

**REPORT OF THE DIRECTORS AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015  
FOR  
V22 PLC**

V22 PLC

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FOR THE YEAR ENDED 31 DECEMBER 2015**

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**V22 PLC**

**COMPANY INFORMATION  
FOR THE YEAR ENDED 31 DECEMBER 2015**

**DIRECTORS:**

S P Corran  
K T Cranswick  
G Hunt  
R C Tucker

**SECRETARY:**

S P Corran

**REGISTERED OFFICE:**

4<sup>th</sup> Floor  
Queen Victoria House  
41-43 Victoria Street  
Douglas  
Isle of Man  
IM1 2LF

**REGISTERED NUMBER:**

115477C

## **V22 PLC**

### **AUDITED RESULTS FOR THE FINANCIAL YEAR TO 31 DECEMBER 2015**

#### **ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2015**

V22 Plc (“V22” or the “Company”), the first publicly traded contemporary art collection, announces audited final results for the year ended 31 December 2015.

#### **CO-CHAIRPERSON’S STATEMENT**

We are pleased to present V22's results for the year ended 31 December 2015, which was a year of much activity for your company. The Directors are delighted with the independent revaluation of the art collection which shows an increase in value from GBP £1,336,826 (2013) to GBP £1,670,429. The biannual revaluation shows that while some artists, in particular the younger ones in our portfolio, have been holding or steadily growing their value, some artists have done exceptionally well – our highest growth has been 1900% from purchase price in 2009 to revaluation in 2015.

2015 has been the second year of intensive work by our subsidiary V22 London Ltd to replace the studio space on offer and restore the tenant roll and income after losing their Bermondsey premises earlier than expected in 2014. This is reflected in an impressive increase in income from operations and a nearly 50% reduction in our consolidated loss reported for the year. Income from properties taken on in 2015 will also increase in 2016 as fit-out works and lettings continue.

#### **HIGHLIGHTS**

- \* Pre tax loss of GBP £34,039 (2014: GBP £77,536);
- \* Net cash inflow/(outflow) from operations of GBP £185,063 (2014: GBP £(5,893));
- \* Year end net cash GBP £36,984 (2014: GBP £13,494);
- \* Independent revaluation of the art collection which shows an increase in value from GBP £1,336,826 (2013) to GBP £1,670,429;
- \* Net asset value per share is 0.940p (2014: 1.061p); and
- \* Net asset value per share including the art valuation is 4.494p (2014: 3.990p).

V22 London has become a recognised studio provider in the sector and is part of the Specialist Assistance Team providing information on Workspace to the Mayor’s Regeneration Funds and a member of the Greater London Authority (GLA) taskforce for the future of sustainable workspace in London.

From another very busy year many positive developments have emerged and we look forward to the next phase of growing V22 together. As ever, for their support in this endeavour, we would like to thank our artists, shareholders, staff, business partners, advisers, friends and supporters.

Geoff Hunt - Co Chairperson

Date: 25 May 2016

## **V22 PLC**

### **AUDITED FINANCIAL RESULTS FOR THE FINANCIAL YEAR TO 31 DECEMBER 2015**

#### **STRATEGIC REPORT**

The Directors present their strategic report for the year ended 31 December 2015.

#### **ART PORTFOLIO**

Our biannual independent revaluation of the collection came back with an impressive set of results. Much of the increase in value came from large increases in the value of works by a few artists. For some it was the difference between purchase price and revaluation due to picking up a good deal at auction or at a turning point in their careers, whilst for others the increase shows a career well focussed and work increasing in value.

Since the collection started in September 2006, V22 has invested GBP £362,872 cash and GBP £195,309 equity in the collection. The independent valuation, as at 31 December 2015, estimated the works to be worth GBP £1,670,429 - an uplift of GBP £1,112,248 since the start of the collection, a gain of 199.3%.

As the past two years have focussed on the strengthening of the property portfolio, the collection has not grown as much as in previous years. However, we look forward to starting our exhibitions programme again in 2016/17 and working to grow the art portfolio apace.

#### **MANAGEMENT: V22 London Limited**

2015 was a year of much activity for our subsidiary. The Directors consider that given the challenges of redeveloping the property portfolio after the loss of the V22 Bermondsey premises in 2014, that V22 London have contributed to an excellent set of results which reflect the hard work of the management team and staff throughout the year.

V22 London's operating loss was reduced from GBP £62,704 to £9,996 in the year. The operating cashflow improved from a negative GBP £42,975 to generate a positive GBP £150,396 in 2015. This was invested in property with additional support of loans from directors and led to the increase in lettable space and potential future income.

V22 London continues to manage the promotion of V22 plc's (parent company) art collection locally and internationally and develop the ancillary revenues to fund its costs.

#### **PROPERTY PORTFOLIO**

V22 London took on an additional 41,750 net lettable square feet of space across two properties in Peckham and Hackney Wick. At the year end the fit-out of the Hackney Wick premises was only partially completed (4,915 sq ft) with an additional 12,784 sq ft to be completed and ready to let in May 2016.

In November 2015 V22 London signed a lease for a further five years for their Dalston building and agreed terms for a space in Worship Street EC2 for which the company was invited to tender as one of Hackney Council's approved affordable workspace providers. V22 London continued to manage its original Dalston building with a full waiting list; as well as properties in Forest Hill, Lewisham Town Centre, Homerton, Hackney Wick, Peckham and South Bermondsey.

V22 London has become a recognised studio provider in the sector and is part of the Specialist Assistance Team providing information on Workspace to the Mayor's Regeneration Funds and a member of the GLA taskforce for the future of sustainable workspace in London.

**SOCIAL IMPACT / CORPORATE SOCIAL RESPONSIBILITY**

As a recognised Social Impact company and founding member of the Social Stock Exchange, we believe that V22 fulfils its social impact targets successfully. Our third Social Impact Report was produced in partnership with Social Investment Finance Intermediary: CAN Invest. Our impact reports are approved and presented by the Social Stock Exchange and are available from their website.

V22 is proud to have been shortlisted for Social Impact Company of the Year at the Annual Small Cap Awards 2014 and 2016.

