Prime Active Capital

2016

ANNUAL REPORT AND FINANCIAL STATEMENTS

Prime Active Capital plc

CONTENTS

FINANCIAL SUMMARY

	2016	2015
	€'000	€'000
Revenue		
PAC Health and Wellness – continuing operations	**22**	-
Group (loss) for the financial year		
Centre costs - continuing operations	**(522)**	(322)
PAC Health and Wellness - continuing operations	**(177)**	-
Other gains/(losses) – continuing operations	**783**	(117)
Operating profit/(loss) – continuing operations	**84**	(439)
Exceptional items, interest and tax(1) – continuing operations	**(294)**	143
Loss after tax - continuing operations	**(210)**	(296)
Profit/(loss) after tax - discontinued operations	**147**	(165)
Group loss for the financial year	**(63)**	(461)
Basic loss per share	**€ cent**	€ cent
Loss per share (cent) - continuing operations	**(0.76)**	(1.31)
Profit/(loss) per share (cent) - discontinued operations	**0.53**	(0.73)
	(0.23)	(2.04)
Adjusted earnings/(loss) per share	**€ cent**	€ cent
Adjusted earnings/(loss) per share (cent) - continuing operations(2)	**0.26**	(1.31)
Earnings/(loss) per share (cent) - discontinued operations	**0.53**	(0.73)
	0.79	(2.04)
Equity – continuing operations	**1,773**	917

(1) includes net finance costs of €0.012 million and exceptional costs of €0.282 million in 2016 and includes net finance income of €0.142 million and income tax credit of €0.001 million in 2015
(2) adjusted loss per share excludes exceptional costs of €0.282 million in 2016 (2015: €nil)

CHAIRMAN AND CHIEF EXECUTIVE OFFICER'S STATEMENT

'At an annual general meeting of PAC held on 25 September 2015, shareholder approval was obtained for a 12 month period in which to continue to seek investment opportunities in accordance with the investing policy adopted at the extraordinary general meeting of PAC held on 22 August 2014. PAC has considered a number of investment opportunities in line with that investing policy but, for a variety of reasons, a transaction was not concluded in respect of any of these opportunities. On 4 March 2016, PAC was delisted from AIM and the ESM as a result of the Company not implementing a reverse takeover within 12 months of being designated as an investing company under the AIM and ESM listing rules.

Since its delisting, PAC has continued to examine investment opportunities which are in line with its investment strategy. The strategy in relation to the PAC group as enlarged by the acquisition of C7 Brands would involve using PAC as an investment vehicle to grow a brands company by acquiring brand assets which will be held as wholly-owned subsidiaries of PAC and using the existing expertise available to PAC to further the development of C7 Brands.

The Board believes that the Acquisition [of C7 Brands] is in the best interests of PAC and PAC Shareholders as a whole.'

On a very much interim basis I assumed the role of Charirman having accepted the resignation of the previous Chairman Dermot Martin on June 1st 2017.

I have inserted the comments above from the 2016 Shareholders letter that was dispatched as the EGM Annex Circular on the 6th September 2016, which clearly states the intentions of the PAC Board in 2015.

The acquisition of C7 Brands Ltd by Prime Active Capital plc ("PAC", "the Company" or "the Group") was completed on October 16th 2016.

As Founder and Chief Executive Office ("CEO") of C7 Brands Ltd, we entered an elongated transaction with PAC plc in April 2016 which concluded on October 18th 2016. The preliminary discussions had started in November 2015. The new Board and Group set about a distribution blitz of the newly created Coco Fuzion100 All Natural Coconut Water brand, within a 5 country strategy. The cash remaining within PAC Plc was deployed to purchase stock and increase some local marketing to support the brands roll out.

An EGM held on December 21st 2016 sanctioned the sale of 20,000,000 ordinary shares of the company, with Abbey International taking a convertible loan position over half of the allocated shares depending on the draw down requirements.

The raise was purely designed to enhance the marketing of the fully owned Coco Fuzion100 Brand.

As part of the CEO role, a detailed review of the cost, performance and expansion of both C7 Brands and PAC plc was required and this was very much completed by the end of May 2017. As is typical of these scenario's, legacy has dominated the cost analysis to date. As has been tabled and noted in prior AGM's at PAC, the overhead and in some cases performance of the incumbent PAC executive team created concern. This has been addressed fully, with the new streamlined company offering significant overhead savings during 2017.

As part of the legacy, some high and surprisingly incurred costs are being dealt with, which may still have a carry-over affect into 2017.

Whilst overhead control is essential, I am also delighted to report that the brand expansion strategy of the 2016 plan is realising at an exceptional rate, with value to shareholders central to the strategy.

I look forward to providing an extremely detailed update and summary of trading, share value and finance at the AGM.

