AfriAg plc

Annual Report and Financial Statements
for the year ended 31 December 2015

Registered number 002845V

AfriAg plc

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Company information

Directors	Hamish Harris (Executive Chairman) Anthony Samaha (Finance Director) Donald Strang (Non-executive Director)
Registered office	34 North Quay Douglas Isle of Man IM1 4LB
Corporate Adviser and Broker	Cairn Financial Advisers LLP 61 Cheapside London, EC2V 6AX United Kingdom
Auditor	Chapman Davis LLP Chartered Accountants and Registered Auditor 2 Chapel Court, London, SE1 1HH United Kingdom
Solicitors to English Law	Kerman & Co. LLP 200 Strand, London, WC2R 1DJ United Kingdom
Solicitors to Isle of Man Law	Dougherty Quinn The Chambers 58 Mount Pleasant Douglas Isle of Man IM1 2PU
Bankers	Lloyds Bank plc 39 Threadneedle Street, London, EC2R 8AU United Kingdom
Registrar, Registered Agent and Administrator	Cavendish Trust Company Limited 31-37 North Quay Douglas Isle of Man IM1 4LB
CREST Service Provider	Share Registrars Limited Suite E, First Floor, 9 Lion and Lamb Yard, Farnham, Surrey, GU9 7LL

Chairman's report (incorporating the strategic review)

I am pleased to present the annual report and financial statements for AfriAg plc (the "Company" and, together with its wholly owned subsidiaries, the "Group") for the year ended 31 December 2015.

2015 has been an outstanding year of growth for the Company, with its 100% owned marketing division AfriAg Marketing Pty Ltd ("AfriAg Marketing") generating in excess of 400% increase in revenues to ZAR 38.395 million (£1.977 million) with a net loss for the year of ZAR 0.484 million (£25,000) and total assets of ZAR 6.775 million (£296,000).

In addition, the Company is pleased to report that the specialist African agri-logistics group AfriAg SA (Pty) Ltd ("AfriAg SA") in which the Company has a 40% equity shareholding, has now developed into a significant logistics enterprise. It has reported full year revenues to 31 December 2015 of ZAR 119.522 million (£6.155 million), with a net profit for the year of ZAR 6.964 million (£359,000) and total assets of ZAR 47.378 million (£2.073 million). The Company has equity-accounted for its 40% share of this profit for 2015, being £143,000 (2014: £4,000).

Group Results for the period

- The Group's gross turnover has increased by over 400% to £1.977 million for the year (2014 - £391,000)
- The Group's net loss after taxation for the year was £96,000 (2014 - £835,000 loss).
- The Group's current assets including cash at 31 December 2015 amounted to £810,000 (31 December 2014: £945,000).

Strategic Review for the Period

AfriAg was formed only a few years ago with the view of establishing an agri-logistics investment company, with the principal aim of investing in entities which export African food products to the global market place and we are now seeing this business plan being implemented as envisaged.

Our client base has continued to grow, with the Group and its investee company now providing bespoke agri-logistics solutions for several large companies and names in southern Africa and globally.

AfriAg Marketing and AfriAg SA have significantly increased their combined fleet of branded "AfriAg" refrigerated trucks over the past year and now currently operate a combined busy fleet of 58 trucks with 52 trucks leased and operated by Afriag SA and 6 trucks by Afriag Marketing.

AfriAg Marketing has experienced an excellent year of trading, increasing its revenues in 2015 by over 400% to ZAR 38.395 million (£1,977,000) (compared to ZAR 6.792 million (£391,000) for 2014) resulting from the Company expanding its business operations of trading and transporting fresh food products in and out of southern Africa.

The majority of the revenue for 2015 for AfriAg Marketing was generated from the much faster moving fruit and vegetable export markets from southern Africa to many destinations globally. AfriAg Marketing made a strategic decision to focus on exports that had a significantly shorter payment cycle. As such the trading of fish products ceased during the year with AfriAg Marketing instead focussing on trading and transport logistics of these faster moving products.

During the year, AfriAg Marketing commenced acquiring its own fleet of branded "AfriAg" refrigerated trucks to cope with the increased demand for its exports. AfriAg Marketing's 100% owned fleet now totals 6 diesel Mercedes trucks and refrigerated 15.2m (30 pallet) trailers painted in AfriAg colours. The new fleet is currently servicing clients transporting fresh produce from Zimbabwe, Zambia, Malawi and Mozambique to Johannesburg for domestic distribution there and for airfreight and seafreight to global markets.

Chairman's report (incorporating the strategic review)

AfriAg SA had an outstanding trading year in 2015, expanding its operations significantly with a particular highlight being the record airfreight achieved for the year of 2.56 million kilograms of perishable goods being airfreighted from South Africa, on behalf of clients, to their multiple export markets around the globe. This is an approximate 50% increase on 2014 airfreight numbers of 1.72 million kilograms, making AfriAg SA one of the largest movers of perishable airfreighted food in Southern Africa.

AfriAg SA has also opened a new operational headquarters and logistics base of 10,000 square metres in Johannesburg, 6 kilometres from O.R. Tambo International Airport. The new AfriAg SA HQ handles all aspects of the business and is the major staging and refuelling point for AfriAg's growing fleet.

Public Trading Platform for the Company's shares

On 9 October 2015, the Company's ordinary shares commenced trading on the ISDX Growth Market under the ticker AFRI, as well as trading on the London AIM market.

On 25 January 2016, the Company posted a circular to Shareholders convening a general meeting on 16 February 2016 proposing that Shareholder's should vote to cancel the admission of the Company's Ordinary Shares to trading on AIM under AIM Rule 41.

The Company's Board had determined that in their view and given the size and stage of development of the Company, that the ISDX Growth Market provides Shareholders with the most appropriate listing platform on which to promote the Company's growth strategy.

On 16 February 2016, the Company's Shareholders voted in favour at that General Meeting to delist from the London AIM market.

The Company's shares ceased trading on AIM market on 24 February 2016 and remain trading on London's ISDX Growth Market under the Ticker Symbol "AFRI".

Board Changes

On 21 December 2015, David Lenigas retired as Chairman of the Company and Hamish Harris was appointed as Chairman. Mr Lenigas remains Chairman of AfriAg SA.