**PRINCIPAL RISKS AND UNCERTAINTIES**

**Meeting Planned Occupation Targets**

As V22 London takes on more premises, these are under quite tight deadlines to achieve occupation targets in order to ensure a smooth cash flow. V22 London have good links to colleges, studio advertisement placements and many studios are let by word of mouth. V22 London's management team believe that should delays happen their duration would not be extensive. In the worst case, V22 could fund the cash flow shortfall by selling works of art from the collection.

**Shortage of Suitable Premises**

Artists on low incomes cannot compete with rising property prices, especially in London. In the current market, the majority of studio buildings traditionally available to artists are on leasehold and, having played a major role in regeneration, artists' workspaces have been squeezed out of many inner city areas.

V22 London is part of a think tank set up by the Mayor of London and the Greater London Authority to address the problem of sustainability in studio provision. There is good political will to support sustainable solutions to the problem and all concerned are working toward building affordable creative workspace into future planning and property strategies for the GLA and local councils alike. V22 London's strategy to purchase longer term leases and freeholds will enable studio provision for the long term. Instead of being a victim, along with the artists, of regeneration, both long term aspirations will benefit.

**Selection of Art**

The success of V22 in part depends on the selection of Artworks which will appreciate in value over time. Selection is critical and is dependent on the board's ability to identify suitable Artworks at a beneficial price. The market is price sensitive. The risk is mitigated by investing in a large and varied Collection.

**POST BALANCE SHEET EVENTS**

An exciting development for our future sustainability was our tender to acquire a long leasehold of Louise House – a Grade II listed building in Forest Hill, SE London. The tender was run by London Borough of Lewisham to award a 125 year lease on the property at a premium of GBP £250,000. We signed the long leasehold in May 2016; we are delighted by this step in growing the company's rental property portfolio, exhibition and event space.

## **V22 PLC**

### **AUDITED FINANCIAL RESULTS FOR THE FINANCIAL YEAR TO 31 DECEMBER 2015**

#### **STRATEGIC REPORT - Continued**

##### **POST BALANCE SHEET EVENTS - Continued**

After the year end, a one off rent reduction was successfully negotiated for 2016 for one of its subsidiary's leasehold premises in the sum of GBP £40,000. On the same premises, V22 plc held a call option on 30% of the holding company of the building's freehold interest. Directors are pleased to announce that we have successfully sold half of this call option for a cash sum of GBP £225,000.

Since the year end the company has negotiated a new agreement to lease on premises in Shoreditch EC2, in the heart of tech city, for an initial term of 10 years. We were selected by being one of Hackney Council's approved affordable workspace providers. This element of the development is safeguarded for affordable workspace and will host creative entrepreneurs and businesses, freelancers, start-ups, and social enterprises. The rental prices, although significantly cheaper than the surrounding area, will be prohibitive for most artists, however, we are creating a showroom in the space which all of our tenants can book in order to present work to collectors, present new ideas and products or show new developments in their practise. We believe that as affordable workspace is forced out of central London, innovative shared solutions such as these will enable our city to retain its rich cultural economy, and our key stakeholders to retain space for creative practices.

We were delighted that one of our artists: Phyllida Barlow was selected to represent Britain at the 2017 Venice Biennale. This is one of the highest honours for an artist, and we are very proud that she is receiving the acclaim she so richly deserves.

##### **FUTURE STRATEGY**

We believe that the artists' studio is a critical element of the business and an important factor in accelerating the long term growth and financial stability of V22. This financial stability enables us to not only cover the costs of acquiring and holding the art collection and our market listing, but having so many artists around us and supporting their practise through affordable studio provision also significantly widens our audience and our knowledge of the contemporary art market. We believe that it is also one of the most valuable contributions we can make to the production and exhibition of contemporary art in a competitive property market.

Currently artists' studios are under threat in central London with rising property prices and there has been interest in the press and much political will to find long term solutions to the problem. V22 is a member of a taskforce founded by the GLA to achieve sustainable models for the future of studio provision in London. V22 believes that through self-reliance, the support of local government and the leveraging of various sources of funding, organisations can secure affordable, high quality space for artists both for the long and the short term.

Thus we are delighted by V22 London's developments in the property sphere. We believe that a property portfolio consisting of longer lease properties complements our art portfolio and contribute to the two main career needs of artists: stable production centers for making their work and reputable collections to house their art. V22 has a unique business model and we feel we have proved that it has enormous potential.

ON BEHALF OF THE BOARD:

Geoff Hunt - Director

Date: 25 May 2016

## V22 PLC

### REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2015

The directors present their report with the financial statements of the company and the group for the year ended 31 December 2015.

#### PRINCIPAL ACTIVITY

The principal activity of the group in the year under review was that of investment and trading in contemporary art and the provision of specialist services to the London art market and creative sector in particular studio lets and affordable workspace.

#### REVIEW OF BUSINESS AND KEY PERFORMANCE INDICATORS

The results for the year and financial position of the company and the group are as shown in the annexed financial statements.

A more detailed review of the business is given in the Co-Chairperson's Report. Given the straight forward nature of the business, the Company's directors are of the opinion that an analysis using KPI's is not necessary for an understanding of the development, performance or position of the business.

#### DIVIDENDS

No dividends will be distributed for the year ended 31 December 2015; (2014: GBP £nil)

#### FUTURE DEVELOPMENTS

These are discussed fully in the Co-Chairpersons' statement.

#### EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements.

#### DIRECTORS

Other than indicated, the directors shown below have held office during the whole of the period from 1 January 2015 to the date of this report.

S P Corran  
K T Cranswick  
G Hunt  
R C Tucker

#### SUBSTANTIAL INTERESTS

On 31 December 2015 the following were registered as being interested in 3% or more of the Company's ordinary share capital:

	31 December 2015	
	Ordinary shares of 0.01p each	Percentage of issued share capital
Guild Acquisitions plc	3,400,000	10.87%
P Malik	2,856,971	9.13%
Hargreaves Lansdown (Nominees) Limited*	2,317,367	7.41%
KT Cranswick	1,649,444	5.27%
R Warren	1,333,333	4.26%
Winterflood Securities Limited	1,268,888	3.46%
Jim Nominees Limited	1,171,456	3.74%

\* B McRobie, a director of V22 London Ltd has an interest of 1,866,788 shares (5.96%) held by the above.