Stephen Barton

Chairman and Chief Executive Officer

Date: 31 July 2017

Overview of results

Summary financial information

	2016 €'000	2015 €'000
Continuing and discontinued operations		
Revenue	**22**	-
Operating expenses (excluding exceptional costs, depreciation, amortisation and other gains)	**(523)**	(291)
Loss before interest, tax, depreciation and amortisation expense (EBITDA), exceptional costs, other income and other gains	**(501)**	(291)
Depreciation and amortisation	**(1)**	(2)
Adjusted loss before interest, tax (EBIT) and exceptional costs	**(502)**	(293)
Other gains/(losses)	**733**	(311)
Exceptional costs	**(282)**	-
Net finance (costs)/income	**(12)**	142
Loss before tax	**(63)**	(462)
Income tax credit	**-**	1
Loss for the financial year attributable to members	**(63)**	(461)
	€ cent	€ cent
Basic and diluted loss per share(1)	**(0.23)**	(2.04)

Total Group Revenue
Group revenue in 2016 consisted of a small contribution from C7 Brands Limited which was acquired on 18 October 2016. C7 Brands Limited is a UK based subsidiary, which derives its revenue from the sale and distribution of beverages. The Group did not earn any revenue in 2015.

Operating profit before interest, taxation and exceptional costs
One of the Group's key performance measures for its overall business is adjusted EBIT defined as operating profit before interest, taxation and exceptional costs. Adjusted EBIT amounted to a loss of €0.502 million in 2016, compared to a loss of €0.293 million in the previous year.

Exceptional costs
The Group incurred €0.282 million in acquisition costs, comprised primarily of legal and professional fees and stamp duty in relation to the acquisition of C7 Brands Limited on 18 October 2016. There were no exceptional costs incurred during 2015.

Other gains/(losses)
Other gains of €0.733 million are foreign exchange gains that have arisen on the retranslation of inter-company loan balances held with foreign subsidiaries. In 2015, other losses of €0.311 million consisted of foreign exchange losses that had arisen on the retranslation of intercompany loan balances held with foreign subsidiaries, and foreign exchange losses that had arisen on the translation of foreign operations.

Net finance (costs)/income
The net expense for the financial year was €0.012 million (2015: €0.142 million income). The charge arose in respect of interest costs on a loan note held by C7 Brands Limited which was acquired by the Group on 18 October 2016. This expense also includes exchange differences on finance costs. The income in 2015 arose from exchange gains on financing activities.

Earnings per share
The adjusted fully diluted earnings per share for 2016 is 0.79 cent as compared with adjusted loss per share of 2.04 cent in 2015. Adjusted earnings per share excludes exceptional costs in 2016. Fully diluted loss per share, before such adjustments, amounted to 0.23 cent in 2016 compared to a loss of 2.04 cent in 2015.

Cash flow

At 31 December 2016 the Group had cash and cash equivalents of €0.335 million compared to cash and cash equivalents of €1.198 million at 31 December 2015.

Financial risk management

Financial risk management is governed by policies and guidelines approved by the Board of Directors. The principal objective of these policies and guidelines is the minimisation of financial risk at reasonable cost. It is Group policy to manage currency and interest rate risk on a non-speculative basis.

The Group's reporting currency is the euro. Exposures, primarily to sterling and the US dollar, arise from cash and cash equivalents held in foreign currencies. The Group's policy is to reduce statement of financial position exposure by matching common currency assets with common currency borrowings in so far as this is practicable and to hedge significant foreign currency transaction exposures arising from trading or capital investment where appropriate. The Group did not apply hedge accounting for translation exposure in 2016.

The Group may use interest rate swaps, options and collars from time to time to reduce interest rate risks, but did not do so in 2016.

Further details in respect of the Group's financial risk management are set out in note 3 on pages 31 and 32 of the consolidated financial statements.

BOARD OF DIRECTORS

Stephen Barton
Chief Executive Officer
Stephen Barton is the principal and founder of C7 Brands Limited, a UK based company engaged in the acquisition, manufacture, sale and distribution of beverages. He commenced his career in the fast-moving consumer goods sector with Gallo, Hardy's Wines and Canandaigua (now Constellation). In 2002 he co-founded Brand Phoenix which created and built the "First Cape" wine brand which grew to sales of 660 million bottles in the UK within 10 years and became the third largest selling wine brand in the UK. He joined the board in October 2016.

John Mills
Non-executive Director
Born in Sheffield, John's career began at Quaker Oats Ltd in 1983 where he held a series of commercial roles over a 9 year period culminating in National Sales Manager and has over 30 years' experience in FMCG having held several MD roles in food and drink manufacturing businesses.
John currently leads Keith Spicer Ltd, a tea importing, blending and packing business based in Dorset, England. Before joining Keith Spicer Limited, John led InterContinental Brands Ltd, Gaymer Cider Co Ltd, Constellation Wines Europe and Strathmore Mineral Water Co Ltd.

Conor Martin
Non-executive Director
Conor Martin commenced his education in Blackrock College, Dublin and then graduated at The School Of Hotel Management in the Dublin Institute Of Technology (DIT). He has attended the IMI for a number of Finance courses.
He has a broad level of experience in business including as a manager in the "founding team" of Dublin's 5 Star, Merrion Hotel. He successfully operated and invested in a number of businesses including The Purty Kitchen. He is Managing Director of a private investment company focused on leisure and hospitality. Conor is a member of the Institute of Directors. He joined the board in September 2016.