On 28 April 2016, the Company announced that Anthony Samaha had been appointed to the board with immediate effect, replacing Donald Strang as finance director. Donald Strang will remain on the board as a non-executive director.

Outlook

The Company anticipates another year of strong growth as the logistics fleet continues to expand due to the increased demand for our and AfriAg SA's agri-logistics services focused on Africa.

We are seeing continued strong growth with airfreight movement in AfriAg SA, having flown over 800,000 kg of perishables for the first four months of 2016 to the end of April. These months are typically the quiet months and are substantially in excess of the 2015 airfreight numbers for the same period.

We will continue to increase our logistics trucking capacity and expand our trading model of selling and exporting African fresh food to the world.

The Company also intends to identify further investments in the African agri-logistics sector, to enhance the AfriAg brand, which has now become very well established.

The Board would like to take this opportunity to thank our shareholders, staff and consultants for their continued support and I look forward to reporting further significant progress over the next period and beyond.

Hamish Harris
Executive Chairman
12 May 2016

Directors' report

The directors present their report on the group and its audited financial statements for the year ended 31 December 2015.

Principal activity
The principal activity of the Group is that of investing by seeking to acquire a direct and/or indirect interest in projects and assets in the agriculture and logistics sectors. The Group currently has a focus on opportunities in Africa, Europe and the Middle East but will consider possible opportunities anywhere in the world.

Results and dividends
The income statement is set out on page 10 and has been prepared in Sterling, the functional and reporting currency of the parent company.

The Group's net loss after taxation attributable to equity holders of AfriAg plc for the year was £96,000 (2014 - £835,000 loss).

No dividends have been paid or proposed.

Review of the business and future developments
A full review of the Group's performance, financial position and future prospects is given in the Chairman's Report, incorporating the Strategic Review.

Directors and their interests
The interests of the Directors at 31 December 2015 in the ordinary share capital of the Company (all beneficially held) were as follows

	31 December 2015 or date of resignation	**31 December 2014**
	No.	No.
David Lenigas (resigned 21 December 2015)	121,000,000	106,000,000
Donald Strang	40,000,000	40,000,000
Hamish Harris	40,000,000	40,000,000

In addition to the issued shares shown above, David Lenigas, Donald Strang and Hamish Harris each hold options over 13,000,000; 13,600,000 and 13,600,000 ordinary shares respectively, exercisable at 0.1p at any time up to 31 December 2020.

Substantial shareholdings

Other than as summarised below, the Directors have not been advised of any individual interest, or group or interests held by persons acting together, which at 12 May 2016 exceeded 3% of the Company's issued share capital.

	Number of Ordinary Shares held	% of issued share capital
Pershing Nominees Ltd	238,000,000	17.23
Vidacos Nominees Limited	224,250,000	16.24
Forest Nominees Ltd	118,000,000	8.54
Barclayshare Nominees Ltd	92,122,366	6.67
Beaufort Nominees Limited	76,792,125	5.56
Redmayne (Nominees) Limited	66,300,000	4.80
Ferlim Nominees Limited	55,300,000	4.00
HSBC Global Custody Nominee (UK) Ltd	55,000,000	3.98
Hargreaves Lansdown (Nominees) Ltd	48,139,228	3.49
TD Direct Investing Nominees (Europe) Ltd	43,300,084	3.14

Employees

The Company has no directly employed personnel.

Creditor payment policy

The policy of the Company is to:

(a) Agree the terms of payment with suppliers when settling the terms of each transaction;

(b) Ensure that suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts; and

(c) Pay in accordance with its contractual and other legal obligations provided suppliers comply with the terms and conditions of supply.

Directors' liability

As permitted by the Isle of Man Companies Act 2006, the Company has purchased insurance cover for the Directors against liabilities in relation to the Company.

Charitable donations

During the period, the Company made no charitable donations (2014 - £Nil).

Financial reporting

The Board has ultimate responsibility for the preparation of the annual audited accounts. A detailed review of the performance of the Group is contained in the Chairman's report. Presenting the Chairman's report and Director's Report, the Board seeks to present a balanced and understandable assessment of the Group's position, performance and prospects.

Internal control

A key objective of the Directors is to safeguard the value of the business and assets of the Group. This requires the development of relevant policies and appropriate internal controls to ensure proper management of the Group's resources and the identification and mitigation of risks which might serve to undermine them. The Directors are responsible for the Group's system of internal control and for reviewing its effectiveness. It should, however, be recognised that such a system can provide only reasonable and not absolute assurance against material misstatement or loss.

Risk management
The directors have in place a process of regularly reviewing risks to the business and monitoring associated controls, actions and contingency plans.

The Group's financial risk management policies are set out in Note 20.

Corporate Governance
Audit and Remuneration Committees have been established and comprise Donald Strang and Hamish Harris, and Donald Strang and Hamish Harris respectively.

The role of the Remuneration Committee is to review the performance of the executive Directors and to set the scale and structure of their remuneration, including bonus arrangements. The Remuneration Committee also administers and establishes performance targets for the Company's employee share schemes and executive incentive schemes for key management. In exercising this role, the terms of reference of the Remuneration Committee require it to comply with the Code of Best Practice published in the Combined Code.

The Audit Committee is responsible for making recommendations to the Board on the appointment of the auditors and the audit fee, and receives and reviews reports from management and the Company's auditors on the internal control systems in use throughout the Company and its accounting policies.

Going concern
The Directors noted the losses that the Group has made for the year ended 31 December 2015. The Directors have prepared cash flow forecasts for the period ending 31 May 2017 which take account of the current cost and operational structure of the Group.

The cost structure of the Group and Parent Company comprises a high proportion of discretionary spend and therefore in the event that cash flows become constrained, costs can be quickly reduced to enable the Group and Parent Company to operate within its available funding.

These forecasts demonstrate that the Group has sufficient cash funds available to allow it to continue in business for a period of at least twelve months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

It is the prime responsibility of the Board to ensure the Group and Parent Company remains as going concerns. At 31 December 2015 the Group had cash and cash equivalents of £248,000 and borrowings of £nil. The Group and Parent Company has minimal contractual expenditure commitments and the Board considers the present funds sufficient to maintain the working capital of the Group and Parent Company for a period of at least 12 months from the date of signing the Annual Report and Financial Statements. For these reasons the Directors adopt the going concern basis in the preparation of the Financial Statements

Statement of directors' responsibilities

Isle of Man company law requires the directors to keep reliable accounting records which correctly explain the transactions of the Company, enable the financial position of the Company to be determined with reasonable accuracy at any time and allow financial statements to be prepared. The shareholders have resolved, in accordance with the Companies Act 2006 and the Articles of Association, that the directors prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company and of its profit or loss for that period.