**REPORT OF THE DIRECTORS - Continued  
FOR THE YEAR ENDED 31 DECEMBER 2015**

**CORPORATE GOVERNANCE**

The directors recognise the importance of sound corporate governance and intend to observe the requirements of the Code of Best Practice, as published by the Committee on Corporate Governance (commonly known as the "Combined Code") to the extent they consider appropriate in light of the Company's size, stage of development and resources. At present, due to the size of the Company, audit, remuneration and risk management issues will be addressed by the Board supported by Members of the Advisory Board. As the Company grows the Board will consider establishing an audit and management committee and will consider developing further policies and procedures which reflect the principles of good governance and the Combined Code.

**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

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

UK Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the UK Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

**AUDITORS**

The auditors, Fryza Bannister Financials Limited will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**

Geoff Hunt – Director

Date: 25 May 2016

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF V22 PLC

We have audited the financial statements of V22 plc for the year ended 31 December 2015 which comprise the group statement of comprehensive income, group and parent company balance sheets, group and parent company statements of changes in equity, group cash flow statement and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Sections 495, 496 and 497 of the UK Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm)

### OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2014 and of the group loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the UK Companies Act 2006.

### OPINION ON OTHER MATTERS PRESCRIBED BY THE UK COMPANIES ACT 2006

In our opinion the information given in the Co-Chairperson's Statement, Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

### MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

We have nothing to report in respect of the following matters where the UK companies Act 2006 requires us to report to you if, in our opinion:

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

Ivor Mark Fryza, Senior Statutory Auditor  
For and on behalf of Fryza Bannister Financials Limited  
Statutory Auditor, Chartered Certified Accountants  
The Stables  
Goblands Farm Business Centre  
Cemetery Lane  
Hadlow TN11 0LT

Date: 25 May 2016

**V22 PLC****GROUP STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Notes	2015 £	2014 £
<b>TURNOVER</b>	4	822,314	567,782
Cost of sales		<u>621,940</u>	<u>355,894</u>
<b>GROSS PROFIT</b>		200,374	211,888
Administration expenses		<u>229,722</u>	<u>288,440</u>
<b>OPERATING LOSS</b>		(29,348)	(76,552)
Interest payable and similar charges	7	<u>4,691</u>	<u>984</u>
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(34,039)	(77,536)
Tax on loss on ordinary activities	8	<u>6,336</u>	<u>(4,179)</u>
<b>LOSS FOR THE FINANCIAL YEAR</b>		(40,375)	(73,357)
Other comprehensive income		—	—
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<u>(40,375)</u>	<u>(73,357)</u>
<b>LOSS PER SHARE – basic</b>	10	<u>(0.13)p</u>	<u>(0.26)p</u>

All amounts relate to continuing operations and are wholly attributable to the equity holders of the company.

The notes form part of these financial statements

**V22 PLC****GROUP BALANCE SHEET  
31 DECEMBER 2015**

	Notes	£	2015 £	£	2014 £
<b>FIXED ASSETS</b>					
Tangible assets	11		179,232		64,278
<b>CURRENT ASSETS</b>					
Debtors	14	80,114		98,091	
Trade investments	15	558,181		551,241	
Cash at bank and in hand		<u>36,984</u>		<u>13,494</u>	
			675,279		662,826
<b>CREDITORS:</b>					
Amounts falling due within one year	16	<u>495,666</u>		<u>391,636</u>	
<b>NET CURRENT ASSETS</b>					
			<u>179,613</u>		<u>271,190</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>					
			358,845		335,468
<b>CREDITORS:</b>					
Amounts falling due after more than one year	17		(56,784)		(21,176)
<b>PROVISION FOR LIABILITIES</b>					
	18		<u>(7,811)</u>		<u>(1,852)</u>
<b>NET ASSETS</b>					
			<u>294,250</u>		<u>312,440</u>
<b>CAPITAL AND RESERVES ATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY</b>					
Called up share capital	19		6,629		6,444
Share premium account	20		711,510		689,510
Profit and loss account	20		<u>(423,889)</u>		<u>(383,514)</u>
<b>SHAREHOLDERS' FUNDS</b>					
			<u>294,250</u>		<u>312,440</u>

The financial statements were approved by the Board of Directors on 25 May 2016 and were signed on its behalf by:

Geoff Hunt – Director

Stephen Corran – Director

The notes form part of these financial statements

**V22 PLC****PARENT COMPANY BALANCE SHEET  
31 DECEMBER 2015**

	Notes	£	2015 £	£	2014 £
<b>FIXED ASSETS</b>					
Tangible assets	12		-		-
Investments	13		<u>100</u>		<u>100</u>
			100		100
<b>CURRENT ASSETS</b>					
Debtors	14	5,871		4,160	
Trade investments	15	558,181		551,241	
Cash at bank and in hand		<u>200</u>		<u>3,215</u>	
		564,252		558,616	
<b>CREDITORS:</b>					
Amounts falling due within one year	16	<u>100,764</u>		<u>97,582</u>	
<b>NET CURRENT ASSETS</b>			<u>463,488</u>		<u>461,034</u>
<b>NET ASSETS</b>			<u>463,588</u>		<u>461,134</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	19		6,629		6,444
Share premium	20		711,510		689,510
Profit and loss account	20		<u>(254,551)</u>		<u>(234,820)</u>
<b>SHAREHOLDERS' FUNDS</b>			<u>463,588</u>		<u>461,134</u>

The financial statements were approved by the Board of Directors on 25 May 2016 and were signed on its behalf by:

