Strategic Report,

Report of the Directors and

**Financial Statements** 

for the Year Ended 31 December 2018

for

MATHENGINE PLC

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## Company Information for the year ended 31 December 2018

D J N Nabarro

DT1 3GR

W G Wells Registered office: No. 1 The Yard Burraton Square Poundbury Dorset

**Registered number:** 

03334206 (England and Wales)

Auditors:

**Directors:** 

Haines Watts Chartered Accountants and Statutory Auditor Sterling House 19/23 High Street Kidlington Oxfordshire OX5 2DH The directors present their strategic report for the year ended 31 December 2018.

#### **Review of business and key financial indicators**

Value of the Company's portfolio

During the year to 31st December 2018, the value of the Company's assets increased to £775,027, an eighteen-point-one per cent (18.1%) improvement on the previous year's net asset value figure of £656,206, as stated under FRS (Financial Reporting Standard) 102.

At the year end, the company held cash amounting to 6.1% of net assets and on a per share basis, Mathengine's Ordinary shares had an approximate net asset value of 3.1 pence per share.

Company website

Shareholders can continue to track the progress of our company at your Company's website at www.mathengineplc.com.

Portfolio policy, development and performance

As stated in last year's Report and Accounts, the Company's prime investment is in Vena Solutions Inc., the Canadian corporate performance management software company. Very close to the end of the year, the Company received a cash offer of C\$ 5.28 per share for the shares that Mathengine owned in Vena Solutions Inc. The Company accepted the offer and sold 210,000 shares or circa 84% of its shareholding of 250,000 common shares in January 2019 for C\$1,108,800. Mathengine has retained 40,000 Vena Common shares for further capital growth. Full details about Vena can be found on our MathEngine web-site as above.

Interested MathEngine shareholders can also look at Vena's web-site at www.venasolutions.com.

#### Principal risks and uncertainties

The Company's internal controls are designed to meet its particular needs and the financial risks to which it is exposed.

In this context, the controls can only provide reasonable, not absolute, assurance against material errors, losses or fraud by third parties.

The directors take an active role in assessing the potential financial risks in all areas of the business by reviewing the investments regularly and also through day to day management control.

The Company's principle financial assets are investments and cash which are monitored daily.

On behalf of the board:

D J N Nabarro - Director

Date:

#### Report of the Directors for the year ended 31 December 2018

The directors present their report with the financial statements of the company for the year ended 31 December 2018.

#### **Principal activity**

The principal activity of the Company in the year under review was that of an investment company aiming to achieve capital appreciation over a long-term perspective.

#### Dividends

No dividends will be distributed for the year ended 31 December 2018.

#### **Future developments**

The Company has no debt and now significant cash in hand and the board will continue to seek other interesting and potentially profitable investment opportunities for the Company.

#### Directors

The directors shown below have held office during the whole of the period from 1 January 2018 to the date of this report.

D J N Nabarro W G Wells

#### Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, the Report of the Directors and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company 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 accounting 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;

- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### 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 Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

## Report of the Directors for the year ended 31 December 2018

# Auditors

The auditors, Haines Watts, will be proposed for re-appointment at the forthcoming Annual General Meeting.

## On behalf of the board:

D J N Nabarro - Director

Date:

#### Opinion

We have audited the financial statements of MathEngine plc (the 'company') for the year ended 31 December 2018 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity, Cash Flow Statement and Notes to the Cash Flow Statement, Notes to the Financial Statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Basis for opinion**

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

#### Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### Other information

The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### **Opinion on other matters prescribed by the Companies Act 2006**

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

- the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

#### Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Directors.

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

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

#### **Responsibilities of directors**

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

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

## Auditors' responsibilities for the audit of the financial statements

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

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

#### Use of our report

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in a Report of the Auditors 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.

