital LLC	Japan	Ordinary	86.25
-------------------------	-------	----------	-------

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

		Capital and reserves 2015	Profit/(loss) for the year 2015
	Principal activity	£	£
GPJ Venture Capital LLC	Fund raising	490,597	-

6 TANGIBLE FIXED ASSETS

	Buildings £	Fixtures, fittings & equipment £	Vehicles £	Total £
Cost				
At 9 December 2013	-	-	-	-
Additions	5,709	12,478	2,202	20,389
At 31 January 2015	5,709	12,478	2,202	20,389
Depreciation				
At 31 January 2015	575	575	576	1,726
Net book value				
At 31 January 2015	5,134	11,903	1,626	18,663

7 DEBTORS

	Group £	Company £
Trade and other debtors	387,584	3,499
Prepayments	291,856	269,388
	<u>679,440</u>	<u>272,887</u>

8 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group £	Company £
Trade and other creditors	278,247	-
Accruals and deferred income	13,799	10,900
	<u>292,046</u>	<u>10,900</u>

9,646,123	10,900
-----------	--------

9 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group £	Company £
Other loans	9,646,123	3,111,034
Intercompany payable	-	5,580,397
	<u>9,646,123</u>	<u>8,691,431</u>
Analysis of loans		
Wholly repayable within three years, interest is payable at 1% per month	9,646,123	8,691,431
	<u>9,646,123</u>	<u>8,691,431</u>

A loan was made by CDOne LLC in the amount of £1,883,861 in different stages throughout the year. The loan bears interest of 12% annually and is repayable in May 2017.

A loan was made by Eightex Investment Inc. in the amount of £1,227,273 in different stages throughout the year. The loan bears interest of 12% annually and is repayable in February 2017.

Included in the intercompany payable balance above is a loan from GPJ Venture Capital LLC, the Company's subsidiary. The entire loan balance was drawn down during the period. The loan is unsecured and bears interest of 12% annually and is repayable in February 2017.

10 SHARE- CAPITAL

	Company 2015 £
Allotted, called up and fully paid 25,531,708 ordinary shares of 1p each	<u>255,317</u>

On the date of incorporation, 1 £1 ordinary share was issued.

On 31 January 2014, the share was split into 100 1p ordinary shares.

On 11 February 2014, 20,618,460 1p ordinary shares were allotted at par value

On 11 February 2014, 4,913,148 1p ordinary shares were allotted at a premium at 4p per share.

11 STATEMENT OF MOVEMENTS ON RESERVES

	CONSOLIDATED	
	Share premium account £	Profit and loss account £
Loss for period	-	(1,188,298)
Premium on shares issued during period	396,526	-
	<u>396,526</u>	<u>(1,188,298)</u>
Balance at 31 January 2015	396,526	(1,188,298)

12 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Consolidated 2015 £
Loss for financial period	(1,118,298)
Proceeds from issue of shares	701,843
Minority Interest	67,457
Net reduction to shareholders' funds	(418, 998)
Opening shareholders' funds	-
Closing shareholder's funds	67,457

13 EMPLOYEES

Number of employees.

The average number of employees, apart from Directors, within the group during the year were as follows:

Administration **38**

14 CONTROL

The ultimate holding company and controlling party is HLMS Inc., a company incorporated in the British Virgin Islands by virtue of its majority holding of the company's ordinary share capital.

15 RELATED PARTY RELATIONSHIPS AND TRANSACTIONS

During the period, the Company was invoiced £115,535 for commission and corporate adviser fees from Alexander David Holdings Limited, a Company in which the director Mr D. Scott is a director and a significant shareholder.

Mr Souichi Hashimoto who was a director of Ganapati plc until his resignation on 3 September 2014 owns and controls United Blue a software development company that provides software development services for Ganapati's Apps.

Up until 31 July 2015 Ganapati plc has paid United Blue JPY 255,838,055 (Approximately £1.279m) for its services.

Transactions between the Company and its subsidiary have been eliminated on consolidation. Details of the intercompany loan between the Company and its subsidiary have been disclosed in Note 9 above.

16 POST BALANCE SHEET EVENTS

In note 12 the issued share capital of the Company at 31 January 2015 was 25,531,708 ordinary shares of 1p each.

On 22 April 2015, 4 Ordinary Shares were issued to David Scott a director of the company.

On 24 April there was a 1 for 8 share consolidation.

On 24 April 2015, the balance of the total shares to be issued of £50,000 from the December announcement was completed by way of issuing 625,000 shares at par value.

Following the issue of shares the total issued share capital of the Company became 3,816,464 ordinary shares of 8p each.

On 4 June 2015, a further 36,000 ordinary shares of 8p each were issued taking the issued number of shares to be 3,852,464.

17 COMPANY PROFIT AND LOSS

The Company loss for the period is £1,201,669.

PART IV

ADDITIONAL INFORMATION

1 INCORPORATION OF THE COMPANY

- 1.1 The Company's legal and commercial name is Ganapati Plc.
- 1.2 The Company was incorporated in England and Wales on 9 December 2013 with registered number 8807827 as a private company limited by shares under the Act with the name Ganapati Limited. On 24 July 2014, the Company re-registered as a public company limited by shares with the name Ganapati Plc. The domicile of the Company is the United Kingdom.
- 1.3 The principal legislation under which the Company operates and under which the Ordinary Shares are created is the Act.
- 1.4 The liability of the members of the Company is limited to the amount paid and due to be paid on the Ordinary Shares held by them.
- 1.5 The Company's registered office is at 30 Percy Street, London W1T 2DB. The Company's principal place of business is at Roppongi Hills Mori Tower 17F, 6-10-1 Roppongi, Minato-ku, Tokyo, Japan 106-6117. The Company's contact details are: (i) telephone +81 3 4588 8888, (ii) email info@ganapatiplc.com, and (iii) website <http://www.ganapatiplc.com/>.