Geoff Hunt – Director

Stephen Corran – Director

The notes form part of these financial statements

V22 PLC

STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2015

	Called Up share Capital £	Share premium account £	Profit and loss account £	Total £
<b>GROUP</b>				
At 1 January 2014	6,176	648,129	(310,157)	344,148
Loss for the year	-	-	(73,357)	(73,357)
Other comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total comprehensive income for the year	-	-	(73,357)	(73,357)
Issue of shares	<u>268</u>	<u>41,381</u>	<u>-</u>	<u>41,649</u>
<b>At 31 December 2014</b>	<b>6,444</b>	<b>689,510</b>	<b>(383,514)</b>	<b>312,440</b>
Loss for the year	-	-	(40,375)	(40,375)
Other comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total comprehensive income for the year	-	-	(40,375)	(40,735)
Issue of shares	<u>185</u>	<u>22,000</u>	<u>-</u>	<u>22,185</u>
<b>At 31 December 2015</b>	<b><u>6,629</u></b>	<b><u>711,510</u></b>	<b><u>(423,889)</u></b>	<b><u>294,250</u></b>

The notes form part of these financial statements

V22 PLC

STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2015 - Continued

	Called Up share Capital £	Share premium account £	Profit and loss account £	Total £
<b>COMPANY</b>				
At 1 January 2014	6,176	648,129	(220,591)	433,714
Loss for the year	-	-	(14,229)	(14,229)
Other comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total comprehensive income for the year	-	-	(14,229)	(14,229)
Issue of shares	<u>268</u>	<u>41,381</u>	<u>-</u>	<u>41,649</u>
<b>At 31 December 2014</b>	<b>6,444</b>	<b>689,510</b>	<b>(234,820)</b>	<b>461,134</b>
Loss for the year	-	-	(19,731)	(19,731)
Other comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total comprehensive income for the year	-	-	(19,731)	(19,731)
Issue of shares	<u>185</u>	<u>22,000</u>	<u>-</u>	<u>22,185</u>
<b>At 31 December 2015</b>	<b><u>6,629</u></b>	<b><u>711,510</u></b>	<b><u>(254,551)</u></b>	<b><u>463,588</u></b>

The notes form part of these financial statements

**V22 PLC****GROUP CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Notes	2015 £	2014 £
<b>Cash flows from operating activities</b>			
Cash generated from operations	1	185,063	(5,893)
Interest paid		(3,641)	(984)
Tax paid		<u>(27,970)</u>	<u>(26,857)</u>
Net cash from operating activities		<u>153,452</u>	<u>(33,734)</u>
<b>Cash flows from investing activities</b>			
Purchase of tangible fixed assets		<u>(167,075)</u>	<u>(82,669)</u>
Net cash from investing activities		<u>(167,075)</u>	<u>(82,669)</u>
<b>Cash flows from financing activities</b>			
Loan advances		77,340	103,370
Loan repayments		<u>(40,227)</u>	<u>(19,706)</u>
Net cash from financing activities		<u>37,113</u>	<u>83,664</u>
<b>Increase/(decrease) in cash and cash equivalents</b>		23,490	(32,739)
<b>Cash and cash equivalents at beginning of year</b>		<u>13,494</u>	<u>46,233</u>
<b>Cash and cash equivalents at end of year</b>		<u>36,984</u>	<u>13,494</u>

The notes form part of these financial statements

**NOTES TO THE GROUP CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31 DECEMBER 2015**

**1. RECONCILIATION OF LOSS BEFORE TAXATION TO CASH GENERATED FROM OPERATIONS**

	2015	2014
	£	£
Loss before taxation	(34,039)	(77,536)
Depreciation charges	52,121	22,941
Finance costs	<u>4,691</u>	<u>984</u>
	22,773	(53,611)
Decrease/(increase) in trade and other debtors	17,977	(8,110)
Increase in trade investments – artwork	(1,755)	(24,356)
Increase in creditors	<u>146,068</u>	<u>80,184</u>
Cash generated from operations	<u>185,063</u>	<u>(5,893)</u>

**2. MAJOR NONE CASH TRANSACTIONS**

During the year the company issued Ordinary shares of 0.01p in part settlement of items acquired for its art collection. This amounted to £5,185 (2014: £14,094). The company also negotiated the settlement of various trade debts by the issue of ordinary shares of 0.01p each. This amounted to £17,000 (2014: £19,555). In the previous year shares were issued to employees of the company's subsidiary as a bonus in the sum of £8,000.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015**

**1. GENERAL INFORMATION**

V22 plc is a company limited by shares, incorporated in Isle of Man on 2 February 2006. Its registered office is 4<sup>th</sup> Floor, Queen Victoria House, 41-43 Victoria Street, Douglas, Isle of Man, IM1 2LF.

The principal activity of the company is disclosed in the report of the directors.

**2. ACCOUNTING POLICIES**

**Basis of preparing the financial statements**

These financial statements have been prepared in accordance with Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and the Republic of Ireland (FRS 102), International Accounting Standard 33 'Earnings per Share' and the UK Companies Act 2006". The financial statements have been prepared under the historical cost convention.

This is the first year in which the financial statements have been prepared under FRS 102. Refer to note 28 for an explanation of the transition.

The financial statements are presented in Sterling (£).

**Basis of consolidation**

The group financial statements incorporate the financial statements of V22 plc and its UK subsidiary, V22 London Limited, drawn up to 31 December 2015. Its other UK interest, V22 Foundation (a company limited by guarantee) has not been consolidated. This company is engaged in non profit making activity of promoting interest in, and appreciation of, visual art and culture and to enable and promote the production and exhibition of art.

Despite being able to exert significant influence, the company has no financial interest in V22 Foundation as any surpluses are to be applied to its objective. On winding up, all assets are to be distributed to another body with similar objectives. The directors consider that consolidating the financial statements of this company would be misleading in terms of the group's overall financial position and that of the member's interests.

**Going concern**

After reviewing the group's forecasts and projections, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. The group therefore adopt the going concern basis of preparing its financial statements.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**2. ACCOUNTING POLICIES – continued**

**Turnover**

Turnover represents net invoiced sales of good and services, excluding value added tax.