On this basis the directors have elected to prepare the financial statements for the Company in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. In preparing these financial statements, International Accounting Standard 1 requires that:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable IFRSs have been followed, subject to any material departures disclosed and explained in the accounts; and
- prepare the accounts 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 to enable them to ensure that the accounts comply with the Isle of Man Companies Act 2006. They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Website publication

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom and the Isle of Man governing the preparation and dissemination of accounts may differ from legislation in other jurisdictions.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware.

Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board of Directors

Hamish Harris
Director
12 May 2016

Independent auditor's report to the members of AfriAg plc

We have audited the financial statements of AfriAg plc for the period to 31 December 2015 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Company Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Company Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Company Statement of Cash Flows, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

This report is made solely to the company's members, as a body, in accordance with the Isle of Man Companies Acts of 1931 to 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 directors' responsibilities statement set out on page 8, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the accounts 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

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.

Opinion on the financial statements

In our opinion the financial statements:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2015 and of the group's loss, and of the group's and parent company's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Isle of Man Companies Acts 1931 to 2006; and
- the financial statements have been prepared in accordance with the requirements of the Isle of Man Companies Acts 1931 to 2006.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Isle of Man Companies Acts 1931 to 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 accounts 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.

Keith Fulton (Senior Statutory Auditor)
for and on behalf of Chapman Davis LLP
Chartered Accountants and Statutory Auditors
London
12 May 2016

Financial statements
Consolidated statement of comprehensive income for the period to 31 December 2015

	Note	Year ended 31 December 2015 £'000	Year ended 31 December 2014 £'000
Revenue	4	1,977	391
Cost of sales		(1,927)	(335)
Gross Profit		**50**	**56**
Administration expenses		(313)	(436)
Share Based Payment Charge		-	(32)
Operating (loss)	4-5	**(263)**	**(412)**
Share of associate result	13	143	4
Investment income	7	26	3
Finance costs	8	(2)	-
Realised loss on equity swap	17	-	(430)
(Loss) before taxation		**(96)**	**(835)**
Taxation	9	-	-
(Loss) for the period attributable to equity holders of the parent		**(96)**	**(835)**
Other comprehensive income			
Gain/(loss) on revaluation of available for sale investments		36	(25)
Transfer to income statement		(7)	300
Translation exchange (loss)		(102)	(21)
Other comprehensive income for the period net of taxation		**(73)**	**254**
Total comprehensive income for the year attributable to equity holders of the parent		**(169)**	**(581)**
Loss per share			
Basic and diluted (pence)	10	(0.01)	(0.07)

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

Consolidated statement of financial position at 31 December 2015

	Note	31 December 2015 £'000	31 December 2014 £'000
Non-current assets			
Property, plant & equipment	11	2	-
Investments in associates	13	1,476	1,333
		1,478	**1,333**
Current assets			
Available for sale assets	14	177	186
Trade and other receivables	15	385	292
Derivative financial instrument	17	-	-
Cash and cash equivalents		248	467
		810	**945**
Total assets		**2,288**	**2,278**
Current liabilities			
Trade and other payables	16	(691)	(492)
		(691)	**(492)**
Net current assets		**119**	**453**
Net assets		**1,597**	**1,786**
Equity			
Share capital	18	1,381	1,381
Share premium account		8,528	8,548
Share based payment reserve		213	213
Revaluation reserves		14	(15)
Foreign currency reserve		(123)	(21)
Retained earnings		(8,416)	(8,320)
		1,597	**1,786**

The financial statements of AfriAg plc (registered number 002845V) were approved by the Board of Directors and authorised for issue on 12 May 2016 and were signed on its behalf by:

Hamish Harris
Chairman

Donald Strang
Director

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

Company statement of financial position at 31 December 2015

	Note	31 December 2015 £'000	31 December 2014 £'000
Non-current assets			
Investments in subsidiary undertakings	12	-	-
Trade and other receivables	15	1,836	1,836
		1,836	**1,836**
Current assets			
Available for sale assets	14	177	186
Trade and other receivables	15	29	26
Derivative financial instrument	17	-	-
Cash and cash equivalents		39	62
		245	**274**
Total assets		**2,081**	**2,110**
Current liabilities			
Trade and other payables	16	(503)	(323)
		(503)	**(323)**
Net current (liabilities)		**(258)**	**(49)**
Net assets		**1,578**	**1,787**
Equity			
Share capital	18	1,381	1,381
Share premium account		8,528	8,548
Share based payment reserve		213	213
Revaluation reserves		14	(15)
Retained earnings		(8,558)	(8,340)
		1,578	**1,787**

The financial statements of AfriAg plc (registered number 002845V) were approved by the Board of Directors and authorised for issue on 12 May 2016 and were signed on its behalf by:

Hamish Harris
Chairman

Donald Strang
Director

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

AfriAg plc

Consolidated statement of changes in equity for the period to 31 December 2015

	Share capital	Share premium	Share based payment reserve	Foreign currency reserve	Revaluation reserves	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 31 December 2013	**1,055**	**7,963**	**181**	**-**	**(290)**	**(7,485)**	**1,424**
(Loss) for the period	-	-	-	-	-	(835)	(835)
Currency translation (loss)	-	-	-	(21)	-	-	(21)
(Loss) on revaluation of available for sale investments	-	-	-	-	(25)	-	(25)
Transfer to income statement	-	-	-	-	300	-	300
Total Comprehensive Income	-	-	-	(21)	275	(835)	(581)
Shares issued (net of expenses)	326	585	-	-	-	-	911
Share based payment charge	-	-	32	-	-	-	32
Total contributions by and distributions to owners of the Company	326	585	32	-	-	-	943
At 31 December 2014	**1,381**	**8,548**	**213**	**(21)**	**(15)**	**(8,320)**	**1,786**
(Loss) for the period	-	-	-	-	-	(96)	(96)
Currency translation (loss)	-	-	-	(102)	-	-	(102)
Gain on revaluation of available for sale investments	-	-	-	-	36	-	36
Transfer to income statement	-	-	-	-	(7)	-	(7)
Total Comprehensive Income	-	-	-	(102)	29	(96)	(169)
Shares issue costs	-	(20)	-	-	-	-	(20)
Total contributions by and distributions to owners of the Company	-	(20)	-	-	-	-	(20)
At 31 December 2015	**1,381**	**8,528**	**213**	**(123)**	**14**	**(8,416)**	**1,597**

