



PRIME ACTIVE CAPITAL plc
INTERIM FINANCIAL INFORMATION
(UNAUDITED)

30 JUNE 2015

CHAIRMAN'S STATEMENT

The interim statement to the 30 June 2015 reflects the Group as an investing company as defined under Rule 15 of the AIM Rules and the ESM Rules.

Under these same rules, on the 4th September 2015, Prime Active Capital announced that the Company's shares would be suspended from trading on AIM and ESM as the Company had not implemented its investing policy within the first twelve months of becoming an investing company.

The Company continues to actively work towards implementing its investing policy and will keep shareholders informed of developments. In the event the Company is unable to implement its investing policy within the next six months (i.e. by 3 March 2016), admission of the Company's shares will be cancelled in accordance with Rule 41 of the AIM Rules and Rule 41 of the ESM Rules.

On the 4th September 2015, Prime Active Capital also announced that, further to the disposal of its US assets announced on 1 August 2014, the Company had received the deferred consideration of \$1.3 million from the purchaser which had been held in escrow for 12 months for the purposes of covering warranty and indemnity claims.

Dermot Martin
Executive Chairman
25 September 2015.

CONSOLIDATED INCOME STATEMENT (UNAUDITED)

	Unaudited 6 months ended 30 June 2015 €'000	Unaudited 6 months ended 30 June 2014 " 000
Continuing operations		
Revenue	-	-
Cost of sales	-	-
Gross profit	-	-
Selling and distribution costs	-	-
Administration expenses	(136)	(277)
Other losses	(322)	(175)
Operating loss	(458)	(452)
Finance income	114	-
Finance costs	-	(223)
Loss before tax	(344)	(675)
Income tax charge	-	(2)
Loss for period from continuing operations	(344)	(677)
Discontinued operations		
Loss for the period from discontinued operations after tax	(152)	(1,284)
Loss for the period	(496)	(1,961)
Loss per share from continuing operations		
- Basic and diluted	(1.52c)	(2.98c)
Loss per share from discontinued operations		
- Basic and diluted	(0.67c)	(5.69c)
Loss per share		
From continuing and discontinued operations		
- Basic and diluted	(2.19c)	(8.67c)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (UNAUDITED)

	Unaudited 6 months ended 30 June 2015 €'000	Unaudited 6 months ended 30 June 2014 " '000
Loss for the period	(496)	(1,961)
Other comprehensive income/(expense):		
Items that may subsequently be reclassified to profit or loss		
Exchange movement	450	212
Total comprehensive expense for the year	(46)	(1,749)
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Attributable to:		
Equity holders of the Company	(46)	(1,753)
Non-controlling interest	-	4
	(46)	(1,749)
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CONSOLIDATED STATEMENT OF FINANCIAL POSITION (UNAUDITED)

	Unaudited 6 months ended 30 June 2015 €'000	Unaudited 6 months ended 30 June 2014 " 000	Audited year ended 31 Dec. 2014 " 000
Assets			
Current assets			
Inventories	-	1,667	-
Trade and other receivables	26	2,040	762
Cash and cash equivalents	133	360	236
Other loans and receivables	1,188	-	1,153
	1,347	4,067	2,151
Non-current assets			
Property, plant and equipment	1	1,597	2
Intangible assets	-	3,907	-
	1	5,504	2
Total assets	1,348	9,571	2,153
Liabilities			
Current liabilities			
Trade and other payables	123	6,202	854
Current income tax liabilities	1	2	1
Borrowings	-	1,390	-
Provisions for other liabilities and charges	183	455	211
	307	8,049	1,066
Total liabilities	307	8,049	1,066
Net assets	1,041	1,522	1,087
Equity			
Ordinary shares	11,341	11,341	11,341
Share premium	16,444	16,444	16,444
Other reserves	3,255	2,762	2,805
Retained earnings	(29,999)	(29,029)	(29,503)
Non-controlling interest	-	4	-
Total equity	1,041	1,522	1,087