The group recognises revenue when the amount of revenue can be measured reliably, when it is probable that future economic benefits will flow to the entity and when specific criteria have been met for each of the company's activities noted below.

**Rental income:**

Rental income from the letting of studios under licence is recognised on a straight-line basis over the term of the hire period.

**Project management services:**

The company provides project management services which are recognised by reference to agreed contract sums and stage of completion.

**Hire of art:**

The group hires items of art from the V22 collection (which are held as trade investments). Income is recognised on a straight-line basis over the term of the hire period.

**Sale of goods/art:**

The company recognises revenue from the sale of goods upon delivery and the passing of legal title.

**Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Short leasehold	-	Over period of lease
Fixtures and fittings	-	33% on cost
Motor vehicles	-	33% on cost

Tangible fixed assets are carried at cost less accumulated depreciation and accumulated impairment losses.

At each reporting date, the company reviews the carrying amounts of its short leasehold, fixtures and fittings and motor vehicles to determine whether there is any indication that any of these items have suffered an impairment loss. If any such indication exists, the recoverable amount of an asset is estimated in order to determine the extent of the impairment loss, if any. Where it is not possible to estimate the recoverable amount of the asset the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**2. ACCOUNTING POLICIES – continued**

**Tangible fixed assets - continued**

If the recoverable amount of an asset is estimated to be less than the carrying amount, the carrying amount of the asset is reduced to its recoverable amount. Impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately.

**Current asset trade investments – art collection**

The art collection is valued at the lower of cost and selling price less costs to complete the sale.

**Taxation**

Taxation represents the sum of the tax currently payable and deferred tax.

Current tax is the amount of tax currently payable based on taxable profit for the year. Taxable profit differs from profit as reported in the statement of comprehensive income because of items of income or expense that are taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax arises from timing differences that are differences between taxable profits and total comprehensive income as stated in the financial statements. Timing differences result from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date apart from a few exceptions. Unrelieved tax losses and other deferred tax assets are only recognised where they arise from timing differences where their recoverability in the short-term is regarded as more likely than not.

Deferred tax is measured using the tax rates and laws that have been enacted or substantially enacted by the end of the accounting period and that are expected to apply to the reversal of the timing.

**Financial instruments**

Financial assets and liabilities are recognised where the group has become party to the contractual provisions of the instrument. A financial instrument may be summarised as a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another.

The group only enters into basic financial instruments that result in the recognition of financial assets and liabilities like trade and other debtors, loans and trade and other creditors.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**2. ACCOUNTING POLICIES – continued**

**Financial instruments – continued**

Debt instruments that are payable or receivable within one year, typically trade and other debtors and trade and other creditors, are measured, initially and subsequently at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitutes a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or, in the case of an outright short-term loan, not at market rate, the financial asset or liability is measured, initially and subsequently, at the present value of the future payments discounted at a market rate of interest for a similar debt instrument except where the effect of discounting is immaterial.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in profit or loss.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows, discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and the best estimate, which is an approximation of the amount that the company would receive for the asset if it were to be sold at the reporting date.

**Leases**

Assets that are held by the company under leases which transfer to the company substantially all the risks and rewards of ownership are classified as being held under finance leases. Leases which do not transfer substantially all the risks and rewards of ownership to the company are classified as operating leases.

The company currently hold no assets which fall to be classified as finance leases.

Operating lease payments are recognised as an expense on a straight line basis over the term of the lease, except where another systematic basis is more representative of the time pattern in which economic benefits from the lease assets are consumed.

In the event that lease incentives are received to enter into the operating lease, such incentives are recognised as a liability. The aggregate benefit of incentives is recognised as a reduction of rental expense on a straight-line basis, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased assets are consumed.

The policy for operating leases has been modified. Previously, lease payments were recognised on a straight line basis irrespective of the time pattern of benefits arising from the lease. No prior year adjustment is required as a result of this modification as the change only impacts the current financial period.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**2. ACCOUNTING POLICIES – continued**

**Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating profit.

**Share based payments**

In connection with certain agreements underlying the acquisition of the art collection, the company has a choice of whether to settle a deferred payment either in cash or by issuing Ordinary shares. These arrangements are to be accounted for as equity-settled share based payment transactions. The shares to be issued are accounted for as an increase in equity and are valued at the fair value of the artwork acquired. This is deemed to equate to the amount of the deferred payment.

**3. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

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

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

Key estimates:

The company has not been assessed to the cost of utilities with regard to one of its leasehold premises since date of occupation. Management have made best estimates of this expense based on meter readings and unit costs associated therewith. The provision amounts to £27,000.

The accounting policy for operating leases is subject to judgement and estimation in that lease payments and incentives may as an alternative to straight line be recognised on a systematic basis that is more representative of the time pattern in which economic benefits from the leased assets are consumed.

Two properties were acquired in the period which required renovation and alteration prior to the properties being available to let as artists studios. The economic benefit arising from these properties is not evenly spread out on a straight line basis over the term of the leases as not all intended studios were available to let from date of inception. Management have estimated the total revenue by property over the lease term and the operating lease charges are recognised in direct proportion to the forecast revenue streams. This will require a re-evaluation of the estimate at the end of each accounting period.

The estimate is subject to fluctuations in future occupancy rates; rent increases and time taken to achieve target occupancy.