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

Company statement of changes in equity for the period to 31 December 2015

	Share capital	Share premium	Share based payment reserve	Revaluation reserves	Retained earnings	Total
	£'000	£'000	£'000	£'000	£'000	£'000
At 31 December 2013	**1,055**	**7,963**	**181**	**(290)**	**(7,487)**	**1,422**
(Loss) for the period	-	-	-	-	(853)	(853)
(Loss) on revaluation of available for sale investments	-	-	-	(25)	-	(25)
Transfer to income statement	-	-	-	300	-	300
Total Comprehensive Income	-	-	-	275	(853)	(578)
Shares issued (net of expenses)	326	585	-	-	-	911
Share based payment charge	-	-	32	-	-	32
Total contributions by and distributions to owners of the Company	326	585	32	-	-	943
At 31 December 2014	**1,381**	**8,548**	**213**	**(15)**	**(8,340)**	**1,787**
(Loss) for the period	-	-	-	-	(218)	(218)
Gain on revaluation of available for sale investments	-	-	-	36	-	36
Transfer to income statement	-	-	-	(7)	-	(7)
Total Comprehensive Income	-	-	-	29	(218)	(189)
Shares issue costs	-	(20)	-	-	-	(20)
Total contributions by and distributions to owners of the Company	-	(20)	-	-	-	(20)
At 31 December 2015	**1,381**	**8,528**	**213**	**14**	**(8,558)**	**1,578**

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

Consolidated statement of cash flows for the period ended 31 December 2015

	Year ended 31 Dec 2015 £'000	Year ended 31 Dec 2014 £'000
Cash flows from operating activities		
Operating (loss)	(263)	(412)
(Increase) in trade and other receivables	(93)	(272)
Increase in trade and other payables	199	344
Share option charge	-	32
Net cash outflow in operating activities	**(157)**	**(308)**
Investing activities		
Investment income	8	3
Finance costs	(2)	
Receipts on sale of AFS investments	57	-
Payments for PPE assets	(2)	-
Net cash inflow in investing activities	**61**	**3**
Financing activities		
Issue of share capital	-	818
Issue costs	(20)	(37)
Net cash inflow from financing activities	**(20)**	**781**
Net (decrease)/increase in cash and cash equivalents	**(116)**	**476**
Cash and cash equivalents at beginning of period	**467**	**12**
Effect of foreign exchange on cash and cash equivalents	(103)	(21)
Cash and cash equivalents at end of period	**248**	**467**

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

Company statement of cash flows for the period ended 31 December 2015

	Year ended 31 Dec 2015 £'000	Year ended 31 Dec 2014 £'000
Cash flows from operating activities		
Operating (loss)	(240)	(426)
(Increase) in trade and other receivables	(3)	(6)
Increase in trade and other payables	180	175
Share option charge	-	32
Net cash outflow in operating activities	**(63)**	**(225)**
Investing activities		
Investment income	3	3
Receipts on sale of AFS investments	57	-
Loans granted to subsidiaries	-	(509)
Net cash inflow/(outflow) in investing activities	**60**	**(506)**
Financing activities		
Issue of share capital	-	818
Issue costs	(20)	(37)
Net cash (outflow)/inflow from financing activities	**(20)**	**781**
Net (decrease)/increase in cash and cash equivalents	**(23)**	**50**
Cash and cash equivalents at beginning of period	**62**	**12**
Cash and cash equivalents at end of period	**39**	**62**

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

1 General information

AfriAg plc is a company incorporated in the Isle of Man under the Isle of Man Companies Act 2006. The address of its registered office is 34 North Quay, Douglas, Isle of Man, IM1 4LB. The Company's ordinary shares are traded on the ISDX Growth Market. The financial statements of Afriag plc for the year ended 31 December 2015 were authorised for issue by the Board on 12 May 2016 and the statements of financial position signed on the Board's behalf by Mr. Hamish Harris and Mr Donald Strang.

Investing policy

AfriAg plc, was re-classified as an Investing Company and the following investing strategy has been approved by shareholders:

The Directors intend to seek to acquire a direct and/or an indirect interest in businesses involved in agriculture generally and the production, processing, logistics and distribution of agricultural produce.

The Company will initially focus on opportunities in Europe, Africa and the Middle East but will consider possible opportunities anywhere in the world.

The Company may invest by way of purchasing quoted shares in appropriate companies, outright acquisition or by the acquisition of assets, including the intellectual property, of a relevant business, or by entering into partnerships or joint venture arrangements. Such investments may result in the Company acquiring the whole or part of a company (which in the case of an investment in a company may be private or listed on a stock exchange, and which may be pre-revenue), and such investments may constitute a minority stake in the company, partnership and/or joint venture in question. The Company will not have a separate investment manager.

The Company may be both an active and a passive investor depending on the nature of the individual investments. Although the Company intends to be a medium to long-term investor, the Directors will place no minimum or maximum limit on the length of time that any investment may be held and therefore shorter term disposal of any investments cannot be ruled out.

There will be no limit on the number of businesses into which the Company may invest, and the Company's financial resources may be invested in a number of propositions or in just one investment.

Investments may be in all types of assets and there will be no investment restrictions. The Company will require additional funding as investments are made and new opportunities arise. The Directors may offer new Ordinary Shares by way of consideration as well as cash, thereby helping to preserve the Company's cash resources for working capital. The Company may in appropriate circumstances, issue debt securities or otherwise borrow money to complete an investment. The Directors do not intend to acquire any cross-holdings in other corporate entities that have an interest in the Ordinary Shares.

Statement of compliance with IFRS

The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006. The principal accounting policies adopted by the Company are set out below.

New standards, amendments and interpretations adopted by the Company
No new and/or revised Standards and Interpretations have been required to be adopted, and/or are applicable in the current year by/to the Company, as standards, amendments and interpretations which are effective for the financial year beginning on 1 January 2015 are not material to the Company.