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (UNAUDITED)

	Share Capital	Share premium reserve	Other Reserves	Retained Earnings	Total attributable to shareholders	Non- controlling Interest	Total Equity
	€'000	€'000	€'000	€'000	€'000	€'000	€'000
At 1 January 2015	11,341	16,444	2,805	(29,503)	1,087	-	1,087
Comprehensive income:							
Loss for period	-	-	-	(496)	(496)	-	(496)
Other comprehensive income:							
Exchange movement	-	-	450	-	450	-	450
Total comprehensive income	-	-	450	(496)	(46)	-	(46)
Transactions with owners	-	-	-	-	-	-	-
At 30 June 2015	11,341	16,444	3,255	(29,999)	1,041	-	1,041

	Share Capital	Share premium reserve	Other Reserves	Retained Earnings	Total attributable to shareholders	Non- controlling Interest	Total Equity
	€'000	€'000	€'000	€'000	€'000	€'000	€'000
At 1 January 2014	11,341	16,444	2,548	(27,062)	3,271	-	3,271
Comprehensive income:							
(Loss)/profit for period	-	-	-	(1,967)	(1,967)	6	(1,961)
Other comprehensive income:							
Exchange movement	-	-	214	-	214	(2)	212
Total comprehensive income	-	-	214	(1,967)	(1,753)	4	(1,749)
Transactions with owners	-	-	-	-	-	-	-
At 30 June 2014	11,341	16,444	2,762	(29,029)	1,518	4	1,522

CONSOLIDATED CASH FLOW STATEMENT (UNAUDITED)

	Note	Unaudited 6 months ended 30 June 2015 €'000	Unaudited 6 months ended 30 June 2014 " 000
Operating activities			
Cash (outflow)/ inflow from operations	6(a)	(211)	83
Tax paid		-	-
Net cash (outflow)/inflow from operating activities		(211)	83
Investing activities			
Purchase of property, plant and equipment		(1)	(120)
Net cash outflow from investing activities		(1)	(120)
Financing activities			
Capital element of asset finance payments		-	(3)
Repayment of borrowings		-	(152)
Net interest received/ (paid)		114	(141)
Finance lease interest		-	(1)
Net cash inflow/(outflow) from financing activities		114	(297)
Net decrease in cash and cash equivalents		(98)	(334)
Cash and cash equivalents at beginning of period		236	640
Effect of exchange rate changes		(5)	54
Cash and cash equivalents at end of period		133	360

NOTES TO THE INTERIM FINANCIAL INFORMATION

1. General Information

The Company is a public limited company listed on the Enterprise Securities Market (ESM) in Dublin and on the Alternative Investment Market (AIM) in London. The consolidated interim financial statements, presented for the six month period ended 30 June 2015, comprise the Company and its subsidiaries (together the Group).

2. Basis of Preparation and Accounting Policies

2.1 Basis of preparation

The interim consolidated financial statements for the six months ended 30 June 2015 have been prepared in accordance with IAS 34 'Interim Financial Reporting' as issued by the International Accounting Standards Board.

The interim results have been prepared in accordance with the AIM Rules and in accordance with the accounting policies that the Group expects to adopt for the year ending 31 December 2015. Except as otherwise described, these accounting policies are consistent with the principal accounting policies which were set out in the Group's consolidated financial statements for the year ending 31 December 2014. The principal accounting policies as set out in the Group's consolidated financial statements for the year ending 31 December 2014 were consistent with International Financial Reporting Standards (IFRS) and International Financial Reporting Interpretations Committee (IFRIC) interpretations as adopted by the European Union (EU) and with those parts of the Companies Act 2014, applicable to companies reporting under IFRS.

The financial information for the six months ending 30 June 2015 and the comparative figures for the six months ending 30 June 2014 as set out in the interim statement are un-audited. The summary financial information for the year ending 31 December 2014 represents an abbreviated version of the Group's full accounts for that year, on which the Group's Auditors issued an unqualified audit opinion, which has been filed with the Registrar of Companies. The interim results should be read in conjunction with the annual financial statements so filed.