Rodney Style ACA (Senior Statutory Auditor) for and on behalf of Haines Watts Chartered Accountants and Statutory Auditor Sterling House 19/23 High Street Kidlington Oxfordshire OX5 2DH

Date: .....

## Income Statement for the year ended 31 December 2018

	Notes	31/12/18 £	31/12/17 £
Turnover			-
Administrative expenses		(16,225)	(31,456)
Operating loss	4	(16,225)	(31,456)
Interest receivable and similar income		1,132	7,527
Gain/loss on revaluation of assets		(15,093) 165,614	(23,929) 142,631
		150,521	118,702
Interest payable and similar expenses	5	-	(1,000)
Profit before taxation		150,521	117,702
Tax on profit	6	(31,700)	(10,600)
Profit for the financial year		118,821	107,102

The notes form part of these financial statements

# Other Comprehensive Income for the year ended 31 December 2018

	31/12/18	31/12/17
Notes	£	£
Profit for the year	118,821	107,102
Other comprehensive income		
Profit and Loss	167,092	153,879
Revaluation reserve	(167,092)	(153,879)
Income tax relating to components of other		
comprehensive income	-	-
-		
Other comprehensive income For the year,		
net of income tax	-	-
Total comprehensive income for the year	118,821	107,102
- •		

The notes form part of these financial statements

## MATHENGINE PLC (REGISTERED NUMBER: 03334206)

#### Balance Sheet 31 December 2018

	Notes	£	31/12/18 £	£	31/12/17 £
Fixed assets					
Investments	7		782,803		632,189
Current assets					
Debtors	8	20,277		18,889	
Cash at bank		47,570		49,051	
		67,847		67,940	
<b>Creditors</b> Amounts falling due within one year	9	6,823		6,823	
5	-	,	_		
Net current assets			61,024		61,117
Total assets less current liabilities			843,827		693,306
Provisions for liabilities	10		68,800		37,100
Net assets			775,027		656,206
Capital and reserves					
Called up share capital	11		2,422,003		2,422,003
Share premium	12		12,249,614		12,249,614
Retained earnings	12		(13,896,590)		(14,015,411
Shareholders' funds			775,027		656,206

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

D J N Nabarro - Director

# Statement of Changes in Equity for the year ended 31 December 2018

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 January 2017	2,422,003	(14,122,513)	12,249,614	549,104
Changes in equity Total comprehensive income Balance at 31 December 2017	2,422,003	107,102	12,249,614	107,102 656,206
<b>Changes in equity</b> Total comprehensive income		118,821		118,821
Balance at 31 December 2018	2,422,003	(13,896,590)	12,249,614	775,027

The notes form part of these financial statements

## Cash Flow Statement for the year ended 31 December 2018

	Notes	31/12/18 £	31/12/17 £
Cash flows from operating activities		~	~
Cash generated from operations	1	(12,613)	(65,273)
Interest paid		-	(1,000)
Tax paid			(1,067)
Net cash from operating activities		(12,613)	(67,340)
Cash flows from investing activities			
Purchase of fixed asset investments		-	(18,068)
Sale of fixed asset investments		15,000	150,000
Interest received		1,132	7,527
Net cash from investing activities		16,132	139,459
Cash flows from financing activities			
Amount introduced by directors		-	1,000
Amount withdrawn by directors		(5,000)	(26,000)
Net cash from financing activities		(5,000)	(25,000)
(Decrease)/increase in cash and cash equiv Cash and cash equivalents at beginning of		(1,481)	47,119
year	2	49,051	1,932
Cash and cash equivalents at end of year	2	47,570	49,051

## Notes to the Cash Flow Statement for the year ended 31 December 2018

# 1. **Reconciliation of profit before taxation to cash generated from operations**

31/12/18	31/12/17
£	£
150,521	117,702
(165,614)	(142,631)
-	1,000
(1,132)	(7,527)
(16,225)	(31,456)
3,612	(7,817)
-	(26,000)
(12,613)	(65,273)
	$ \begin{array}{c}                                     $