New standards, amendments and interpretations not yet adopted
At the date of authorisation of these financial statements, the following Standards and Interpretations which have not been applied in these financial statements, were in issue but not yet effective for the year presented:

- IFRS 9 in respect of Financial Instruments which will be effective for the accounting periods beginning on or after 1 January 2018.

- IFRS 14 in respect of Regulatory Deferral Accounts which will be effective for accounting periods beginning on or after 1 January 2016.

- IFRS 15 in respect of Revenue from Contracts with Customers which will be effective for accounting periods beginning on or after 1 January 2017.

- Amendments to IFRS 10, IFRS 12 and IAS 28 in respect of the application of the consolidation exemption to investment entities which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IFRS 10 and IAS 28 in respect of the treatment of a Sale or Contribution of Assets between an Investor and its Associate or Joint Venture which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IFRS 11 in respect of Accounting for Acquisitions of Interest in Joint Operations which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IAS 1 in respect of determining what information to disclose in annual financial statements which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IAS 16 and IAS 38 in respect of Clarification of Acceptable Methods of Depreciation and Amortisation which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IAS 16 and IAS 41 in respect of Bearer Plants which will be effective for accounting periods beginning on or after 1 January 2016.

- Amendments to IAS 27 to allow entities to use the equity method to account for investments in subsidiaries, joint ventures and associates which will be effective for accounting periods beginning 1 January 2016.

- Annual improvements to IFRS's which will be effective for accounting periods beginning on or after 1 January 2016 as follows:
    - IFRS 5 – Changes in methods of disposal
    - IFRS 7 – Servicing contracts
    - IFRS 7 – Applicability of the amendments to IFRS 7 to condensed interim financial statements
    - IAS 19 – Discount rate: Regional market issue
    - IAS 34 – Disclosure of information “elsewhere in the interim financial report”

There are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company.

2 Significant accounting policies

Basis of preparation

The consolidated financial statements have been prepared on the historical cost basis, except for the measurement to fair value of assets and financial instruments as described in the accounting policies below, and on a going concern basis.

The financial report is presented in Pound Sterling (£) and all values are rounded to the nearest thousand pounds (£'000) unless otherwise stated.

Basis of Consolidation

The Group financial statements consolidate those of the Company and all of its subsidiary undertakings drawn up to the balance sheet date. Subsidiaries are entities over which the Company has the power to control, directly or indirectly, the financial and operating policies so as to obtain benefits from their activities. The Company obtains and exercises control through voting rights. Subsidiaries are fully consolidated from the date at which control is transferred to the Company. They are deconsolidated from the date that control ceases.

Unrealised gains on transactions between the Company and its subsidiaries are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Group.

Acquisitions of subsidiaries are dealt with by the acquisition method. The acquisition method involves the recognition at fair value of all identifiable assets and liabilities, including contingent liabilities of the subsidiary, at the acquisition date, regardless of whether or not they were recorded in the financial statements of the subsidiary prior to acquisition. On initial recognition, the assets and liabilities of the subsidiary are included in the consolidated balance sheet at their fair values, which are also used as the bases for subsequent measurement in accordance with the Group accounting policies. Goodwill is stated after separating out identifiable intangible assets. Goodwill represents the excess of acquisition cost over the fair value of the Group's share of the identifiable net assets of the acquired subsidiary at the date of acquisition. Acquisition costs are written off as incurred.

Investments in associates are initially recognised at cost and subsequently accounted for using the equity method. Any goodwill or fair value adjustment attributable to the Group's share in the associate is not recognised separately and is included in the amount recognised as investment in associate. The carrying amount of the investment in associates is increased or decreased to recognise the Group's share of the profit or loss and other comprehensive income of the associate, adjusted where necessary to ensure consistency with the accounting policies of the Group. Unrealised gains and losses on transactions between the Group and its associates are eliminated to the extent of the Group's interest in those entities. Where unrealised losses are eliminated, the underlying asset is also tested for impairment

2 Significant accounting policies (continued)

Going Concern

The Directors noted the losses that the Group has made for the Year Ended 31 December 2015. The Directors have prepared cash flow forecasts for the period ending 31 May 2017 which take account of the current cost and operational structure of the Group.

The cost structure of the Group and Parent Company comprises a high proportion of discretionary spend and therefore in the event that cash flows become constrained, costs can be quickly reduced to enable the Group and Parent Company to operate within its available funding.

These forecasts demonstrate that the Group has sufficient cash funds available to allow it to continue in business for a period of at least twelve months from the date of approval of these financial statements. Accordingly, the financial statements have been prepared on a going concern basis.

It is the prime responsibility of the Board to ensure the Group and Parent Company remains as going concerns. At 31 December 2015 the Group had cash and cash equivalents of £248,000 and borrowings of £nil. The Group and Parent Company has minimal contractual expenditure commitments and the Board considers the present funds sufficient to maintain the working capital of the Group and Parent Company for a period of at least 12 months from the date of signing the Annual Report and Financial Statements. For these reasons the Directors adopt the going concern basis in the preparation of the Financial Statements.

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents amounts from the sales of goods provided in the normal course of business, net of value added tax and discounts, and is recognised when the significant risks and rewards of ownership of the product have been transferred to a third party. In the case of sale or return transactions, revenue is only recognised when, and only to the level that, risks and rewards are transferred.

Revenue is the invoiced value of goods and services supplied and excludes VAT and other sales based taxes.

Finance costs / investment revenue

Borrowing costs are recognised as an expense when incurred.

Investment revenue is recognised as the Group becomes entitled to such revenue. Dividends are accounted for on receipt thereof.

Property, plant and equipment - General

Plant and equipment is stated at cost less accumulated depreciation and any accumulated impairment losses.

Depreciation is provided on all tangible assets to write off the cost less estimated residual value of each asset over its expected useful economic life on a straight-line basis at the following annual rates:

- Plant and Equipment – between 5 per cent and 25 per cent

All assets are subject to annual impairment reviews.

2 Significant accounting policies (continued)

Financial instruments

Financial assets and financial liabilities are recognised on the Group and Company's statement of financial position when the Group or Company becomes a party to the contractual provisions of the instrument.

The Company's activities give rise to some exposure to the financial risks of changes in interest rates and foreign currency exchange rates. The Company has no borrowings and is principally funded by equity, maintaining all its funds in bank accounts.