2 SHARE CAPITAL OF THE COMPANY

- 2.1 **The history of the Company's Share Capital from incorporation to the date of this document is as follows:**

Issued Date	Action	Running Issued Total
09/12/2013	1 of £1	
31/01/2014	Split 100 of 1p	100
11/02/2014	20,618,460 of 1p allotted at 1p 4,913,148 of 1p allotted at 5p	20,618,560
23/12/2014	5,000,000 1p allotted at 5p	30,531,708
22/04/2015	4 Ordinary Share allotted to David Scott	30,531,712
24/04/2015	1 for 8 consolidation	3,816,464
04/06/2015	36,000 Issued	3,852,464

- 2.2 The authorised share capital of the Company is unlimited.
- 2.3 At a general meeting held on 24 April 2015, a special resolution was passed by the shareholders whereby all the issued existing ordinary shares of £ 0.01 each (each an "Existing Ordinary Share") that were in issue as at 5.00 pm on 23 April 2015 (the "Record Date") be consolidated into ordinary shares of £ 0.08 each (each a "New Ordinary Share") on the basis of one (1) New Ordinary Share for every eight (8) Existing Ordinary Shares held by shareholders on the Record Date provided that where such holding is not a multiple of eight (8) such excess shall where as a result of the consolidation, any shareholder would otherwise be entitled to a fraction of a New Ordinary Share, such fractions shall, so far as possible, be aggregated with the fractions of New Ordinary Shares to which other shareholders of the Company would otherwise be entitled and the Directors of the Company be authorised to sell (or appoint any other person to sell) for the benefit of the Company all the New Ordinary Shares arising from such conversion to retain the

proceeds of sale for the benefit of the Company, and any Director of the Company (or any person appointed by the Directors of the Company) shall be authorised to execute an instrument of transfer in respect of such shares on behalf of the relevant shareholders and to do all acts and things the Directors consider necessary or expedient to effect the transfer of such shares to, or in accordance with the directions of, any buyer of any such shares.

- 2.4 The issued share capital of the Company (all of which is fully paid) as at the date of this document is and, immediately following Admission will be:

Issued and fully paid up share capital
Number of Ordinary Shares of no par value

At the date of this Admission Document 3,852,464

On Admission 3,852,464

- 2.5 Other than the restrictions described in paragraph 3 below, there are no restrictions on the transfer of Ordinary Shares.

- 2.6 On Admission:

- a. the Company's market capitalisation will be £18,491,827; and
- b. 13.1 per cent. of the Company's issued share capital will be in public hands.

- 2.7 The Company has no shares which do not represent capital nor any shares which are held by or on behalf of the Company itself or by subsidiaries of the Company

- 2.8 To raise investment funds and working capital, the Company was admitted to trading on the GXG Main Quote Market on 6 August 2014. On 19 August 2015 the Company transferred its quotation to ISDX Growth market in order to capitalise on the wider distribution potential available through its Broker members

- 2.9 [Subject to paragraph 4 of Part IV of this document, the Company has not issued any convertible securities, exchangeable securities, securities with warrants, options or rights to acquire any securities in the Company.]

3 Memorandum and Articles of Association

- 3.1 The memorandum of association of the Company does not restrict the activities of the Company and thus the Company has unlimited legal capacity.

- 3.2 The Articles contain provisions, inter alia, to the following effect:

(a) Voting rights

Subject to any special rights or restrictions as to voting attached to any shares by or in accordance with the Articles, on a show of hands every member present (who (being an individual) is present in person or (being a corporation) is present by a representative not being himself a member) or each proxy present shall have one vote and on a poll every member who is present in person or each proxy present shall have one vote for every share of which he is the holder. On a poll votes may be given either personally or by proxy. The rights conferred on any class of shares shall not be deemed altered by the creation or issue of further shares ranking *pari passu* or a purchase by the Company of its own shares. A poll may be demanded by (i) the chairman of the meeting; (ii) at least three members present in person or by proxy and entitled to vote; (iii) any member or members present in person or by proxy and representing in the aggregate not less than one-tenth of the total voting rights of all members having the right to attend and vote at the meeting; or (iv) any member or members present in person or by proxy and holding shares conferring a right to attend and vote at the meeting on which there have

been paid up sums in the aggregate equal to not less than one-tenth of the total sums paid up on all shares conferring that right.

(b) General Meetings of Shareholders

An annual general meeting shall be held in each year at such time (within a period of not more than six months after the accounting reference date of the Company) and place as may be determined by the Directors. Such general meetings shall be called annual general meetings. All general meetings other than annual general meetings shall be called general meetings. The Directors may convene a general meeting whenever they think fit. On the requisition of members in accordance with the Act, the Directors shall convene a general meeting. Whenever the Directors convene a general meeting on the requisition of members, they shall within 21 days of the date the requisition is deposited at the office, convene it for a date not more than 28 days after the date of the notice convening the general meeting (unless the requisitionists consent in writing to a later date being fixed). If there are not within the United Kingdom sufficient Directors capable of acting to form a quorum, any Director or any two members of the Company may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors. Each Director shall be entitled to attend and speak at any general meeting of the Company even if not a member. In the case of the annual general meeting at least 21 clear days' notice and in the case of all other general meetings at least 14 clear days' notice convening the meeting must be given (exclusive in each case of the day on which the notice is served or deemed to be served and of the day for which the notice is given). The notice shall specify the place, the day and the hour of meeting (and in the case of an annual general meeting shall specify the meeting as such) and state with reasonable prominence that a member entitled to attend and vote is entitled to appoint one or more proxies (provided that, in the case of multiple proxies, each proxy is appointed to exercise the rights attached to a different share or shares held by such member), who need not also be a member, to attend and vote instead of him. In the case of a meeting convened for passing a special resolution, the notice must specify the intention to propose the resolution as a special resolution. The notice shall be given to the Auditors and the Directors and to such members as are, under the Articles, entitled to receive notices from the Company. With the consent in writing of all, or such less number as is required by the Act, of the members entitled to attend and vote, a meeting may be convened by a shorter notice and in such manner as those members think fit. The Company shall comply with the provisions of the Act as to giving notice of resolutions and circulating statements on the requisition of members.

(c) Dividends

Dividends must be declared and paid according to the amounts paid on the shares in respect of which the dividends are paid. No amount paid on a share in advance of calls shall be treated as paid on the share. Dividends shall be apportioned and paid pro rata according to the amounts paid on the shares during any portions of the period in respect of which the dividend is paid but, if any share is issued on terms providing that it ranks for dividend as from a particular date, the share shall rank for dividend accordingly. No unpaid dividend, bonus or interest shall bear interest as against the Company.

All unclaimed dividends may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Dividends unclaimed for 12 years after the date they were declared or they became due for payment shall, unless the Directors otherwise resolve, be forfeited and revert to the Company.