## 2. Cash and cash equivalents

The amounts disclosed on the Cash Flow Statement in respect of cash and cash equivalents are in respect of these Balance Sheet amounts:

Year ended 31 December 2018		
	31/12/18	1/1/18
	£	£
Cash and cash equivalents	47,570	49,051
Year ended 31 December 2017		
	31/12/17	1/1/17
	£	£
Cash and cash equivalents	49,051	1,932

#### Notes to the Financial Statements for the year ended 31 December 2018

#### 1. **Statutory information**

Mathengine Plc is a public company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

#### 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 Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

#### Significant judgements and estimates

The preparation of the financial statements in conformity with FRS 102 requires management to use accounting estimates and exercise judgement in the process of applying the company's accounting policies. There were no areas which required significant judgement or measurement uncertainty.

#### Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### **Deferred** tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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

#### **Foreign currencies**

Assets and liabilities in foreign currencies are translated into sterling at the rates 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 result.

#### Going concern

The directors have made an assessment of the company's ability to continue as a going concern and have indentified no material uncertainties that may cast a significant doubt on the ability of the company to continue as a going concern for the foreseeable future.

#### 3. **Employees and directors**

	31/12/18	31/12/17
	£	£
Wages and salaries	5,000	-

## Notes to the Financial Statements - continued for the year ended 31 December 2018

# 3. Employees and directors - continued

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

	0	 C	2		31/12/18	31/12/17
Directors					2	2

Gillian Hedger is Mathengines's Company Secretary and both collates information for you for the annual audit and also from time-to-time liases with Tom McCullough at Link Asset Services, who are our registrars but Cato Strategic remunerates her entirely.

	31/12/18	31/12/17
	£	£
Directors' remuneration	5,000	-

# 4. **Operating profit**

5.

6.

The operating profit is stated after charging:

	31/12/18	31/12/17
	£	£
Auditors' remuneration	3,500	4,500
Foreign exchange differences	20	7
Interest payable and similar expenses		
L V L	31/12/18	31/12/17
	£	£
Other interest payable	-	1,000
Taxation		
Analysis of the tax charge		
The tax charge on the profit for the year was as follows:		
	31/12/18	31/12/17
	0	0

Deferred tax	£ 31,700	<b>£</b> 10,600
Tax on profit	31,700	10,600

## Notes to the Financial Statements - continued for the year ended 31 December 2018

# 6. **Taxation - continued**

## Reconciliation of total tax charge included in profit and loss

The tax assessed for the year is higher than the standard rate of corporation tax in the UK. The difference is explained below:

Profit before tax	31/12/18 £ 150,521	<b>31/12/17</b> £ 117,702
Profit multiplied by the standard rate of corporation tax in the UK of 19% (2017 - 19.250%)	28,599	22,658
Effects of: Expenses not deductible for tax purposes		94
Revaluation of investments	(31,467)	(27,456)
Current year losses carried forward Deferred tax charge tax	2,868 31,700	4,704 10,600
Total tax charge	31,700	10,600

## Tax effects relating to effects of other comprehensive income

Profit and Loss Revaluation reserve	Gross £ 167,092 (167,092) 	Tax £ - -	31/12/18 Net £ 167,092 (167,092)
Profit and Loss Revaluation reserve	Gross £ 153,879 (153,879)	Tax £ 	31/12/17 Net £ 153,879 (153,879)

## Notes to the Financial Statements - continued for the year ended 31 December 2018

# 7. **Fixed asset investments**

	Unlisted
	investments
	£
Cost or valuation	
At 1 January 2018	685,032
Disposals	(15,000)
Revaluations	167,092
At 31 December 2018	837,124
Provisions	
At 1 January 2018	52,843
Provision for year	1,478
At 31 December 2018	54,321
Net book value	
At 31 December 2018	782,803
At 31 December 2017	632,189

Cost or valuation at 31 December 2018 is represented by:

	Unlisted investments
	£
Valuation in 2014	2,999
Valuation in 2015	(93,246)
Valuation in 2016	232,561
Valuation in 2017	153,979
Valuation in 2018	162,092
Cost	378,739
	837,124

The original cost of the fixed asset investments amounts to £378,739 (2017 - £388,739).