The impact on the financial statements by not recognising operating lease payments on a straight line basis but following a systematic approach that follows the time pattern in which economic benefits from the leased assets are consumed is to reduce cost of sales by £117,746 and increases the gross profit of the group by the same sum.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**4. TURNOVER**

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

Turnover is analysed as follows:

	2015	2014
	£	£
Rental income	767,481	530,294
Project management services	31,000	10,000
Sale of artworks	9,000	-
Other	<u>14,833</u>	<u>27,488</u>
	<u>822,314</u>	<u>567,782</u>

**5. STAFF COSTS**

	2015	2014
	£	£
Wages and salaries	99,868	102,057
Social security costs	<u>8,116</u>	<u>6,558</u>
	<u>107,984</u>	<u>108,615</u>

The average monthly number of employees during the year was as follows:

	2015	2014
	No	No
Directors	4	4
Administration and support	<u>5</u>	<u>6</u>
	<u>9</u>	<u>10</u>

**6. OPERATING LOSS**

The operating loss is stated after charging:

	2015	2014
	£	£
Depreciation – owned assets	52,121	22,941
Auditors' remuneration - for audit services	5,518	6,700
- for taxation and other services	5,611	6,468
Operating lease charges - other	<u>403,653</u>	<u>194,103</u>
Directors' emoluments	<u>33,816</u>	<u>39,800</u>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**7. INTEREST PAYABLE & SIMILAR CHARGES**

	2015	2014
	£	£
Interest payable	<u>4,691</u>	<u>984</u>

**8. TAXATION**

**Analysis of the tax charge/(credit)**

The tax charge/(credit) on the loss on ordinary activities for the year was as follows:

	2015	2014
	£	£
Current tax:		
Isle of Man	380	380
United Kingdom	<u>(3)</u>	<u>(6,411)</u>
Total current tax	377	(6,031)
Deferred tax	<u>5,959</u>	<u>1,852</u>
Tax on loss on ordinary activities	<u>6,336</u>	<u>(4,179)</u>

The company conducts its affairs from the Isle of Man or otherwise outside the United Kingdom and does not carry on its business in the UK. On this basis the company is not liable to UK taxation. The Isle of Man operates a nominal annual corporate tax charge and a zero rate of tax.

Its subsidiary, V22 London Limited is liable to UK taxation. It has taxable trading losses of £64,718 (2014: £47,728) which are available to carry forward for offset in the future. No deferred tax asset has been established in respect of these losses because of the uncertainty of their utilisation at the present time.

Reconciliation of the current tax charge is as follows:

	2015	2014
	£	£
Loss on ordinary activities before taxation	<u>(34,039)</u>	<u>(77,536)</u>
Loss on ordinary activities multiplied by the appropriate tax rate		
Isle of Man - 0%	-	-
United Kingdom - 20% (2014 – 20%)	(2,937)	(12,738)
Effects of:		
Expenses not deductible for UK tax purposes	7,198	8,179
Adjustments to UK tax charge in respect of previous periods	(3)	-
Losses in period not recognised as a deferred tax asset	1,698	-
Isle of Man – annual corporate charge	<u>380</u>	<u>380</u>
Total tax charge/(credit)	<u>6,336</u>	<u>(4,179)</u>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**9. LOSS OF PARENT COMPANY**

As permitted by Section 408 of the UK Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was £19,731 (2014: £14,229).

**10. LOSS PER SHARE**

The basic loss per share is calculated by dividing the loss for the period attributable to ordinary shareholders by the weighted average number of shares in issue. This includes the weighted average number of shares the company intends to issue as part of its put share option arrangements.

Loss for the period	£40,375	(2014: £73,357)
Weighted average of Ordinary 0.01p shares	30,059,385	(2014: 27,877,591)
Loss per share – basic	£0.13p	(2014: £0.26p)

At 31 December 2014 and 31 December 2015 there were no dilutive arrangements in existence.

At 31 December 2015 the Group has the following annual commitments under non-cancellable operating leases:

	2015	2014
	Property	Property
	£	£
Expiring:		
Within one year	17,250	1,250
Between one and five years	128,000	143,000
In more than five years	<u>440,000</u>	<u>-</u>
	<u>585,250</u>	<u>144,250</u>

The above relates to short-term premises. The figure above of £440,000 is after negotiating a reduction of £40,000 after the balance sheet date for a twelve month period.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**11. TANGIBLE FIXED ASSETS**

<b>Group</b>	Short Leasehold £	Fixtures & Fittings £	Motor Vehicles £	Total £
<b>COST</b>				
At 1 January 2015	107,806	14,632	5,956	128,394
Additions	<u>166,187</u>	<u>876</u>	<u>12</u>	<u>167,075</u>
At 31 December 2015	<u>273,993</u>	<u>15,508</u>	<u>5,968</u>	<u>295,469</u>
<b>DEPRECIATION</b>				
At 1 January 2015	45,804	14,342	3,970	64,116
Charge for year	<u>49,549</u>	<u>582</u>	<u>1,990</u>	<u>52,121</u>
At 31 December 2015	<u>95,353</u>	<u>14,924</u>	<u>5,960</u>	<u>116,237</u>
<b>NET BOOK VALUE</b>				
At 31 December 2015	<u>178,640</u>	<u>584</u>	<u>8</u>	<u>179,232</u>
At 31 December 2014	<u>62,002</u>	<u>290</u>	<u>1,986</u>	<u>64,278</u>

**12. TANGIBLE FIXED ASSETS**

<b>Company</b>	Fixtures & Fittings £
<b>COST</b>	
At 1 January 2015 and 31 December 2015	<u>6,830</u>
<b>DEPRECIATION</b>	
At 1 January 2015 and 31 December 2015	<u>6,830</u>
<b>NET BOOK VALUE</b>	
At 31 December 2015	<u>-</u>
At 31 December 2014	<u>-</u>

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**13. FIXED ASSET INVESTMENTS**

<b>Company</b>	Shares in group undertakings £
<b>COST</b>	
At 1 January 2014 and at 31 December 2015	<u>100</u>

The company's investments at the balance sheet date in the share capital of companies include the following:

**Subsidiary**

**V22 London Limited**

Country of incorporation: England and Wales

Nature of business: Specialist services to the London art market and in particular studio lets.

	% holding
Class of shares:	
Ordinary £1	100

**Associate**

**V22 Foundation**

Country of incorporation: England and Wales

Nature of business: Promotion of art.

It is a not for profit making organisation. The company is limited by guarantee with V22 plc providing a guarantee in the sum of £1. V22 plc is one of five members.

The last published financial statements for the company were for the year ended 30 April 2015 which indicate a deficit for the period of £470 (2014: £Nil) and reserves of £(470) (2014: £Nil).