BOARD COMMITTEES

Audit Committee
Stephen Barton (Chairman)
Conor Martin

Nominations Committee
Stephen Barton (Chairman)
John Mills

Remuneration Committee
Stephen Barton (Chairman)
John Mills

The Directors present their annual report and audited financial statements for the financial year ended 31 December 2016 of Prime Active Capital plc ("the Company"), a company registered in the Republic of Ireland and its subsidiaries (collectively "the Group").

Principal Activities

The Group is an unlisted public company. It's shares were cancelled from trading on AIM and ESM in March 2016. Following the acquisition of C7 Brands Limited on 18 October 2016, the Group now has one trading business segment, a UK based subsidiary that is engaged in the acquisition, sale and distribution of beverages.

Review of Business

A review of the business, future developments and key performance indicators of the Group is set out in the Chairman's Statement on page 3 and the Financial Review on pages 4 and 5.

Risks and Uncertainties

The principal risks and uncertainties faced by the Group's business relate to increasingly competitive markets, affecting margin and profitability, and the macroeconomic environment in Britain and Ireland where the Group's trading activities take place. The Group is sensitive to economic conditions in these markets including economic growth, interest rates, inflation, unemployment and demographic trends. The current economic environment for markets in which the Group currently operates represents a significant risk to the Group.

The Group pursues a growth strategy based on organic growth and acquisitions. The Group may not be able to continue to achieve acquisition led growth if it is unable to identify suitable acquisition targets or raise funds to complete such acquisitions.

There is an ongoing process for identifying, evaluating, and managing any significant risk faced by the Group.

Financial Risk Management

Details of the Group's financial risk management policies and risks are addressed in the Financial Review on page 5 and in note 3 on pages 31 and 32 of the consolidated financial statements.

Results and Dividend

The results of the Group for the financial year are set out in the Consolidated Income Statement on page 18. The Group's loss for the financial year was €0.063 million.

The Directors do not recommend the payment of a dividend.

Subsidiaries

The Company's principal subsidiary undertakings are set out in note 35 on pages 51 and 52 of the consolidated financial statements.

Research and Development

The Group is committed to ongoing research and development aimed at improving the quality and competitiveness of products and services provided by the Group. Expenditure on research and development is generally not material and is normally written off when it is incurred.

Political Contributions

There were no political contributions which require disclosure under the Electoral Act, 1997.

Taxation Status

The Company is not a close company within the meaning of the Corporation Tax Acts.

Accounting Records

The Directors, through the use of appropriate procedures and systems, and the employment of competent persons, have ensured that measures are in place to keep proper books and accounting records in compliance with Sections 281 to 285 of the Companies Act 2014. The accounting records of the Company are maintained at the registered office of the Company at 14 The Hyde Building, The Park, Carrickmines, Dublin 18.

Directors

The current Directors of the Company and their biographical details are set out on page 6.

In accordance with the Articles of Association of the Company the Directors may appoint a person to be a Director either to fill a vacancy or as an additional Director. A Director so appointed shall hold office only until the next Annual General Meeting. For that reason, Mr. Stephen Barton, Mr. John Mills and Mr. Conor Martin, if they remain as Directors at the time of the next Annual General Meeting, will retire from the Board by rotation and, being eligible, will offer themselves for re-appointment.

None of the current Directors have a service contract with a notice period of one year or more. The Board confirms that the Directors offering themselves for re-appointment continue to perform effectively and to demonstrate commitment to the role. The Board recommends the re-appointment of these Directors.

Directors' and Company Secretary's Share Interests

The beneficial interests of the Directors and Company Secretary, including their respective families' interests, in the share capital of the Company were as follows:

Ordinary shares	**At 31 December 2016**	At 31 December 2015
Directors		
D Martin(1)	**128,800**	128,800
A Gill(2)	**-**	-
S Smith(2)	**-**	-
S Barton(3)	**12,983,829**	-
J Mills(4)	**-**	-
C Martin(5)	**6,012,602**	-
Secretary		
Bradwell Limited	**-**	-

(1) Mr D Martin resigned as Director and Executive Chairman on 1 June 2017
(2) Mr. John Mills was appointed as a Non-executive director on 17 October 2016 and his holding on that date was nil
(3) Mr A Gill and Mr S Smith resigned as Directors on 18 October 2016
(4) Mr Stephen Barton was appointed as Director on 18 October 2016 and his holding on that date was 12,983,829
(5) Mr Conor Martin was appointed as Non-executive Director on 30 September 2016 and his holding on that date was 6,012,602

On 31 March 2017 Mr D Martin acquired a further 150,000 shares in the Company. On 12 April 2017 Mr C Martin acquired a further 293,818 shares in the Company. There were no other changes in the Directors' or Company Secretary's interests between 31 December 2016 and 31 July 2017.

Directors' and Secretary's Share Options

None of the Executive or Non-executive Directors nor the Company Secretary at the financial year end held share options.