(d) Distribution of assets on a winding up

On a winding up of the Company, the balance of the assets available for distribution, after deduction of any provision made under section 247 of the Act and subject to any special rights attaching to any class of shares, shall be applied in repaying to the members of the Company the amounts paid up on the shares held by them together with any premium paid up or credited as paid up on the issue of such shares. Any surplus assets will belong to the holders of any

Ordinary Shares then in issue according to the numbers of shares held by them in proportion to the amounts paid up on the shares held by them together with any premium paid up or credited as paid up on the issue of such shares or, if no Ordinary Shares are then in issue, to the holders of any unclassified shares then in issue according to the numbers of shares held by them.

(e) *Transfer of shares*

All transfers of shares may be effected by transfer in writing in any usual or common form, or in any other form approved by the Directors. The instrument of transfer of a share shall be signed by or on behalf of the transferor and (in the case of a partly paid share) the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of it. Subject to the provisions of the Articles, transfers of shares and other documents relating to or affecting the title to any shares shall be registered without payment of any fee. All instruments of transfer which are registered shall be retained by the Company. Notwithstanding anything to the contrary contained in the Articles, the shares of the Company (or any class thereof) may be held in uncertificated form and title to the shares of the Company (or any class thereof) may be transferred by means of a relevant system within the meaning of the Uncertificated Securities Regulations. The Directors may, subject to compliance with section 771 of the Act, in their absolute discretion, decline to register the transfer of a share (not being a fully paid share) to a person of whom they shall not approve, and they may also decline to register the transfer of a share (not being a fully paid share) on which the Company has a lien, provided that, where any such shares are admitted to the Official List or are admitted to trading on ISDX, such discretion may not be exercised in such a way as to prevent dealings in the shares from taking place on an open and proper basis. Subject to the foregoing, the Directors may also decline to register any instrument of transfer unless (i) the instrument of transfer, duly stamped, is deposited at the Office or such other place as the Directors may appoint accompanied by the certificate of the shares to which it relates, and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer; (ii) the instrument of transfer is in respect of only one class of share; and (iii) in the case of a transfer to joint holders, they do not exceed four in number. The register of transfers may be closed at such times and for such periods (not exceeding 30 days in any year) as the Directors determine.

(f) *Purchase of own shares*

Subject to, and in accordance with, the provisions of the Act and every other act or statutory instrument concerning limited companies and affecting the Company and the requirements of the Nominated Adviser (where the Company's shares are admitted to trading on ISDX) or (as the case may be) the UK Listing Authority (where the Company's shares are admitted to the Official List), the Company may purchase its own shares (including any redeemable shares). The Company may not purchase its own shares, except for shares to be held in treasury in accordance with the provisions of the Act and every other act or statutory instrument concerning limited companies and affecting the Company, if at the time of purchase there are outstanding any convertible securities of the Company, unless either there are provisions in the relevant trust deed or terms of issue permitting the purchase or the purchase has been sanctioned by an special resolution passed at a separate class meeting of the holders of the convertible securities.

(g) *Issue and allotment of Shares*

Subject to the provisions of the Act and every other act or statutory instrument concerning limited companies and affecting the Company and any restrictions contained in the Articles and to any direction to the contrary given by the Company in general meeting, the Directors may allot, grant options over, or otherwise dispose of shares or rights to subscribe for, or to convert any security into, shares to such persons (including a Director) and on such terms as they think fit, but no share shall be issued at a discount.

(h) *Disclosure of Interests*

At all times when the Company's shares are admitted to trading on ISDX, or any successor

market or any other market operated by the London Stock Exchange, the provisions of DTR 5 (three per cent holding to be notified in specific manner and in specified times) in respect of vote holder and issuer notification rules shall apply to the Company and each shareholder. If any person fails to make a notification as required by the Articles and the Directors have served notice on that person asking them to make such a notification, and that person has not responded to the Directors' notice with the information required above within 48 hours of such notice (excluding non-working days), the Directors may in their absolute discretion serve a direction notice on such person in relation to restrictions on the relevant shares. If a member, or a person appearing to be interested in shares held by a member, has been served with a notice under section 793 of the Act ("statutory notice") and is in default for the prescribed period in supplying to the Company the required information or makes a statement which in the opinion of the Board is false or misleading in any material particular, then not earlier than 14 days or such other number of days as may be permitted from time to time by the Statutes after service of the statutory notice, the Directors may at any time, by notice (a "direction notice") to the member, direct that in respect of the shares in relation to which the default occurred (the "default shares") the member is not entitled to vote or attend, either personally or by proxy, at a general meeting or a meeting of the holders of any class of shares of the Company or to exercise any other right conferred by membership in relation to general meetings of the holders of any class of shares of the Company.

(i) *Variation of rights*

Whenever the capital of the Company is divided into different classes of shares or groups and either whilst the Company is a going concern or during or in contemplation of a winding up, the special rights attached to any class or group may be modified or abrogated, subject to the provisions of the Company's Memorandum of Association and unless otherwise provided by the terms of issue of the shares of that class or group, either with the consent in writing of the holders of three-quarters of the issued shares of the class or group, or with the sanction of any special resolution passed at a separate general meeting of the holders (but not otherwise). The consent or resolution shall be binding upon all the holders of shares of the class or group.

(j) *Borrowing powers*

The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge all or any part of its undertaking, property and assets (both present and future), including its uncalled capital and, subject to the Act, to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party.

(k) *Alteration of capital*

The Company may by ordinary resolution consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; cancel any shares which, at the date of the passing of the resolution, have not been taken, or agreed to be taken, by any person, and diminish the amount of its capital by the nominal amount of the shares cancelled, subject to the provisions of sections 662 to 667 of the Act and sub-divide all or any of its shares into shares of smaller amount than is fixed by the Memorandum of Association and the resolution may determine that, as between the holders of the shares resulting from the sub-division, one or more of the shares may have any such preferred or other special rights over, or may have such deferred rights, or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares. The Company may also, by special resolution, reduce its share capital and any capital redemption reserve fund or any share premium account in any manner subject to any conditions and consents required by law.