Financial assets

Financial assets are classified into the following specified categories; financial assets "at fair value through profit or loss" (FVTPL), "held to maturity" investments, "available for sale" (AFS) financial assets and "loans and receivables". The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Available for sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either designated to this category or do not qualify for inclusion in any of the other categories of financial assets. The Group's available-for-sale financial assets include listed securities. These available-for-sale financial assets are measured at fair value. Realised Gains and losses are recognised in the income statement and unrealised gains and losses in other comprehensive income and reported within the available-for-sale reserve within equity, except for permanent impairment losses and foreign exchange differences, which are recognised in the income statement. When the asset is disposed of or is determined to be impaired, the cumulative gain or loss recognised in other comprehensive income is reclassified from the equity reserve to the income statement and presented as a reclassification adjustment within other comprehensive income. Interest calculated using the effective interest method and dividends are recognised in the income statement within investment income.

Reversals of impairment losses are recognised in other comprehensive income.

Equity

Share capital is determined using the nominal value of shares that have been issued.

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

The share based payment reserve represents the cumulative amount which has been expensed in the income statement in connection with share based payments, less any amounts transferred to retained earnings on the exercise of share options.

Foreign currency reserve represents the exchange translation gains/(losses) on converting overseas subsidiaries.

Revaluation reserve represents the unrealised gain or loss on fair/market value movement on available for sale investments and other assets which are valued at their fair value at the balance sheet date.

Retained earnings include all current and prior period results as disclosed in the income statement.

2 Significant accounting policies (continued)

Cash and cash equivalents
Cash and cash equivalents includes cash in hand, deposits held at call with banks, and bank overdrafts. Bank overdrafts are shown within current liabilities on the balance sheet.

Financial liabilities
Financial liabilities are obligations to pay cash or other financial assets and are recognised when the Group becomes a party to the contractual provisions of the instrument.

All financial liabilities initially recognised at fair value less transaction costs and thereafter carried at amortised cost using the effective interest method, with interest-related charges recognised as an expense in finance cost in the income statement. A financial liability is derecognised only when the obligation is extinguished, that is, when the obligation is discharged or cancelled or expires.

Trade payables
Trade payables are non-interest-bearing and are initially measured at fair value and thereafter at amortised cost using the effective interest rate.

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

The tax currently payable is based on taxable profit for the period. Taxable profit differs from the net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Group’s liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Provisions

Provisions are recognised when the Group has a present obligation as a result of a past event, it is probable that the Group will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation

Share based payments

The Company issues equity-settled share based benefits to employees. All equity-settled share-based payments are ultimately recognised as an expense in profit or loss with a corresponding credit to reserves.

Share-based payments relating to the subsidiary company increase the carrying value of the investment in the subsidiary and are included in the loss on disposal of the subsidiary.

If vesting periods or other non-market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are subsequently revised if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if share options ultimately exercised are different to that estimated on vesting.

Upon exercise of share options the proceeds received net of attributable transaction costs are credited to share capital, and where appropriate share premium.

3 Critical accounting judgements and key sources of estimation uncertainty

In the process of applying the Group's accounting policies, as described in note 2, management has made the following judgements that have the most significant effect on the amounts recognised in the financial statements.

Valuation of share based payments to employees

The Company estimates the expected value of share based payments to employees and this is charged through the income statement over the vesting period. The fair value is estimated using the Black Scholes valuation model which requires a number of assumptions to be made such as level of share vesting, time of exercise, expected length of service and employee turnover and share price volatility. This method of estimating the value of share based payments is intended to ensure that the actual value transferred to employees is provided for by the time such payments are made.

4 Segmental information

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

The chief operating decision maker has defined that the Group's only reportable operating segments during the period are the agriculture and logistics sector, and the parent company/investment.

Subject to further acquisitions the Group expects to further review its segmental information during the forthcoming financial year.

The Group has generated revenues from external customers during the period of £1,977,000 (2014: £381,000), and £nil (2014: £10,000) revenue is from management fees to the associate company.

In respect of the total assets of £2,288,000 (2014: £2,278,000), £245,000 (2014: £275,000) arise in the parent company, and £2,043,000 (2014: £2,003,000) arise in South Africa.

5 Operating loss

	Year to 31 Dec 2015 £'000	Year to 31 Dec 2014 £'000
Operating loss is stated after charging:		
Wages and salaries	**29**	31
Share option charges	**-**	32
Currency (gains)/losses	**(38)**	1
Audit fees	**10**	10

Included in share options is £nil (2014 - £nil) relating to directors.

In addition to auditors' remuneration shown above, the auditors received the following fees for non-audit services.

	2015 £'000	2014 £'000
Other financial advisory services	**-**	-

6 Directors' emoluments

Fees and benefits	**108**	180

The Company has no directly employed personnel.

2015	**Fees and salaries £'000**	**Share based payments £'000**	**Total £'000**
D Lenigas (1)	36	-	36
D Strang	36	-	36
H Harris	36	-	36
	108	**-**	**108**
2014	**£'000**	**£'000**	**£'000**
D Lenigas	60	-	60
D Strang	60	-	60
H Harris	60	-	60
	180	**-**	**180**

Directors' fees totalling £387,000 have been accrued and remain unpaid as at 31 December 2015 (2014: £279,000).
Directors' interest in share options is set out in the directors' report.

(1) D Lenigas resigned as a director on 21 December 2015.

7 Investment income

	Year to 31 Dec 2015 £'000	Year to 31 Dec 2014 £'000
Dividends received	**3**	3
Interest received	**5**	-
Gain on sale of AFS investments	**18**	-
Total investment income	**26**	3

8 Finance costs

	Year to 31 Dec 2015	Year to 31 Dec 2014
Interest paid	**2**	-

9 Taxation

	Year to 31 Dec 2015 £'000	Year to 31 Dec 2014 £'000
Total current tax	**-**	-

The actual tax charges for the period differs from the standard rate applicable in the UK of 20/21% (2014 – 21/23%) for the reasons set out in the following reconciliation:

	2015 £'000	2014 £'000
Loss on ordinary activities before tax	(96)	(835)
Tax thereon @ rates above	**(19)**	(180)
Factors affecting charge for the period:		
Losses arising in territories where no tax is charged	**19**	180
Current tax charge for the period	**-**	**-**

10 Loss per share

The calculation of loss per share is based on the loss after taxation divided by the weighted average number of shares in issue during the period:

	2015 £'000	2014 £'000
Net loss after taxation (£000's)	**(96)**	(835)
Number of shares		
Weighted average number of ordinary shares for the purposes of basic loss per share (millions)	**1,381.00**	1,169.68
Basic and diluted loss per share (expressed in pence)	**(0.01)**	(0.07)

As inclusion of the potential ordinary shares would result in a decrease in the earnings per share they are considered to be anti-dilutive, as such, a diluted earnings per share is not included.