Substantial Shareholdings

At 31 July 2017 the Company had been notified, in addition to Directors' interests, of the following interests in the share capital:

	No. of shares	**%**
Tonbury Limited	**4,721,392**	**9.39**
Duneeda Investments Limited	**3,360,280**	**6.68**
Merrion Stockbrokers Nominee	**2,825,866**	**5.62**
P Lynch	**2,820,825**	**5.61**
Goodbody Stockbrokers Nominees	**2,167,285**	**4.31**
Davycrest Nominees	**2,111,999**	**4.20**
Linanco ApS	**2,000,000**	**3.98**

Share Capital

At an Extraordinary General Meeting held on 17 October 2016 authorisation was granted by members to the Company to reduce the nominal value, of each ordinary share in the capital of the Company, from €0.4999 to €0.0001 per share.

The Company issued 23,606,961 shares with a nominal value of €0.0001 per share as consideration for the acquisition of C7 Brands Limited on 18 October 2016.

At 31 December 2016 the Company's total issued share capital comprises 46,288,159 ordinary shares of €0.0001 each (2015: 22,681,198 ordinary shares of €0.50 each). The Company's total authorised share capital comprises 100,000,000 ordinary shares of €0.0001 each (2015: 100,000,000 ordinary shares of €0.50 each).

All ordinary shares rank pari passu, and the rights attaching to the ordinary shares (including as to voting and transfer) are as set out in the Company's articles of association.

At the Company's Extraordinary General Meeting on 21 December 2016, members granted authority:

- to the Directors to issue ordinary shares up to 20,000,000 ordinary shares at a price not less than €0.05 per ordinary share, and such power shall expire on 21 July 2018;

- to the Directors to disapply statutory pre-emption rights in relation to allotments of ordinary shares for cash. The total number of ordinary shares which the Directors may issue under this authority will be up to 20,000,000 ordinary shares. This authority will expire on 21 July 2018.

Corporate Governance

The Company is committed to the principles of good corporate governance. Under the rules of ESM and AIM, of which Prime Active Capital plc was formerly a member, the Company is not required to comply with the UK Corporate Governance Code or the Irish Corporate Governance Annex. The Company has taken steps to comply with the provisions of the Code in so far as is practical, given the size of the Company and the nature of its operations. Details of the corporate governance procedures in place are set out in this report.

The Board

The Board is made up of one Executive and two Non-executive Directors. Biographies of each of the Directors are set out on page 6.

The Board is responsible for the strategy and direction of the Group. A formal schedule of matters reserved for Board approval has been adopted and this includes the approval of the annual financial statements, strategy and budgets, significant capital expenditure and acquisitions and disposals, board appointments and review of the Group’s system of internal control. The Board has delegated responsibility for the management of the Group, to the Chief Executive Officer. The Chief Executive Officer is accountable to the Board for any authority that may be delegated to senior management colleagues, operational management and executive management of the Group. The strategies, operating parameters and controls on the business are implemented by the Chief Executive Officer through a series of formal and informal meetings and reviews involving other board members.

The Directors are empowered to take independent professional advice if necessary at the Company’s expense and all Directors have access to the advice and services of the Company Secretary.

All Directors bring an independent judgement to bear on issues of strategy, performance, resources and standard of conduct.

The Board has established a number of committees to assist in carrying out its responsibilities and meeting its obligations. The committees and their members are listed on page 6. All of the committees have written terms of reference which are available from the Company’s registered office. Meetings of the Board and its committees are held on a regular basis.

Chief Executive Officer and Senior Director

The Board has delegated managerial responsibility for the running of the Group to the Chief Executive Officer, Mr. Stephen Barton. He is responsible for the strategic direction and overall performance of the Group.

Mr. Conor Martin is the Senior Director. He is available for contact by members if they have concerns which cannot be addressed through the normal channels of the Executive Committee.

Board Balance and Independence

A majority of the Board comprises Non-executive Directors. The Combined Code requires boards of directors to identify in the annual report each Non-executive Director whom it considers to be independent and to determine whether a director is independent in character and judgement and whether there are relationships or circumstances which are likely to affect, or could appear to affect, the director’s judgement.

The Code identifies a number of relationships and circumstances which may be relevant to determining independence, including if the director has been an employee of the Company or Group within the last five years; has a material business relationship with the Company; holds cross-directorships or has significant links with other directors through involvement in other companies or bodies; represents a significant member; or has served on the board for more than nine years from the date of the first election. In addition, the Code also requires the Chief Executive Officer to be independent on appointment but that the test of independence is not appropriate thereafter.

In the opinion of the Board, John Mills, non-executive director, brings an independent judgement to bear on issues of strategy, performance, resources and standard of conduct.

Supply of Information and Professional Development

The Board receives monthly Group financial information and detailed Board papers are sent to each Director in a timely manner in advance of meetings.

Directors are kept up to date on the latest corporate governance developments and ongoing developments in best practice.

Appointment to the Board

A Nominations Committee has been established to make recommendations to the Board on all new Board appointments. The members of the Committee are identified on page 6.

All Directors are subject to election by members at the first opportunity after their appointment and to re-election at intervals of not more than three years. Non-executive Directors are appointed for specified terms subject to re-election at the next Annual General Meeting.

The terms of appointment of Non-executive Directors are available for inspection at the Company's registered office.

Company Secretary

The appointment and removal of the Company Secretary is a matter for the Board.