(l) *Remuneration of Directors*

The executive Directors shall be paid out of the funds of the Company by way of remuneration for their services such sums as the Board may determine. The remuneration shall be deemed to accrue from day to day. The Directors may also be paid all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors

or committees of the Directors or general meetings of the Company or in connection with the business of the Company. The ordinary aggregate fees of all of the non-executive Directors of the Company from time to time for their services (excluding any amounts payable under any other provision of the Articles) shall not exceed £250,000 per annum or such higher amount as the Company may from time to time by ordinary resolution determine. Subject thereto, each such Director shall be paid a fee (which shall be deemed to accrue from day to day) at such rate as the Board determines.

(m) Pensions and gratuities for Directors

The Directors may procure the establishment and maintenance of or participation in or contribution to any non-contributory or contributory pension or superannuation fund, scheme or arrangement or life assurance scheme or arrangement for the benefit of, and pay, provide for or procure the grant of donations, gratuities, pensions, allowances, bonuses, benefits or emoluments to, any person (including directors and other officers whether of the Company or of any other company referred to in the relevant provision of the Articles) who is or has been in the employment of the Company, or of any company which is a subsidiary of the Company or a predecessor in business of the Company or a subsidiary, or of any allied or associated companies of the Company or any such companies and the spouses, widows, widowers, families, dependants or connections of any such persons. No pension, annuity or other allowance or benefit (except as provided for by or in accordance with any other provision set out in the Articles) shall be granted to a Director or former Director who has not been an executive Director or held any other office or place of profit under the Company or any of its subsidiaries or to a person who has no claim on the Company except as a relation, connection or dependant of a Director or former Director, without the approval of an ordinary resolution of the Company.

(n) Directors' conflicts of interest

For the purposes of Section 175 of the Act, the Board may authorise any matter proposed to it in accordance with the Articles which would, if not so authorised, involve a breach of duty by a Director under that section, including, without limitation, any matter which relates to a situation in which a Director has, or can have, an interest which conflicts, or possibly may conflict, with the interests of the Company. Any such authorisation will be effective only if (i) any requirement as to quorum at the meeting at which the matter is considered is met without counting the Director in question or any other interested Director and (ii) the matter was agreed to without their voting or would have been agreed to if their votes had not been counted. The Board may (whether at the time of the giving of the authorisation or subsequently) make any such authorisation subject to any limits or conditions it expressly imposes but such authorisation is otherwise given to the fullest extent permitted. The Board may vary or terminate any such authorisation at any time. For the purposes of the Articles, a conflict of interest includes a conflict of interest and duty and a conflict of duties, and interest includes both direct and indirect interests. Subject to Section 177(5) and Section 177(6) of the Act, provided that he has disclosed to the Board the nature and extent of his interest, a Director notwithstanding his office may (i) be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested; (ii) act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a Director; and (iii) be a director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, anybody corporate in which the Company is otherwise (directly or indirectly) interested.

The restrictions in paragraph 28.2(a) as to voting and quorum will not apply if the Director's interest or duty arises only because the case falls within one or more of the following paragraphs:-

- (i) the resolution relates to the giving him or a person connected with him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him or such a person at the request of or for the benefit of, the Company or any subsidiary undertaking;

(ii) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of a debt or obligation of the Company or any subsidiary undertaking for which the Director or a person connected with him has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(iii) his interest arises by virtue of him or a person connected with him subscribing or agreeing to subscribe for any shares, debentures or other securities of the Company or any subsidiary undertaking or by virtue of him or a person connected with him being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the Company or any subsidiary undertaking for subscription, purchase or exchange;

(iv) the resolution relates in any way to any other company in which he is interested, directly or indirectly and whether as an officer or shareholder or otherwise howsoever, provided that he and any persons connected with him do not to his knowledge hold an interest in shares (as that term is used in Part 22 of the Act) representing one per cent or more of any class of the equity share capital of such company or of the voting rights available to members of such company (excluding any shares in the company held as treasury shares and any voting rights attaching thereto);

(v) the resolution relates in any way to an arrangement in whole or in part for the benefit of the employees of the Company or any subsidiary undertaking which does not award him as such any privilege or advantage not generally awarded to the employees to whom such arrangement relates; or

(vi) the resolution relates in any way to the purchase or maintenance for the Directors of insurance against any liability which by virtue of any rule of law would otherwise attach to all or any of them in respect of any negligence, default, breach of duty or breach of trust in relation to the Company or any subsidiary undertaking.

(o) *Number of Directors and rotation of Directors*

Unless and until otherwise determined by ordinary resolution of the Company in general meeting, the number of Directors (other than the alternate directors) shall not be less than two nor more than eight. At every annual general meeting, one third of all Directors then serving on the Board shall retire by rotation and stand for re-election. The Directors to retire on each occasion shall be those who have been longest in office since their last election.

(p) *Proceedings of Directors*

The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be determined by a majority of votes and in case of an equality of votes the chairman shall have a second or casting vote. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and, unless fixed at any other number, shall be two.

(q) *Untraced Shareholders*

The Company may sell (in such manner and for such price as the Directors think fit) the shares of a member or the shares to which a person is entitled by virtue of transmission on death or bankruptcy if:

(i) during the period of 12 years prior to the date of the publication of the advertisements referred to in paragraph (ii) below (or, if published on different dates, the first date), being a period during which at least three dividends have been payable, all warrants and cheques in respect of the shares in question sent in the manner authorised by the Articles have remained uncashed; and

(ii) the Company on expiry of the period of 12 years has given notice, by advertisement in both a national newspaper and a newspaper circulating in the area in which the last known address of the member or the address at which service of notices may be effected in the manner authorised by the Articles is located, of its intention to sell the shares; and

(iii) during the period of 12 years and the period of three months following the publication of the advertisements, or following the later publication if the two advertisements are published on different dates, the Company has received no indication either of the whereabouts or of the existence of the member or person; and

(iv) notice has been given to the Nominated Adviser (where the Company's shares have been admitted to trading on ISDX) or (as the case may be) the UK Listing Authority (where the Company's shares are admitted to the Official List) of its intention to make the sale.

3.3 Non-United Kingdom Shareholders

There are no limitations in the Articles on the rights of non-United Kingdom Shareholders to hold, or to exercise voting rights attached to, the Ordinary Shares. However, non-United Kingdom Shareholders are not entitled to receive notices of general meetings unless they have given an address in the United Kingdom to which such notices may be sent.

3.4 CREST is a paperless settlement system enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. The Articles are consistent with CREST membership and, amongst other things, allow for the holding and transfer of shares in uncertificated form.