2.2 Going concern

On 4 September 2015, the Group announced that, in accordance with Rule 15 of the AIM Rules and Rule 15 of the ESM Rules, the shares of Prime Active Capital plc have been suspended from trading on AIM and ESM from 4 September 2015, 7.30 a.m. London time as a result of the Group not completing an acquisition which constitutes a reverse takeover under the AIM Rules and ESM Rules, or otherwise implementing its investing policy within twelve months of becoming an investing company.

The Group continues to actively work towards implementing its investing policy and will keep shareholders informed of developments.

In the event that the Group is unable to implement its investing policy within the next six months (i.e. by 3 March 2016), admission of the Group's shares will be cancelled in accordance with Rule 41 of the AIM Rules and Rule 41 of the ESM Rules.

2.3 Accounting policies

The accounting policies applied by the Group in these consolidated interim financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2014.

NOTES TO THE INTERIM FINANCIAL INFORMATION (CONTINUED)

3. Financial risk management

The Group's activities exposes it to a variety of financial risks including interest rate risk, currency risk, price risk, credit risk and liquidity risk.

The interim consolidated financial statements do not include all financial risk management information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2014.

There have been no changes in the Group's financial risk management policies since the year end.

4. Estimates

The preparation of interim financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

In preparing these consolidated interim financial statements, the significant judgements made by management in applying the Group's accounting policies were the same as those applied to the consolidated financial statements as at and for the year ended 31 December 2014.

NOTES TO THE INTERIM FINANCIAL INFORMATION (CONTINUED)

5. Segment information

In accordance with IFRS 8 the Group had one business segment, PAC Telemedia preceding the disposal of this trade on 3 September 2014. This segment aligns with the Group's internal financial reporting system and the way in which the chief operating decision maker assesses performance. PAC Telemedia was the telecommunications division and comprised operating subsidiaries that are premium retailers of mobile phones and accessories and are authorised agents for Verizon Wireless offering its pre and post-paid mobile telecommunication subscription services and wireless data products. The results of PAC Telemedia, discontinued in 2014, have been disclosed under discontinued operations, with prior year disclosures for this segment also re-presented.

	Unaudited 6 months to 30 June 2015 €'000	Unaudited 6 months to 30 June 2014 " '000
Revenue⁽¹⁾		
PAC Telemedia - discontinued	-	19,383
EBITDA⁽²⁾		
Unallocated ⁽³⁾ - continuing	(456)	(450)
PAC Telemedia - discontinued	(152)	(88)
	(608)	(538)
Depreciation		
Unallocated ⁽³⁾ - continuing	(2)	(2)
PAC Telemedia - discontinued	-	(260)
	(2)	(262)
Group operating loss		
Unallocated ⁽³⁾ - continuing	(458)	(452)
PAC Telemedia - discontinued	(152)	(348)
	(610)	(800)
	Unaudited 6 months to 30 June 2015 €'000	Unaudited 6 months to 30 June 2014 " '000
Reconciliation of group operating loss to loss before income tax		
Group operating loss	(610)	(800)
Exceptional costs - discontinued	-	(936)
Net finance income/(costs)	114	(223)
Loss before tax	(496)	(1,959)

(1) Group revenue was entirely from external customers.

(2) The Executive Chairman assesses segment performance based on earnings before interest, tax, depreciation and amortisation (EBITDA).

(3) Unallocated costs represent corporate costs of the Group.