Remuneration

The Remuneration Committee consists solely of Non-executive Directors. Membership of the Committee is set out on page 6. The Committee is responsible for determining the remuneration of the Chief Executive Officer and senior management.

The Company's policy is to ensure that the remuneration of the Chief Executive Officer and senior management is appropriate to the nature and size of the Group's business and properly rewards and motivates them to perform in the best interests of members. In framing the remuneration policy, the Remuneration Committee has given full consideration to Section B of the Best Practice Provisions annexed to the Irish Stock Exchange Listing Particulars. The main elements of the remuneration package for the Chief Executive Officer are basic salary and annual performance related bonus.

The Committee is responsible for making recommendations to the Board regarding remuneration for Non-executive Directors. The remuneration of Non-executive Directors is determined by the Board within the limits set by the Articles of Association.

Details of Directors' remuneration are set out in note 16 on page 39 of the consolidated financial statements. The interests of Directors in shares and share options are set out on pages 8 and 9.

Accountability and Audit

An Audit Committee has been established with written terms of reference setting out its role and responsibilities. The membership of this Committee is set out on page 6. The Committee discharges its responsibilities through meetings and receipt and review of reports from the external Auditors and management and review of preliminary announcements and annual reports.

The Committee reviews the accounting policies and practices used in the preparation of the financial statements and is responsible for reviewing the scope and effectiveness of the annual external audit. It reviews and monitors the external Auditors' independence and objectivity and the supply of non-audit services taking account of the relevant regulatory requirements and ethical guidance. Details of fees paid to the Auditors for audit and other services are set out in note 12 on page 38 of the consolidated financial statements. Non-audit services are mainly related to the provision of tax related services. It is more practical and efficient for these services to be provided by the Auditors. The nature of the non-audit services and the value of them are reviewed by the Committee so that it can be satisfied that auditor objectivity and independence is safeguarded. The Committee meets the Auditors in the absence of the Chief Executive Officer and management at least once each year.

The Committee has reviewed the arrangements by which staff may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters, and is satisfied that these arrangements are adequate.

The Board is satisfied that at all times at least one member of the Audit Committee has sufficient recent and relevant financial experience.

The Directors have overall responsibility for the Group's system of internal control and for reviewing its effectiveness. Such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives and can provide only reasonable and not absolute assurance against material misstatement or loss.

The Group operates through an organisation structure with clearly defined levels of responsibility and authority and appropriate procedures.

Annual budgets are prepared for all business units and these identify key risks and opportunities. The Board approves the Group budget. Performance is measured against budget and prior years and Group performance is reported to the Directors on a monthly basis.

The operating companies maintain controls and procedures which are appropriate to their size and the environment in which they operate. There are regular visits to the operating companies by the Chief Operating Officer and senior management at which a detailed review of operating and financial matters, including business risk and internal control issues, takes place. The Board receives regular updates on the key risks at Group level and in the individual business units and the steps taken to manage such risks.

The Group does not have an internal audit function as it is not considered necessary because of the nature and size of the Group's activities and the ongoing operating and financial reviews carried out by Group management. The need for an internal audit function is reviewed on an annual basis.

The Directors have, through the Audit Committee, reviewed the effectiveness of the Group's system of internal control.

Corporate Responsibility

The Group has a Code of Business Conduct aimed at ensuring high standards of conduct are maintained within the Group and activities are carried out in a responsible and ethical manner.

A whistle-blowing policy is in place whereby staff may, in confidence, raise concerns about possible improprieties in financial reporting or other matters.

Group companies have prepared safety statements as appropriate. The policies set out in these statements are kept under review.

Employees

The Group is committed to the principle of equality and complies with all relevant and anti-discrimination legislation.

The average number employed by the Group during 2016 was 3 (2015: 2).

Relations with Members

It is the Company's policy to enter into dialogue with members in so far as is permissible having regard to the rules of the Stock Exchange, the Companies Act 2014 and other legal and regulatory requirements. All Directors are encouraged to participate in this process. The Board is kept advised of any material matters arising.

The Company's Annual General Meeting affords individual members the opportunity to question the Board. In addition, the Company responds throughout the year to communications from members.

The Annual Report and Notice of Meeting are posted to members at least twenty one working days before the Annual General Meeting. The level of proxy votes cast on each resolution, and the numbers for and against, are announced at the general meetings. Details of the resolutions passed at the Annual General Meeting are included on the Company's website.

Directors' Responsibilities

The Directors' responsibilities are contained within the Directors' Responsibility Statement on page 15.

Annual General Meeting

The notice of the meeting will give details of any matters which are special business to be considered at the meeting.

Going Concern

On 18 October 2016, the Group announced the completion of the acquisition of C7 Brands Limited, a company engaged in the production, marketing and distribution of "better for you" beverages such as flavoured coconut waters and lower ABV wines.

This business has now been fully consolidated into the Group and its trading performance improves month over month, having secured listings in major supermarket multiples in Ireland, the United Kingdom, Spain and Scandinavia.

On 24 May 2017, the Group signed a loan facility of up to €1.000 million, available in three tranches, with Abbey International Finance Limited, for use in financing the development of the business.