11	**Property, plant & equipment - Group**	**Total PPE £'000**
	Cost and net book value	
	At 1 January 2015	-
	Additions	2
	At 31 December 2015	**2**

Impairment Review

At 31 December 2015, the directors have carried out an impairment review and have considered that no impairment is required. The depreciation charge is immaterial currently in respect of disclosure within the table above, and therefore not disclosed. There was no PPE within the prior year and hence comparative information has also not been disclosed.

12	**Investments in subsidiaries - Company**	**31 December 2015 £'000**	**31 December 2014 £'000**
	Cost and net book value		
	At 1 January	-	-
	Additions	-	-
	Disposal	-	-
	At 31 December	**-**	**-**

The following were subsidiary undertakings held directly or indirectly by the Company at the end of the year:

Name	**Country of incorporation**	**Proportion of voting rights and ordinary share capital held voting right**	**Nature of business**
AfriAg Limited	England	100%	Holding Company
AfriAg Limited	BVI	100%	Dormant Company
Afriag Holdings (Pty) Limited	South Africa	100%	Holding Company
Afriag Marketing (Pty) Limited	South Africa	100%	Marketing Company

13	Investment in associate - Group	31 December 2015 £'000	31 December 2014 £'000
	At 1 January	**1,333**	**1,329**
	Addition at cost	**-**	**-**
	Share of associate result	**143**	**4**
	Carrying value at 31 December	**1,476**	**1,333**

The Group's share of results of its associate, which is unlisted, and its aggregated assets and liabilities, is as follows:

Name	Country of incorporation	Assets	Liabilities	Revenues	Profit/(Loss)	% interest held
		As at 31 December 2015		Year to 31 December 2015		
AfriAg (Pty) Ltd	South Africa	£2,073,000	£1,757,000	£6,155,000	£359,000	40

AfriAg (Pty) Limited's year end is 31 December.

14	Available-for-sale investments – Group & Company	31 December 2015	31 December 2014
	Current Assets - Listed investments	**£'000**	**£'000**
	At 1 January	**186**	211
	Disposals during the period	**(56)**	-
	Gain on disposal of investments	**18**	-
	Transfers to income statement	**(7)**	-
	Movement in market value	**36**	(25)
	At 31 December	**177**	186

Available-for-sale investments comprise investments in listed securities which are traded on stock markets throughout the world, and are held by the Group as a mix of strategic and short term investments.

Income from these investments was £3,000 for dividends received for the year to 31 December 2015. (2014: £3,000)

15	Trade and other receivables	31 December 2015		31 December 2014	
		Group	**Company**	Group	Company
		£'000	**£'000**	£'000	£'000
	Current trade and other receivables				
	Trade receivables	**226**	**-**	218	-
	Other debtors	**140**	**10**	57	9
	Prepayments & accrued income	**19**	**19**	17	17
	Total	**385**	**29**	292	26
	Non-Current trade and other receivables				
	Loans due from subsidiaries	**-**	**1,836**	-	1,836
	Total	**-**	**1,836**	-	1,836

Loans outstanding and due from subsidiaries, are interest free and repayable on demand.

16 Trade and other payables

	31 December 2015		31 December 2014	
	Group	Company	Group	Company
	£'000	£'000	£'000	£'000
Current trade and other payables				
Trade creditors	**213**	**69**	119	9
Other creditors	**44**	**-**	58	-
Accruals	**434**	**434**	315	314
Total	**691**	**503**	**492**	**323**

17 Derivative Financial Instrument – Group & Company

	31 December 2015	31 December 2014
	£'000	£'000
<u>**Cost**</u>		
Fair value as at 1 January	**-**	-
Cost of equity swap arrangement	**-**	-
Shares issued on settlement	**-**	130
Realised (loss) on settlement	**-**	(430)
Transfer to income statement	**-**	300
Fair value adjustment	**-**	-
As at 31 December	**-**	-

On 12 September 2013 the Company announced that it had entered into an equity swap agreement with YAGM over 29,126,213 of the Company's shares. In return for a payment by the Company to YAGM of £300,000 ("the Initial Escrowed Funds"), twelve monthly settlement payments were to be made by YAGM to the Company, or by the Company to YAGM, based on a formula related to the difference between the prevailing market price of the Company's ordinary shares in any month and a 'benchmark price' that is 10% above the Subscription Price. Thus the funds received by the Company in respect of the Swap Shares are dependent on the future price performance of the Company's ordinary shares.

By 31 December 2013 nil shares had been closed out for net proceeds of £nil. The remaining balance has been fair valued at 31 December 2013, which had resulted in a fair value adjustment decrease based on the benchmark price and formula of the arrangement, with the unrealised loss debited to revaluation reserve and highlighted in other comprehensive income.

On 11 June 2014, the Equity Swap was settled in full, by way of the company issuing 32.5million new ordinary shares to YAGM, valued at 0.4p per share. This resulted in a total realised loss on the Equity Swap of £430,000 debited to the income statement. There was no outstanding balance on the Equity Swap at 31 December 2014.

No new equity swap arrangements were entered into during the year ended 31 December 2015.

18	Share capital	31 December 2015 £'000	31 December 2014 £'000
	Allotted, issued and fully paid		
	1,381,001,037 (2014 – 1,381,001,037) ordinary shares of £0.001 each	**1,381**	1,381

Shares issued during the year ended 31 December 2014:
On 11 June 2014, 100,000,000 shares were issued in a Placing for cash at 0.4p per share.

On 11 June 2014, 32,500,000 shares were issued at 0.4p per share on settlement of the Equity Swap Arrangement for non-cash.

On 3 October 2014, 118,000,000 shares were issued for cash at par of 0.1p per share to the Employment Benefit Trust.