4 DIRECTORS' SHAREHOLDINGS AND OTHER INTERESTS

- a. Details of the Directors and their functions in the Company are set out in paragraph 11 of Part I of this document under the heading "Directors and Senior Managers".
- b. Other than their current directorships in the Company and any current or former directorships in the subsidiaries of the Company during the five years immediately prior to the date of this Prospectus, the Directors have held or currently hold the following directorships and/or partnerships:

Director	Current directorships/partnerships	Former directorships /partnerships within last 5 years
Tony Drury	Artisan Capital Ltd Alpha Returns Group Plc Axiom Capital Ltd City Fact Ltd City Fiction Ltd City Film Production Ltd Megan's Game Production Ltd The Plus Fund Ltd	DTT Plc Globe Capital Ltd Innovative Software Direct Plc Sanusi Holding Ltd SDF Productions Ltd Sunity Plc Sunrise biotech Holdings Ltd Swestate Development Plc The Book Booster Ltd

Hiroki Hasegawa	Hasegawa Planning	–
Yukio Ishihara	Major Craft Inc.	–
Taku Sawada	-	-

- c. No Directors has any unspent convictions in relation to indictable offences had any bankruptcy order made against him or entered into any voluntary arrangements been a director of a company which has been placed in receivership, insolvent liquidation or administration or been subject to a voluntary arrangement whilst he was a director of that company or within the 12 months after he ceased to be a director of that company been a partner in any partnership which has been placed in receivership insolvent liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership been publicly criticised by any statutory or regulatory authorities (including designated professional bodies) been disqualified by a court from acting in the management or conduct of the affairs of a company. There has been no official public incrimination or sanction of a director by a statutory or regulatory authority.
- d. Save as described in paragraph f. below, none of the Directors has been a director of any company at the time of or within 12 months preceding the date of its receivership, compulsory liquidation, creditors' voluntary liquidation, administration, company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors and none of the Directors has been a partner of any partnership at the time of or within 12 months preceding the date of any partnership voluntary arrangement, compulsory liquidation or administration of such partnership or has been a partner of a partnership at the time of or within 12 months preceding the date of the receivership of any asset of such partnership and neither of the Directors has had any of his assets subject to any receivership.
- e. The interests of the Directors (including the interests of their spouses, civil partners and infant children and the interests of any other persons connected with them (within the meaning of section 252 of the Act), (all of which are beneficial unless otherwise stated) in the issued Ordinary Share capital of the Company as at the date of this document, are as follows:
- f. DTT Plc was dissolved on 23 January 2013 whilst Mr Drury was a director of the company.

<i>Director</i>	<i>Number of Options</i>
Yukio Ishihara	1,250

The Company granted 351,562 share options to staff and directors on 2 June 2015, all of which are exercisable between the date of grant and the final exercise date.

5 DIRECTORS' SERVICE AGREEMENTS & LETTERS OF APPOINTMENT

The Directors have been appointed to the offices set out against their respective names on page 4 of this document. Details relating to the executive Directors', service contracts and the non-executive Directors' letters of appointment are summarised below:

- 5.1 Hiroki Hasegawa entered into a service agreement with the Company dated 18 July 2014 pursuant to which he will provide his services full time as Chief Executive Officer of the Company. Mr Hasegawa's appointment shall continue for an indefinite term until terminated by either party giving to the other not less than one month's notice in writing. Mr Hasegawa shall receive a salary of JPY 3,600,000 per annum. Mr Hasegawa is not permitted to hold any interests which may conflict with his position with the Company. The service agreement contains provision for early termination in the event of gross misconduct or a fundamental breach by Mr Hasegawa, in addition to provision for payment in lieu of notice. The Company is also entitled to place Mr Hasegawa on garden leave. The service agreement imposes certain restrictions on Mr Hasegawa including restrictions on the use of confidential information and intellectual property and post-termination restrictions for a period of six months in relation to working for a competing business and 12 months in relation to solicitation of and dealing with clients and prospective clients, and solicitation of key employees. There are no benefits for termination of contract other than those disclosed here. The service agreement is governed by the laws of England and Wales.
- 5.2 Yukio Ishihara entered into a service agreement with the Company dated 18 July 2014 pursuant to which he will provide his services full time as Chief Marketing Officer of the Company. Mr Ishihara's appointment shall continue for an indefinite term until terminated by either party giving to the other not less than one month's notice in writing. Mr Ishihara shall receive a salary of JPY 2,400,000 per annum. Mr Ishihara is not permitted to hold any interests which may conflict with his position with the Company. The service agreement contains provision for early termination in the event of gross misconduct or a fundamental breach by Mr Ishihara, in addition to provision for payment in lieu of notice. The Company is also entitled to place Mr Ishihara on garden leave. The service agreement imposes certain restrictions on Mr Ishihara including restrictions on the use of confidential information and intellectual property and post-termination restrictions for a period of six months in relation to working for a competing business and 12 months in relation to solicitation of and dealing with clients and prospective clients, and solicitation of key employees. There are no benefits for termination of contract other than those disclosed here. The service agreement is governed by the laws of England and Wales.
- 5.3 Taku Sawada entered into a service agreement with the Company dated 9 June 2015. Mr Sawada's appointment shall continue for an indefinite term until terminated by either party giving to the other not less than one month's notice in writing. Mr Sawada shall receive a salary of JPY 7,200,000 per annum. The service agreement contains provision for early termination in the event of gross misconduct or a fundamental breach by Mr Sawada, in addition to provision for payment in lieu of notice. The service agreement imposes certain restrictive covenants. There are no benefits for termination of contract other than those disclosed here. The service agreement is governed by the laws of England.
- 5.4 Tony Drury entered into a letter of appointment with the Company dated 6 August 2015 pursuant to which Mr Drury shall serve as non-executive Chairman of the Company. Mr Drury's appointment shall continue for an initial term of three years unless otherwise terminated by mutual agreement of the parties or by either party giving three months written notice. The letter of appointment contains certain provisions for immediate termination in the event of, amongst other things, a serious breach by Mr Drury. Under the terms of the letter of appointment, Mr Drury shall be paid a fee of £18,000 per annum and is expected to attend period Board meetings (and/or the meetings of such committee(s) to which he may be appointed) and to devote appropriate preparation time ahead of such meetings. Mr Drury is restricted from holding any directorships or other interests in any company which competes with the businesses of the Company or is a significant customer or supplier without the written permission of the Board. There are no benefits for termination of contract other than those disclosed here. The letter of appointment is governed by the laws of England and Wales.