Based on the availability of this facility and the cash generation of C7 Brands Limited, the directors consider it appropriate to prepare the financial statements on a going concern basis.

Future Developments

Details of the future developments of the Group are set out in the Chairman's Statement on page 3.

Events after the Reporting Period

On 24 May 2017, the Group signed a loan facility of up to €1.000 million available in three tranches with Abbey International Finance Limited for use in financing the development of the business. This facility comprises a three year term. The Group drew down the first tranche of the facility of €0.500 million on 24 May 2017.

The second and third tranches of €0.250 million each, will be available subject to achieving sales benchmarks. The size and number of these subsequent tranches may be amended if required, subject to the agreement of both parties. The loan facility is subject to interest payable at a rate of 12% per annum, applied to the principal only, to be rolled up and paid on conversion or redemption. In the event of default the loan facility will become immediately repayable. The loan facility may become convertible into ordinary shares at a date in the future.

On 1 June 2017 Mr. Dermot Martin resigned as Director and Executive Chairman of the Group.

Compliance Statement

The directors of the Group acknowledge that they are responsible for securing the Group's compliance with its relevant obligations, as defined by Section 225 of the Companies Act 2014.

The directors are satisfied that they have the necessary arrangements and structures in place as required by Section 225(b) and that these are regularly reviewed in accordance with Section 225(c) but they have not formally put in place the policy required by Section 225(a).

The reasons for this are:

- the ongoing operational commitments of the Board who have been involved in overseeing the acquisition during the financial year;
- the Group is in a period of active expansion;
- the relevant arrangements and structures which were in place needed to be constantly reviewed and re-evaluated;
- this did not facilitate the putting in place a formal compliance policy statement as matters were in flux;
- the board are actively rectifying this at present with and the policy will be formally in place in the near future.

Statement on relevant audit information

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Group's auditors are unaware, and

- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

Auditors

The Auditors, Grant Thornton will continue in office in accordance with Section 383(2) of the Companies Act 2014.

On behalf of the Board:

Stephen Barton	Chief Executive Officer
Conor Martin	Director

Date: 31 July 2017

DIRECTORS' RESPONSIBILITY STATEMENT

The directors are responsible for preparing the Directors' report and the financial statements in accordance with Irish law and regulations.

Irish company law requires the directors to prepare Group and Company financial statements for each financial year giving a true and fair view of the state of affairs of the Company and the Group for each financial year. Under the law, the directors have elected to prepare the Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the parent company financial statements in accordance with Irish Generally Accepted Accounting Practice in Ireland, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and promulgated by the Institute of Chartered Accountants in Ireland and Irish law.

Under company law, the directors must not approve the Group and Company financial statements unless they are satisfied that they give a true and fair view of the assets, liabilities and financial position of the Group for the financial year end date of the Group's profit or loss for that financial year and otherwise comply with the Companies Act 2014.

In preparing each of the group and company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether the financial statements have been prepared in accordance with applicable accounting standards, identify those standards, and note the effect and the reasons for any material departure from those standards; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group will continue in business.

The directors are responsible for ensuring that the Group keeps or causes to be kept adequate accounting records which correctly explain and record the transactions of the Group and Company, enable at any time the assets, liabilities, financial position and profit or loss of the Group to be determined with reasonable accuracy, enable them to ensure that the financial statements and Directors' report comply with the Companies Act 2014 and enable the financial statements to be audited. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the Group's website. Legislation in the Republic of Ireland concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board:

Stephen Barton	Chief Executive Officer
Conor Martin	Director

Date: 31 July 2017

We have audited the group and parent company financial statements of Prime Active Capital plc for the year ended 31 December 2016 which comprise the Consolidated Income Statement, the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Cash Flow Statement, the Company Statement of Financial Position, the Company Statement of Changes in Equity and the related notes. The financial reporting framework that has been applied in the preparation of the consolidated financial statements is Irish law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is Irish law and accounting standards issued by the Financial Reporting Council and promulgated by the Institute of Chartered Accountants in Ireland, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Section 391 of the Companies Act 2014. 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 15 the directors are responsible for the preparation of the financial statements giving a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with Irish law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on consolidated financial statements

In our opinion:

- the group financial statements give a true and fair view, in accordance with IFRSs as adopted by the European Union, of the state of the group's affairs as at 31 December 2016 and of the group's profit for the year then ended; and

- the financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

Opinion on company financial statements

In our opinion:

- the parent company financial statements give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", of the state of the company's affairs as at 31 December 2016 and of the its profit for the year the ended and;

- he financial statements have been properly prepared in accordance with the requirements of the Companies Act 2014.

Matters on which we are required to report by the Companies Act 2014

- We have obtained all the information and explanations which we consider necessary for the purposes of our audit.

- The accounting records of the group were sufficient to permit the financial statements to be readily and properly audited;

- The parent company's statement of financial position is in agreement with the accounting records.

- the information given in the directors' report is consistent with the financial statements and the description in the Corporate Governance Statement of the main features of the internal control and risk management systems in relation to the process for preparing the group financial statements is consistent with the group financial statements.