## 8. **Debtors**

	31/12/18	31/12/17
	£	£
Amounts falling due within one year:		
Other debtors	3,333	3,333
Directors' current accounts	5,000	-
	8,333	3,333

# Notes to the Financial Statements - continued for the year ended 31 December 2018

8.	Debtors - continued	31/12/18	31/12/17
	Amounts falling due after more than one year: Other debtors	£ 11,944	£ 15,556
	Aggregate amounts	20,277	18,889
9.	Creditors: amounts falling due within one year	31/12/18	31/12/17
	Directors' current accounts Accrued expenses	£ 823 6,000	£ 823 6,000
		6,823	6,823
10.	Provisions for liabilities	31/12/18	31/12/17
	Deferred tax	£ 68,800	<b>£</b> 37,100
			Deferred tax £
	Balance at 1 January 2018 Charge to Income Statement during year		37,100 31,700
	Balance at 31 December 2018		68,800
11.	Called up share capital		

Number:	Class:	Nominal	31/12/18	31/12/17
		value:	£	£
25,975,467	Ordinary	1p	259,755	259,755
216,224,820	Deferred	1p	2,162,248	2,162,248
			2,422,003	2,422,003

## Notes to the Financial Statements - continued for the year ended 31 December 2018

#### 12. **Reserves**

	Retained earnings £	Share premium £	Totals £
At 1 January 2018 Profit for the year	(14,015,411) 118,821	12,249,614	(1,765,797) 118,821
At 31 December 2018	(13,896,590)	12,249,614	(1,646,976)

#### 13. Directors' advances, credits and guarantees

The following advances and credits to a director subsisted during the years ended 31 December 2018 and 31 December 2017:

	31/12/18	31/12/17
	£	£
W G Wells		
Balance outstanding at start of year	-	-
Amounts advanced	5,000	-
Amounts repaid	-	-
Amounts written off	-	-
Amounts waived	-	-
Balance outstanding at end of year	5,000	-

# 14. Related party disclosures

During the year the company paid fees of £Nil (2017 - £12,180) to Cato Strategic Limited. An unsecured loan of £5,500 was advanced to Cato Strategic Ltd during the year which was repaid in full plus £500 of interest on 13 November 2018 which represented an annualised interest rate of 29.18%. Cato Strategic Limited is a company that is 60% owned by D J N Nabarro, who is a Director of Mathengine Plc.

## 15. Ultimate controlling party

There is no controlling party.

## Detailed Profit and Loss Account for the year ended 31 December 2018

	£	31/12/18 £	£	31/12/17 £
Income		-		-
Other income				
Deposit account interest	86		26	
Other loan interest receivable	1,046	1 1 2 2	7,501	7.507
		1,132		7,527
		1,132		7,527
Expenditure				
Directors' salaries	5,000		-	
Office expenses	1,113		12,180	
Travelling Website and domain costs	374 389		5,881	
Website and domain costs Sundry expenses	389 1		-	
Accountancy	3,113		5,609	
Legal and professional fees	2,495		2,613	
Auditors' remuneration	3,500		4,500	
Foreign exchange losses	20		7	
Entertainment	-		490	
		16,005		31,280
		(14,873)		(23,753)
Finance costs				
Bank charges	209		176	
Credit card	11		-	
Other interest payable		220	1,000	1,176
		(15,093)		(24,929)
Gain/loss on revaluation of assets				
Gain/loss on revaluation of assets		165,614		142,631
Net profit		150,521		117,702

This page does not form part of the statutory financial statements