6 ADDITIONAL INFORMATION ON THE BOARD

In the financial year ended 31 January 2015, the aggregate remuneration paid (including any contingent or deferred compensation) and benefits in kind granted by the Company or any of its subsidiaries to the Directors amounted to £20,806.

7 MAJOR SHAREHOLDERS

- 7.1 Save as disclosed in paragraph (4e) above and as set out below, as at the close of business on 6 August 2015 (the latest practicable date prior to the publication of this document), the Directors are not aware of any person who is, directly or indirectly, interested in three per cent, or more of the Enlarged Issued Share Capital, or who, directly or indirectly, jointly or severally, exercises or could exercise control over the Company.

<i>Name</i>	<i>Number of issued Ordinary Shares</i>	<i>Percentage of Ordinary Share capital</i>
HLMS Inc.	3,125,000	81.1 per cent.
Equity Midas Inc	614,144	15.9 per cent.

The major shareholders as at the date of Admission 19 August 2015 are set out below. The changes are as a result of the Company having to meet the ISDX Rule.3

<i>Name</i>	<i>Number of issued Ordinary Shares</i>	<i>Percentage of Ordinary Share capital</i>
HLMS Inc.	3,125,000	81.1 per cent.
Mr. Naoaki Kurotaki	142,493	3.7 per cent.

8 MATERIAL CONTRACTS

- 8.1 The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company since its incorporation 9 December 2013:

8.2 Lock-In Agreements

Each of the Directors has entered into a lock-in agreement with the Company and undertaken not to dispose of any Ordinary Shares in which they become interested in for a period of 12 months following Admission. They have also undertaken to use reasonable endeavours to ensure that their Associates also adhere to such lock-in terms.

The Company's Corporate Advisor, Alexander David Securities Limited holds 77,308 Ordinary Shares representing approximately 2 per cent. in the Entire Issued Share Capital and has entered into a lock-in agreement with the Company and undertaken not to dispose of its Ordinary Shares for a period of 12 months following Admission.

One of the Company's majority shareholder, HLMS Inc. which on Admission, will in hold 3,125,000 Ordinary Shares, equivalent to an aggregate of approximately 81 per cent. in the Entire Issued Share Capital has agreed to enter into similar lock-in arrangements.

Other than the Directors' interests set out in paragraph 4 of Part IV for this document, none of the Directors hold any Ordinary Shares at the date of this document.

8.3 IP Contracts

a) **Assignment Agreement in relation to the BUZZ POP**

On 25 February 2014, the Company entered into two agreements with United Blue in relation to development of the BUZZ POP App. The first agreement provides for the payment by the Company of a monthly advisory fee of 200,000 Yen (approximately £1,156) to United Blue as remuneration for service relating to the planning, development and delivery of the BUZZ POP App.

Pursuant to this agreement, the Company acquired 65 per cent. of the rights to BUZZ POP for a fixed fee of 3 million Yen (approximately £17,341), with the intention that any revenues generated as a result of the commercialisation of the BUZZ POP App would be shared between the Company and United Blue in amounts to be agreed between the parties.

The second agreement includes provisions relating to the development of the basic BUZZ POP App functions, including the listing of videos including URLs, document files, and photos etc., multilingual, simple message and social network functions. This agreement also provides for the payment of an outsourcing fee by the Company to United Blue of 39.3 million Yen (approximately £227,000). To date, 32.5 million Yen has been paid by the Company to United Blue with the balance of 6.8 million Yen payable by the Company upon delivery of the completed product.

On 18 July 2014, the Company and United Blue entered into a confirmatory assignment agreement pursuant to which United Blue assigned all existing and future rights in the BUZZ POP technology to the Company, to the extent it retained or would acquire any such rights. As a consequence of this agreement, the Company holds 100 per cent. of the IP in the BUZZ POP App and all related materials.

b) *Assignment Agreement in relation to the Zappi App*

On 10 February 2014, the Company entered into a Development Services Contract with Chong An Pet for the development of the Zappi App.

This agreement covers the development of the Zappi user interface and various functions of the Zappi App.

The agreement provides for the payment of a commission fee by the Company to Chong An Pet of 248 million Yen (£1.4 million). To date, 244 million Yen has been paid by the Company to Chong An Pet with the balance of 4 million Yen payable by the Company upon delivery of the completed product.

On 18 July 2014, the Company and Chong An Pet entered into a confirmatory assignment agreement pursuant to which Chong An Pet assigned all existing and future rights in the Zappi technology to the Company, to the extent it retained or would acquire any such rights. As a consequence of this agreement, the Company holds 100 per cent. of the IP in the Zappi App and all related materials.

c) *Assignment Agreement in relation to the MY list App*

On 26 December 2013 and 5 February 2014, the Company entered into two agreements with United Blue in relation to development of the MY list App. The first agreement, dated 26 December 2013, provides for the payment by the Company of a monthly advisory fee of 700,000 Yen (approximately £4,046) to United Blue as remuneration for service relating to the planning, development and delivery of the MY list App.

Pursuant to this agreement, the Company acquired 65 per cent. of the rights to MY list for a fixed fee of 5 million Yen (approximately £28,902), with the intention that any revenues generated as a result of the commercialisation of the MY list App would be shared between the Company and United Blue in amounts to be agreed between the parties.

The second agreement, dated 5 February 2014, includes provisions relating to the development of the basic MY list App functions, including the listing of videos including URLs, document files, and photos etc., multilingual, simple message and social network functions. This agreement also provides for the payment of an outsourcing fee by the Company to United Blue of 146 million Yen (approximately £844,000). To date, 116.8 million Yen has been paid by the Company to United Blue with the balance of 29.2 million Yen payable by the Company upon delivery of the completed product.

On 18 July 2014, the Company and United Blue entered into a confirmatory assignment agreement pursuant to which United Blue assigned all existing and future rights in the MY list technology to the Company, to the extent it retained or would acquire any such rights. As a consequence of this agreement, the Company holds 100 per cent. of the IP in the MY list App and all related materials.

d) Ganapati and WinLogic agreement

On 1 May 2015 the Company entered into an agreement with WinLogic Plc, a listed company on the GXG Market whose subsidiary operates an online casino business. Under the agreement, the Company will share its social media and technology expertise with WinLogic's online casino knowledge.