Emphasis of matter – Going concern

In forming our opinion, which is not qualified, we have considered the adequacy of the disclosures made in note 2.2 on page 24 of the financial statements concerning the group's ability to continue as a going concern. The company incurred a net loss of €0.63m during the financial year ended 31 December 2016 and the group's net cash position decreased by €0.87m to €0.335m. These conditions indicate the existence of uncertainty which may cast doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Matters on which we are required to report by exception

We have nothing to report in respect of the provisions in the Companies Act 2014 which require us to report to you if, in our opinion, the disclosures of directors' remuneration and transactions specified by law are not made.

CATHAL KELLY
For and on behalf of
Grant Thornton
Chartered Accountants & Statutory Audit Firm
Molyneux House
Bride Street
Dublin 8

Date:

CONSOLIDATED INCOME STATEMENT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	Note	**Pre-exceptionals 2016 €'000**	**Exceptionals (note 7) 2016 €'000**	**Total 2016 €'000**	Pre-exceptionals 2015 €'000	Exceptionals (note 7) 2015 €'000	Total 2015 €'000
Continuing operations							
Revenue	5	**22**	**-**	**22**	-	-	-
Cost of sales		**(21)**	**-**	**(21)**	-	-	-
Gross profit		**1**	**-**	**1**	-	-	-
Selling and distribution costs		**(120)**	**-**	**(120)**	-	-	-
Administration expenses		**(580)**	**(282)**	**(862)**	(322)	-	(322)
Other gains/(losses)	8	**783**	**-**	**783**	(117)	-	(117)
Operating profit/(loss)		**84**	**(282)**	**(198)**	(439)	-	(439)
Finance (costs)/income	9	**(12)**	**-**	**(12)**	142	-	142
Profit/(loss) before tax		**72**	**(282)**	**(210)**	(297)	-	(297)
Income tax charge	15	**-**	**-**	**-**	1	-	1
Profit/(loss) for the financial year from continuing operations		**72**	**(282)**	**(210)**	(296)	-	(296)
Discontinued operations							
Profit/(loss) for the financial year from discontinued operations after tax	6			**147**			(165)
Loss for the financial year				**(63)**			(461)

	Note	**2016 € cent**	2015 € cent
Loss per share			
From continuing operations			
- Basic and diluted	17	**(0.76)**	(1.31)
Earnings per share			
From discontinued operations			
- Basic and diluted	17	**0.53**	(0.73)
Earnings/(loss) per share			
From continuing and discontinued operations			
- Basic and diluted	17	**(0.23)**	(2.04)

The notes on pages 23 to 52 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	2016	2015
	€'000	€'000
Loss for the financial year	**(63)**	(461)
Other comprehensive (expense)/income:		
Items that may subsequently be reclassified to profit or loss		
Exchange movement	**(650)**	291
Total comprehensive expense for the financial year	**(713)**	(170)
Attributable to:		
Equity holders of the Company – continuing operations	**(860)**	(5)
Equity holders of the Company – discontinued operations	**147**	(165)
	(713)	(170)

Items in the statement above are disclosed net of tax. The income tax charge for the financial year is disclosed in note 15 on page 39 of the consolidated financial statements.

The notes on pages 23 to 52 are an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AT 31 DECEMBER 2016

	Notes	**2016 €'000**	2015 €'000
Assets			
Current assets			
Inventories	18	**51**	-
Trade and other receivables	19	**108**	17
Cash and cash equivalents	20	**335**	1,198
		494	1,215
Non-current assets			
Property, plant and equipment	22	**1**	1
Intangible assets	23	**2,325**	-
		2,326	1
Total assets		**2,820**	1,216
Liabilities			
Current liabilities			
Trade and other payables	24	**767**	111
Provisions for other liabilities and charges	25	**44**	188
		811	299
Non-current liabilities			
Other loans and payables	24	**236**	-
Total liabilities		**1,047**	299
Net assets		**1,773**	917
Equity			
Ordinary shares	27	**5**	11,341
Capital contribution	24	**69**	-
Share premium	27	**1,498**	16,444
Other reserves	28	**30,228**	3,096
Retained earnings	29	**(30,027)**	(29,964)
Total equity		**1,773**	917

The notes on pages 23 to 52 are an integral part of these consolidated financial statements.

Stephen Barton Chief Executive Officer
Conor Martin Director

Date: 31 July 2017

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	Capital Contribution €'000	**Share Capital €'000**	**Share Premium Reserve €'000**	**Other Reserves €'000**	**Retained Earnings €'000**	**Total Equity €'000**
Balance at 1 January 2016	**-**	**11,341**	**16,444**	**3,096**	**(29,964)**	**917**
Comprehensive income:						
Loss for the financial year	**-**	**-**	**-**	**-**	**(63)**	**(63)**
Other comprehensive income:						
Exchange movement	**-**	**-**	**-**	**(650)**	**-**	**(650)**
Total comprehensive income	**-**	**-**	**-**	**(650)**	**(63)**	**(713)**
Transactions with owners:						
Capital contribution	**69**	**-**	**-**	**-**	**-**	**69**
Shares issued as consideration	**-**	**2**	**1,498**	**-**	**-**	**1,500**
Renominalisation of shares	**-**	**(11,338)**	**(16,444)**	**27,782**	**-**	**-**
Total transactions with owners	**69**	**(11,336)**	**(14,946)**	**27,782**	**-**	**1,569**
Balance at 31 December 2016	**69**	**5**	**1,498**	**30,228**	**(30,027)**	**1,773**