**14. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>Group</b>		<b>Company</b>	
	2015	2014	2015	2014
	£	£	£	£
Trade debtors	22,138	43,673	-	-
Other debtors	10,175	13,500	-	-
VAT	1,913	-	1,746	1,035
Prepayments and accrued income	<u>45,888</u>	<u>40,918</u>	<u>4,125</u>	<u>3,125</u>
	<u>80,114</u>	<u>98,091</u>	<u>5,871</u>	<u>4,160</u>

Other debtors includes a rent deposit of £Nil (2014: £3,500) not due for repayment within one year.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**15. ASSET TRADE INVESTMENTS**

	<b>Group</b>		<b>Company</b>	
	2015	2014	2015	2014
	£	£	£	£
Art collection	<u>558,181</u>	<u>551,241</u>	<u>558,181</u>	<u>551,241</u>

The art collection was valued at the balance sheet date by a firm of specialist valuers 'Webb Valuations Fine Art Limited' at a primary market value of £1,670,429 which showed an uplift in value over cost at that date of £1,112,248.

Items of art with a carrying value of £35,500 (2014: £26,500) are pledged as security against a loan.

**16. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<b>Group</b>		<b>Company</b>	
	2015	2014	2015	2014
	£	£	£	£
Trade creditors	171,674	136,278	50,306	50,365
Amounts owed to Group undertakings	-	-	32,145	38,217
Corporation Tax	-	27,593	-	-
Social security and other taxes	4,041	-	-	-
VAT	-	2,205	-	-
Other creditors	168,963	113,149	-	-
Accrued expenses and deferred income	<u>150,988</u>	<u>112,411</u>	<u>18,313</u>	<u>9,000</u>
	<u>495,666</u>	<u>391,636</u>	<u>100,764</u>	<u>97,582</u>

Loans within other creditors of £24,732 (2014: £14,118) are secured over certain items of the group's art collection as detailed at note 15.

**17. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	<b>Group</b>		<b>Company</b>	
	2015	2014	2015	2014
	£	£	£	£
Other creditors	<u>56,784</u>	<u>21,176</u>	=====	=====

Other creditors which comprise a loan is secured against certain items of the group's art collection as detailed at note 15.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**18. PROVISION FOR LIABILITIES**

	<b>Group</b>		<b>Company</b>	
	2015	2014	2015	2014
	£	£	£	£
<b>Deferred tax</b>				
Accelerated capital allowances	7,811	3,007	-	-
Tax losses carried forward	<u>-</u>	<u>(1,155)</u>	<u>-</u>	<u>-</u>
	<u><b>7,811</b></u>	<u><b>1,852</b></u>	<u><b>-</b></u>	<u><b>-</b></u>
		<b>Group</b>		<b>Company</b>
		<b>Deferred</b>		<b>Deferred</b>
		<b>Tax</b>		<b>tax</b>
		<b>£</b>		<b>£</b>
Balance at 1 January 2015		1,852		-
Provided during year		<u>5,959</u>		<u>-</u>
Balance at 31 December 2015		<u><b>7,811</b></u>		<u><b>-</b></u>

**19. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class	Nominal Value	2015	2014
			£	£
31,291,877 (2014: 29,443,141)	Ordinary	0.01p	3,129	2,944
13,200,000	Deferred A	0.01p	1,320	1,320
21,800,000	Deferred B	0.01p	<u>2,180</u>	<u>2,180</u>
			<u><b>6,629</b></u>	<u><b>6,444</b></u>

During the year the following ordinary shares were allotted, issued and fully paid:

1,848,736 shares with a nominal value of £185 were issued at 1.2p per share.

Total consideration received was £22,185. This comprised of share based payments for art of £5,185 and settlement of various trade debts of £17,000.

Special rights/constraints attaching to the Deferred A and B shares are as follows:

- It will carry one vote at general meetings of the company.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 – continued**

**19. CALLED UP SHARE CAPITAL - continued**

- Until such time as the ordinary shares of the company have traded on a recognised medium for trading shares at a mid market price of not less than 6p per share for a continuous period of 28 days it shall carry no rights to dividends or to participation in the assets of the company other than a right to repayment at par on winding up of the company, such repayment to be deferred to repayment as par of the ordinary shares.
- After the time specified above, each deferred share converts into an ordinary share and has the same right to participate in dividends or to any surplus of assets of the company as each ordinary share.

The deferred B shares carry identical rights to the deferred A shares except that the conversion to ordinary shares will come into affect when the ordinary shares have been trading at a mid market price for a period of continuous 28 days at 7.5p per share.

**20. RESERVES**

The following describes the nature and purpose of each reserves.

**Called up share capital**

Amount subscribed for share capital at nominal value.

**Share premium account**

This reserve records the amount above the nominal value received for shares issued, less transaction costs.

**Profit and loss account**

Includes all current and prior period retained profit and losses.

**21. RELATED PARTY DISCLOSURES**

Bridgewater (IOM) Limited provide administrative services to the company. Administration charges for these services amount to £11,116 (2014: £10,150). SP Corran and G Hunt are directors of Bridgewater (IOM) Ltd. An amount of £23,988 was owed to Bridgewater (IOM) Ltd at the year end which is a trade debt, interest free and repayable on demand.

The company has provided security on a loan from a third party to V22 Limited comprising artworks with a carrying value of £35,500.

KT Cranswick, a director and shareholder, had provided a loan in the previous year of £15,000 which was repayable on or before 31 December 2015 at an interest rate of 7%. During the year £1,000 was repaid leaving a balance payable of £14,000. The loan is repayable on demand and is included within 'creditors: amounts falling due within one year – other creditors'.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**22. POST BALANCE SHEET EVENTS**

After the year end, a one off rent reduction was successfully negotiated for 2016 for one of its subsidiary's leasehold premises in the sum of GBP 40,000. This reduction is reflected in the minimum lease commitment detailed at note 12. On the same premises, V22 plc held a call option on 30% of the holding company of the building's freehold interest. We successfully negotiated reducing this call option to 15% in exchange for a cash sum payable in two sums of GBP 150,000 and GBP 75,000 respectively.