8.4 Corporate Advisor Agreement/Engagement Letter

An engagement letter ("Engagement Letter") between (i) the Company and (ii) Alexander David Securities Limited ("Alexander David") dated 10 January 2014 sets out the terms on which Alexander David provides ongoing financial advisory services to the Company. The engagement consists of advice and guidance as well as providing specific project based services from time to time in relation to the Company's Admission to GXG Main Quote Market. The Engagement Letter is subject to terms and conditions and indemnity provisions, the latter of which is to continue upon the termination or expiry of the Engagement Letter. All services provided by Alexander David are subject to the Financial Conduct Authority rules and regulations and the Engagement Letter can be terminated by either party upon three months' written notice. As part of the fees, the Company has paid an initial engagement fee of £10,000 to Alexander David. A further engagement letter made between (i) the Company and (ii) Alexander David dated 10 July 2015 in relation to Alexander David providing ongoing financial advisory services to the Company in relation to its Admission to ISDX whereby as part of the fees, the Company shall pay £25,000 and upon the successful Admission a further £50,000 is payable to Alexander David.

8.5 Relationship Agreement

The Company entered into a relationship agreement dated 24 July 2014 with HLMS Inc. ("HLMS") and the Corporate Adviser for the purposes of regulating the relationship between the Company and HLMS as the majority shareholder of the Company. In 2015 the Company, HLMS and the Corporate Adviser entered into a new relationship agreement which substitute and replace in its entirety the former relationship agreement. In accordance with the current relationship agreement, the parties agreed that while HLMS and its Associates (as defined in the agreement) hold 30 per cent. or more of the voting rights attaching to the Ordinary Shares, (i) all transactions between HLMS and the Company shall be at arms' length and on normal commercial terms; (ii) HLMS shall not exercise any of its voting rights as a shareholder of the Company in such a manner as would compromise the independence of the Group from HLMS; (iii) any disputes between HLMS and the Company shall be dealt with by a committee of independent directors; (iv) HLMS shall not requisition a general meeting of the Company to appoint or remove a director; (v) HLMS shall exercise its voting rights as a shareholder in accordance with the reasonable recommendations of the independent directors; and (vi) HLMS shall not otherwise seek to appoint or remove any director or officer of the Company other than in accordance with a resolution or recommendation of the Board from time to time (supported by a majority of independent directors). The Company has undertaken to consult the Corporate Adviser in the event that any conflict of interest arises between the Company and HLMS.

9 LITIGATION & ARBITRATION

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened so far as the Company is aware) which may have, or has had in the recent past significant effects on the financial position or profitability of the Company and/or the Group.

10 TAXATION

The following summary, which is intended as a general guide only, outlines certain aspects of current UK tax legislation, and what is understood to be the current practice of HMRC in the United Kingdom regarding the ownership and disposal of ordinary shares. This summary is not

a complete and exhaustive analysis of all the potential UK tax consequences for holders of Ordinary Shares. It addresses certain limited aspects of the UK taxation position of UK resident, ordinarily resident and domiciled Shareholders who are absolute beneficial owners of their Ordinary Shares and who hold their Ordinary Shares as an investment. This summary does not address the position of certain classes of Shareholders who (together with associates) have a 10 per cent. or greater interest in the Company, or such as dealers in securities, market makers, brokers, intermediaries, collective investment schemes, pension funds or UK insurance companies or whose shares are held under a personal equity plan or an individual savings account or are "employment related securities" as defined in Section 421B of the Income Tax (Earnings and Pensions) Act 2003. Any person who is in any doubt as to his tax position or who is subject to taxation in a jurisdiction other than the UK should consult his professional advisers immediately as to the taxation consequences of their purchase, ownership and disposition of Ordinary Shares. This summary is based on current United Kingdom tax legislation.

Ganapati Limited is at the date of this document resident for tax purposes in the UK and the following is based on that status.

Shareholders should be aware that future legislative, administrative and judicial changes which could affect the taxation consequences of share ownership.

Reference is made to proposed changes to the taxation of dividend income with effect from 6 April 2016. As stated these proposals are subject to approval by Parliament.

10.1 Taxation of Dividends

No tax will be withheld by the Company when it pays a dividend.

10.2 UK resident individuals

Current position for the tax year to 5 April 2016

A UK resident individual shareholder who receives a dividend from the Company will be entitled to a tax credit, currently at the rate of 1/9th of the cash dividend paid (or 10 per cent. of the aggregate of the net dividend and related tax credit). The individual is treated as receiving for tax purposes gross income equal to the cash dividend plus the tax credit. The tax credit is set against the individual's tax liability on that gross income. For example, on a cash dividend of £90, an individual would be treated as having received dividend income of £100 and as having paid income tax of £10 (the "associated tax credit"). The gross dividend will be regarded as the top slice of the shareholders income. The lower rate of income tax on dividend income is currently 10 per cent.

An individual shareholder who is not liable to income tax at a rate greater than the basic rate (currently 20 per cent.) will have no income tax to pay in respect of the dividend. The higher rate of income tax on dividends is currently 32.5 per cent within the 40 per cent income tax bracket and 37.5 per cent within the 45 per cent bracket. This means that an individual shareholder who is taxed on the dividend in the 40 per cent bracket will have further income tax to pay at a rate of 22.5 per cent of the gross dividend (or 25 per cent. of the net dividend). An individual shareholder in the 45 per cent bracket will have further income tax to pay at a rate of 27.5 per cent of the gross dividend paid (or approximately 30.6 per cent. of the net dividend). UK resident shareholders who do not pay income tax or whose liability to income tax on the dividend and related tax credit is less than the tax credit, including pension funds, charities and certain individuals are not generally entitled to claim repayment of any part of the tax credit associated with the dividend from HM Revenue & Customs. A UK resident corporate shareholder will not generally be liable to corporation tax on any dividend received from the Company and the dividend received and related tax credit will constitute franked investment income. Whether a shareholder who is not resident in the UK for tax purposes is entitled to a tax credit in respect of dividends paid by the Company and to claim payment of any part of the tax credit will depend,

in general, on the provisions of any double taxation convention which exists between the shareholder's country of residence and the UK. A non-UK resident shareholder may also be subject to foreign taxation on dividend income.