On 4 November 2014, 75,000,000 shares were issued in a Placing for cash at 0.4p per share.

Shares issued during the year ended 31 December 2015:
No shares were issued by the Company during the year to 31 December 2015.

During the year ended 31 December 2015, the Company issued a total of Nil ordinary shares (2014: 325,500,000 ordinary shares).

Warrants in issue

As at 1 January 2015, shareholders had the option of up to 195,600,000 subscription warrants for each subscription share, exercisable at 0.1p per ordinary share. During the year, no warrants were exercised (2014: nil) at 0.1p per share. No warrants were cancelled during the period (2014: nil). These warrants all expired on 31 December 2015 (2014: nil).

As at 31 December 2015, nil warrants (2014: 195,600,000) remain outstanding.

Share Options

The Company has as at 31 December 2015, 79,000,000 (2014: 79,000,000) share options issued through its share schemes. During the year nil options were issued (2014: 10,000,000), no options were exercised (2014: nil), no options were cancelled or lapsed (2014: nil).

18 Share capital (continued)

Employment Benefit Trust ("EBT")

The Company established on 3 October 2014 a share incentive plan ("SIP") and effective as of 3 October 2014. The purpose of the SIP is to incentivise officers, employees and consultants of the Company by the award of ordinary shares in the capital of the Company ("Ordinary Shares") for no cost. Ordinary Shares under this plan will not exceed 10 per cent of the Company's issued share capital from time to time without the prior approval of shareholders of the Company.

The Company also established on 3 October 2014, an employee benefit trust called the AfriAg Employee Benefit Trust ("EBT") to implement the use of the SIP. The EBT is a discretionary trust for the benefit of directors, employees and consultants of the Company and its subsidiaries.

Accordingly, the trustees of the EBT subscribed for 118,000,000 new ordinary shares of 0.1p each in the Company, at par value per share at an aggregate cost to the Company of £118,000, such shares representing 9% of the so enlarged issued share capital of the Company. The shares held in the EBT are intended to be used to satisfy future awards made by the Company's Remuneration Committee under the SIP. It is intended that any individual awards under the scheme will be subject to vesting and performance conditions. There have been no further subscriptions during the year ended 31 December 2015.

19 Share based payments

A modified Black-Scholes model has been used to determine the fair value of the share options on the date of grant. The fair value is expensed to the income statement on a straight line basis over the vesting period, which is determined annually. The model assesses a number of factors in calculating the fair value. These include the market price on the date of grant, the exercise price of the share options, the expected share price volatility of the Company's share price, the expected life of the options, the risk free rate of interest and the expected level of dividends in future periods.
As disclosed in note 5 the share option charge for the period was £nil *(2014 - £*32,000*)*

The inputs into the model for the 3 October 2014 issue were as follows:	October 2014 Options
Number of options	10,000,000
Volatility	84.20%
Market price	£0.0058
Interest rate	2.30%
Dividend yield	Nil
Contractual life	2.25 years

The volatility assumption is based upon historic share price volatility of the Company.

Exercise Price	**Grant Date**	**Expiry Date**	**31 December 2014**	**Granted**	**Expired**	**31 December 2015**	**Weighted average exercise price**
Summary of options							
£0.001	07/12/2012	31/12/2020	69,000,000	-	-	69,000,000	£0.0010
£0.0045	03/10/2014	31/12/2016	10,000,000	-	-	10,000,000	£0.0045
			79,000,000	-	-	79,000,000	£0.0015
Summary of warrants							
£0.001	07/12/2012	31/12/2015	195,600,000	-	(195,600,000)	-	
			195,600,000	-	(195,600,000)	-	

20 Financial instruments

The Group's financial instruments comprise cash at bank and payables which arise in the normal course of business. It is, and has been throughout the period under review, the Group's policy that no speculative trading in financial instruments shall be undertaken. The Group has been solely equity funded during the period. As a result, the main risk arising from the Group's financial instruments is currency risk.

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in note 2 of the accounts.

	2015	2014
	£'000	£'000
Financial assets (current)		
Trade receivables	**226**	218
Cash and cash equivalents	**248**	467
Financial liabilities (current)		
Trade payables	**213**	119

Interest rate risk and liquidity risk

The Group is funded by equity, maintaining all its funds in bank accounts. The Group's policy throughout the period has been to minimise the risk of placing available funds on short term deposit. The short term deposits are placed with banks for periods up to 1 month according to funding requirements.

The Group had no undrawn committed borrowing facilities at any time during the period.

Currency risk

The group is directly exposed to currency risk of its subsidiaries, as they are based in South Africa, and exposed to movement against the South African Rand as their assets, liabilities, revenue and expenditure are denominated therein. The parent company is denominated in pound sterling.

Market risk

The group and company's current exposure to market risk in relation to its AFS investments, which are listed on stock markets throughout the world.

Fair values

Cash and cash equivalents (which are presented as a single class of assets on the face of the balance sheet) comprise cash held by the company with an original maturity of three months or less. The carrying amount of these assets approximates their fair value.

The directors consider there to be no material difference between the book value of financial instruments and their values at the balance sheet date.

21 Related party transactions

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions between other related parties are discussed below.

During the period, there were no related party transactions to disclose.

Remuneration of Key Management Personnel
The remuneration of the Directors and other key management personnel of the Group are set out below in aggregate for each of the categories specified in IAS24 Related party Disclosures.

	2015	2014
	£'000	£'000
Short-term employee benefits	137	211
Share-based payments	-	32
	137	243

22 Capital Commitments & Contingent Liabilities

There are no non-cancellable capital commitments as at the balance sheet date. The Group has no contingent liabilities at the balance sheet date.

23 Ultimate control

The Company has no individual controlling party.

24 Events after the reporting period

On 24 February 2016, the Company's shares were officially delisted from AIM, and subsequently the Company's shares are only listed on the ISDX Growth Market.

On 28 April 2016, the Company announced that Mr Anthony Samaha had been appointed to the board with immediate effect, replacing Donald Strang as finance director. Donald Strang will remain on the board as a non-executive director.

25 Profit and loss account of the parent company

As permitted by s408 of the Companies Act 2006, the profit and loss account of the parent company has not been separately presented in these accounts. The parent company loss for the year was £218,000 (2014: £853,000).