NOTES TO THE INTERIM FINANCIAL INFORMATION (CONTINUED)

5. Segment information continued

Segment assets and liabilities at 30 June 2015 are as follows:

	Unallocated Continuing €'000	PAC Telemedia Discontinued €'000	Group €'000
Non-current assets	-	-	-
Current assets	1,321	27	1,348
Total assets	1,321	27	1,348
Total liabilities	(71)	(236)	(307)

Segment assets and liabilities at 30 June 2014 are as follows:

	Unallocated Continuing " '000	PAC Telemedia Discontinued " '000	Group " '000
Non-current assets	4	5,500	5,504
Current assets	376	3,691	4,067
Total assets	380	9,191	9,571
Total liabilities	(1,741)	(6,308)	(8,049)

NOTES TO THE INTERIM FINANCIAL INFORMATION (CONTINUED)

6. Notes to the consolidated cash flow statement

(a) Cash flows from operations

	Unaudited 6 months ended 30 June 2015 €'000	Unaudited 6 months ended 30 June 2014 "ø00
Continuing operations		
Loss before taxation	(344)	(676)
Adjustments for:		
Net finance (income)/costs	(114)	223
Depreciation	2	2
Foreign exchange losses on operating activities	322	175
Changes in working capital:		
Trade and other receivables	(20)	(1)
Trade and other payables	(125)	58
Cash outflow from continuing operations	(279)	(219)
Discontinued operations		
Loss before taxation	(152)	(1,283)
Adjustments for:		
Depreciation	-	260
Goodwill impairment	-	936
Foreign exchange losses on operating activities	144	-
Changes in working capital:		
Inventories	-	373
Trade and other receivables	791	149
Trade and other payables	(715)	(133)
Cash inflow from discontinued operations	68	302
Total cash flow from continuing and discontinued operations	(211)	83

NOTES TO THE INTERIM FINANCIAL INFORMATION (CONTINUED)

(b) Reconciliation of net decrease in cash and cash equivalents to movement in net debt

	Unaudited 6 months ended 30 June 2015 €'000	Unaudited 6 months ended 30 June 2014 "ø00
Continuing operations		
Decrease in cash and cash equivalents	(166)	(35)
Financing:		
Repayment of borrowings	-	149
	(166)	114
Late payment fee on borrowings	-	(81)
Movement in net cash in the period	(166)	33
Net cash/(debt) at beginning of period	293	(1,320)
Net cash/(debt) at end of period	127	(1,287)
Discontinued operations		
Increase/(decrease) in cash and cash equivalents	68	(299)
Financing:		
Repayment of borrowings	-	3
Asset finance repayments	-	3
	68	(293)
Effect of foreign exchange rate changes	(5)	4
Movement in net cash/(debt) in the period	63	(289)
Net (debt)/cash at beginning of period	(57)	546
Net cash at end of period	6	257
Net cash/(debt) at end of period	133	(1,030)

(c) Analysis of net cash/(debt)

	Unaudited 6 months ended 30 June 2015 €'000	Unaudited 6 months ended 30 June 2014 "ø00
Continuing operations		
Cash and cash equivalents	127	42
Term debt and other loans	-	(1,329)
	127	(1,287)
Discontinued operations		
Cash and cash equivalents	6	318
Asset finance obligations	-	(61)
	6	257
Net cash/(debt) at end of period	133	(1,030)

NOTES TO THE INTERIM FINANCIAL INFORMATION (CONTINUED)

7. Events after the reporting period

On 4 September 2015 the Group announced that, further to the disposal of its US assets on 1 August 2014, it has received the deferred consideration of \$1.3 million from the purchaser which had been held in escrow for 12 months for the purposes of covering warranty and indemnity claims.

On this date the Group also announced that, in accordance with Rule 15 of the AIM Rules and Rule 15 of the ESM Rules, the shares of Prime Active Capital plc have been suspended from trading on AIM and ESM from 4 September 2015, 7.30 a.m. London time as a result of the Group not completing an acquisition which constitutes a reverse takeover under the AIM Rules and ESM Rules, or otherwise implementing its investing policy within twelve months of becoming an investing company.

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8. Interim report

This interim report was approved by the Board of Directors on 25 September 2015 and is included on the Company's website, www.pacplc.com.