Proposed changes with effect from 6 April 2016

The Chancellor has announced on 8 July 2015 that from April 2016 there will be a significant change to the dividend income tax regime.

The proposal is that:

- there will be a new annual dividend allowance of £5,000;
- the 1/9 tax credit will disappear;
- the new tax rates on dividend income will be 7.5% for basic rate taxpayers, 32.5% for higher rate tax payers and 38.1% for additional rate taxpayers respectively.

These new rates will replace the current effective tax rates 0%, 25% and 30.6% for basic, higher and additional rate taxpayers.

These proposals have not been approved by Parliament and may be subject to change. Investors are advised to seek professional advice in determining the impact of any change in the income tax treatment of dividend income from arising from their shareholding.

10.3 UK discretionary trusts

Current position for the tax year to 5 April 2016

Trustees of discretionary trusts are liable to account for income tax on the income of the trust and will be treated as having received gross income equal to the aggregate amount of the dividend and associated tax credit. Trustees will pay tax on dividends received at the rate of 37.5 per cent. As with individual shareholders liable to tax at the additional rate, the 10 per cent tax credit will be set against the tax liability leaving further tax to pay of 30.6 per cent of the gross dividend.

Proposed changes with effect from 6 April 2016

At this time, no specific proposals have been announced in relation to the taxation of UK discretionary trusts. However it is proposed that the 1/9 tax credit will disappear with effect from 6 April 2016 and if there are no other changes then the effective rate of tax of discretionary trusts would be 37.5 per cent, an increase of 6.9 per cent.

These proposals have not been approved by Parliament and may be subject to change. Investors are advised to seek professional advice in determining the impact of any change in the income tax treatment of dividend income from arising from their shareholding.

10.4 UK resident companies

Current position for the tax year to 5 April 2016

Shareholders who are within the charge to UK corporation tax will be subject to corporation tax on dividends unless the dividends fall within an exempt class and certain other conditions are met. Whether an exempt class applies and whether other conditions are met will depend upon the circumstances of the particular shareholder, although it is expected that the dividends paid by the Company would normally be exempt.

Proposed changes with effect from 6 April 2016

No changes are currently proposed to the taxation of UK resident company shareholders.

10.5 UK resident exempt funds/charities

Current position for the tax year to 5 April 2016

There is no entitlement, for either an exempt fund or charity, to a tax credit and consequently no claim to recover the tax credit will be possible.

Proposed changes with effect from 6 April 2016

No changes are currently proposed to the taxation of UK exempt funds/charities.

10.6 Non-UK residents

Generally, non-UK residents will not be subject to any UK taxation in respect of UK dividend income nor will they be able to recover the associated tax credit, although this will depend upon the existence of, and the terms of, any double taxation treaty between the UK and the country in which such shareholder is resident. Persons who are not resident in the UK should consult their own tax advisers on the possible application of such provisions or what relief or credit may be claimed in the jurisdiction in which they are resident.

10.7 Taxation of chargeable gain

For the purpose of UK tax on chargeable gains, the issue of Ordinary Shares pursuant to the Acquisition will be regarded as an acquisition of a new holding in the share capital of the Company.

The Ordinary Shares so allotted will, for the purpose of tax on chargeable gains, be treated as acquired on the date of allotment. The amount paid for the Ordinary Shares will usually constitute the base cost of a shareholder's holding. If a Shareholder disposes of all or some of his Ordinary Shares a liability to tax on chargeable gains may, depending on their circumstances arise. UK resident individuals and trustees are generally subject to capital gains tax at a current flat rate of 28 per cent. (reduced to 18 per cent. where a gain falls within an individual's unused basic rate income tax band). Gains made by UK resident companies are subject to corporation tax but there is an entitlement to indexation allowance which may reduce the chargeable gain.

A Shareholder who is neither resident nor ordinarily resident in the UK for tax purposes, but who carries on a trade, profession or vocation in the UK through a permanent establishment (where the Shareholder is a company) or through a branch or agency (where the Shareholder is not a company) and has used, held or acquired the Ordinary Shares for the purposes of such trade, profession or vocation or such permanent establishment, branch or agency (as appropriate) will be subject to UK tax on capital gains on the disposal of Ordinary Shares.

In addition, any holders of Ordinary Shares who are individuals and who dispose of shares while they are temporarily non-resident may be treated as disposing of them in the tax year in which they again become resident in the UK.

10.8 Stamp duty and stamp duty reserve tax

No UK stamp duty will be payable on the issue by the Company of Ordinary Shares. Transfers of Ordinary Shares for value will generally give rise to a liability to pay UK ad valorem stamp duty, or stamp duty reserve tax, at the rate in each case of 50 pence per £100 of the amount or

value of the consideration (rounded up in the case of stamp duty to the nearest £5). It is proposed to abolish Stamp Duties for shares quoted on AIM from April 2014.

Any person who is in any doubt as to his or her tax position or who may be subject to tax in any jurisdiction other than the United Kingdom should consult his or her own professional adviser.

11 SIGNIFICANT CHANGE

As at 6 August 2015, the date of this document, there has been no significant change in the financial or trading position of the Group since 31 January 2015, being the date of the latest audited accounts as set out in Part III of this document.

12 RELATED PARTY TRANSACTIONS

During the period from incorporation of the Company until the date of this document, neither the Company nor any other member of the Group has entered into any related party transactions (being those set out in the standards adopted pursuant to Regulation (EC) No. 1606/2002) other than those referred to in Section 4.1, Part I and Notes 9 and 15. Part III of this document

13 GENERAL

The Directors believe that the social media software development market for smart phones, tablets, laptops, and other devices offers attractive investment opportunities. As a result, the Directors established the Company to invest in, or exploit for its own account social media software, and other software focused on the consumer market. Subsequently, the Company has sought to exploit the rise in the availability of gaming on mobile devices such as smart phones via agreements with third-parties.

14 WORKING CAPITAL

The Directors, are of the opinion, having made due and careful consideration, believe that the Company has sufficient working capital for the period of 12 months following Admission.

15 AVAILABILITY OF DOCUMENTS

Copies of this document will be available for collection, free of charge, from Alexander David Securities Limited, 49 Queen Victoria Street, London, EC4N 4SA for one month from the date of this document.

Dated: **6 August 2015**