An exciting development for our future sustainability was V22 London Ltd's tender to acquire Louise House – a Grade II listed building in Forest Hill, SE London was successful. The tender was run by London Borough of Lewisham to award a 125 year lease on the property at a premium of GBP 250,000. We signed the long leasehold in May 2016; we are delighted by this step in growing the company's rental property portfolio, exhibition and event space.

Since the year end the V22 London Ltd has negotiated a new agreement to lease on premises in Shoreditch EC2, in the heart of tech city, for an initial term of 10 years. We were selected as one of Hackney Council's approved affordable workspace providers. This element of the development is safeguarded for affordable workspace and will host creative entrepreneurs and businesses, freelancers, start-ups, and social enterprises. The rental prices, although significantly cheaper than the surrounding area, will be prohibitive for most artists, however, we are creating a showroom in the space which all of our tenants can book in order to present work to collectors, present new ideas and products or show new developments in their practise. We believe that as affordable workspace is forced out of central London, innovative shared solutions such as these will enable our city to retain its rich cultural economy, and our key stakeholders to retain space for creative practices.

**23. ULTIMATE CONTROLLING PARTY**

The directors are of the opinion that there is no ultimate controlling party.

**24. NET ASSET VALUE PER SHARE**

The group has a net asset per Ordinary share of 0.940p (2014: 1.061p).

The net asset per Ordinary share increases to 4.494p (2014: 3.990p) if the primary market value of the art collect as at 31 December 2015 is included within the assessment of net assets.

**25. FINANCIAL STATEMENTS**

The group uses financial instruments, comprising cash, bank, trade debtors and trade creditors, which arise directly from its operations. The main purposes of these instruments is to further the company's operations.

**Interest rate risk**

The group finances its operations through new investment funds raised and short term fixed interest rate loans from directors and artists. The board utilises short term floating rate interest bearing accounts to ensure adequate working capital is available whilst maximising returns on deposits.

**Liquidity risk**

The group seeks to manage financial risk, to ensure sufficient liquidity is available to meet foreseeable needs and to invest cash assets safely and profitably.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2015 - continued**

**25. FINANCIAL STATEMENTS - continued**

**Foreign exchange risk**

The group trades substantially within the United Kingdom and the majority of transactions are denominated in sterling. Consequently the group is not significantly exposed to currency risk.

**26. FINANCIAL ASSETS AND LIABILITIES**

	<b>Group</b>		<b>Company</b>	
	2015	2014	2015	2014
	£	£	£	£
Financial assets measured at amortised costs	<u>69,297</u>	<u>70,667</u>	<u>300</u>	<u>3,315</u>
Financial liabilities measured at amortised costs	<u>397,421</u>	<u>270,603</u>	<u>82,451</u>	<u>88,582</u>

**27. CHANGE TO COMPARATIVES UNRELATED TO FIRST YEAR ADOPTION OF FRS 102**

The group's principal source of income relates to the provision of studio lets. Income from this activity has previously been identified under other operation income. It is now considered more appropriate to record this income under turnover. Consequently, the comparative figures for turnover and other operating income had been increased and decreased respectively by the sum of £530,294.

The comparative figures for cost of sales and administrative expenses have also been adjusted to reflect the direct costs of the studio lets as being reclassified as cost of sales. Cost of sales has been increased by £354,211 with a corresponding reduction to administrative expenses.

**28. FIRST YEAR ADOPTION**

The financial information for the year ended 31 December 2015 has been prepared in accordance with Financial Reporting Standard 102 (FRS 102) for the first time. The company's transition date to FRS 102 was 1 January 2014. The rules relating to the transition are set out in section 35 to the standard. The transitional rules require that the new financial reporting standard be adopted for the comparative period, that is the year to 31 December 2014 and therefore commences with the opening balance sheet at 1 January 2014.

The comparative figures have therefore been presented on the basis that FRS 102 had been adopted for that period.

Following adoption of FRS 102 and the possible effect on the company's accounting policies, there are no reported effects on transition to either equity or loss. Consequently no reconciliation is required for either the group/company's equity at 1 January 2015 and 31 December 2015 and of its loss so determined in its most recent annual financial statements.

**Transitional relief**

On transition to FRS 102, the company has taken advantage of the following transitional relief:

- Not to apply the requirements of paragraphs 20.15A to 20.25A in respect of lease incentives.

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**GROUP TRADING AND PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 DECEMBER 2015**

	2015	2014
£	£	£
<b>Sales</b>	822,314	567,782
<b>Cost of sale</b>		
Rent	403,653	194,103
Rates and water	114,457	73,284
Light and heat	46,752	25,998
Insurance	11,587	20,251
Repairs to property	30,038	45,575
Other direct costs	<u>15,453</u>	<u>1,683</u>
	<u>621,940</u>	<u>360,894</u>
<b>GROSS PROFIT</b>	200,374	206,888
<b>Expenditure</b>		
Directors' salaries	26,016	32,000
Wages	73,852	70,057
Social security	8,116	6,558
Telephone	3,999	4,814
Post and stationery	1,391	1,294
Advertising/promotions	1,280	7,405
Travelling	2,452	4,665
Cleaning	-	580
Administration costs	11,116	11,306
Sundry expenses	690	2,205
Accountancy	14,000	15,000
Provision for bad debt	(1,853)	4,285
Legal, professional and consultancy fees	23,703	84,659
Auditors' remuneration	11,129	13,168
Entertainment	<u>1,394</u>	<u>1,950</u>
	<u>177,285</u>	<u>259,946</u>
<b>EBITDA</b>	23,089	(53,058)
<b>Depreciation of tangible fixed assets</b>		
Short leasehold	49,549	20,667
Fixtures and fittings	582	289
Motor vehicles	<u>1,990</u>	<u>1,985</u>
	<u>52,121</u>	<u>22,941</u>
	(29,032)	(75,999)
<b>Finance costs</b>		
Bank charges	316	553
Interest payable	<u>4,691</u>	<u>984</u>
	<u>5,007</u>	<u>1,537</u>
<b>NET LOSS</b>	<u>(34,039)</u>	<u>(77,536)</u>

This page does not form part of the statutory accounts