	Capital Contribution €'000	Share Capital €'000	Share Premium Reserve €'000	Other Reserves €'000	Retained Earnings €'000	Total Equity €'000
Balance at 1 January 2015	-	11,341	16,444	2,805	(29,503)	1,087
Comprehensive income:						
Loss for the financial year	-	-	-	-	(461)	(461)
Other comprehensive income:						
Exchange movement	-	-	-	291	-	291
Total comprehensive income	-	-	-	291	(461)	(170)
Transactions with owners	-	-	-	-	-	-
Balance at 31 December 2015	-	11,341	16,444	3,096	(29,964)	917

The notes on pages 23 to 52 are an integral part of these consolidated financial statements.

CONSOLIDATED CASH FLOW STATEMENT
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	Notes	**2016 €'000**	2015 €'000
Operating activities			
Cash absorbed by operations	30(a)	**(858)**	(423)
Tax paid		**-**	(3)
Net cash outflow from operating activities		**(858)**	(426)
Investing activities			
Purchase of property, plant and equipment		**-**	(1)
Disposal of discontinued operations, net of cash disposed of		**-**	1,250
Net cash inflow from investing activities		**-**	1,249
Financing activities			
Finance costs net		**(12)**	142
Net cash inflow/(outflow) from financing activities		**(12)**	142
Net increase/(decrease) in cash and cash equivalents		**(870)**	965
Cash and cash equivalents at 1 January		**1,198**	236
Effect of exchange rate changes		**7**	(3)
Cash and cash equivalents at 31 December	20	**335**	1,198

The notes on pages 23 to 52 are an integral part of these consolidated financial statements.

1. General Information

As of 7 March 2016, the Company is an unlisted public company. The address of its registered office is 14, The Hyde Building, The Park, Carrickmines, Dublin 18, Ireland. The principal activities of the Company and its subsidiaries are described in the Directors' report on page 7.

2. Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated.

2.1 Statement of compliance

The consolidated and company financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) and their interpretations approved by the International Accounting Standards Board (IASB) as adopted by the European Union (EU) and those parts of the Companies Act 2014 applicable to companies reporting under IFRS.

The Company has availed of the exemption in Section 304(2) of the Companies Act 2014 not to present its individual Income Statement and related notes that form part of the approved Company financial statements. The Company has also availed of the exemption from filing its individual Income statement with the Registrar of Companies as permitted by the same section of this Act.

The IFRSs adopted by the EU as applied by the Group in the preparation of these financial statements are those that were effective at 31 December 2016. At the date of authorisation of these financial statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Group.

The following standards and interpretations became effective for the 2016 financial statements but these were either not relevant to or did not have a material impact on the Group's financial statements:

- IAS 1 (amendment) – Presentation of Financial Statements;
- IAS 16 (amendment) – Property, plant and equipment;
- IAS 27 (amendment) – Separate Financial statements;
- IAS 28 (amendment) – Investments in Associates and Joint Ventures;
- IAS 38 (amendment) – Intangible assets;
- IAS 41 (amendment) – Agriculture;
- IFRS 10 (amendment) – Consolidated Financial Statements;
- IFRS 11 (amendment) – Joint Arrangements;
- IFRS 12 (amendment) – Disclosure of Interests in Other Entities;
- IFRS 14 – Regulatory Deferral Accounts.

The Group has not applied the following standards and interpretations which have been issued and become effective for accounting periods beginning after the commencement of the Group's next financial year but either have no impact or are not expected to have a material impact on the Group's financial statements:

- IAS 7 (amendment) – Statement of Cash Flows;
- IAS 12 (amendment) – Income Taxes;
- IFRS 2 (amendment) – Share-based Payments;
- IFRS 9 (revision) – Financial Instruments;
- IFRS 15 (revision) – Revenue from Contracts with Customers;
- IFRS 16 (revision) – Leases;

The standards and interpretations addressed above will be applied for the purposes of the Group financial statements with effect from the date they become effective.

2.2 Basis of preparation

These consolidated financial statements have been prepared in Euro (€), rounded to the nearest thousand, under the historical cost convention as modified by the measurement at fair value of certain financial assets and financial liabilities (including derivative instruments) at fair value through profit and loss and available-for-sale financial assets.

On 18 October 2016, the Group announced the completion of the acquisition of C7 Brands Limited, a company engaged in the production, marketing and distribution of “better for you” beverages such as flavoured coconut waters and lower ABV wines.

This business has now been fully consolidated into the Group and its trading performance improves month over month, having secured listings in major supermarket multiples in Ireland, the United Kingdom, Spain and Scandinavia.

On 24 May 2017, the Group signed a loan facility of up to €1.000 million, available in three tranches, with Abbey International Finance Limited, for us in financing the development of the business.

The financial statements have been prepared on a going concern basis which assumes that the Group will continue in operational existence for a period not less than 12 months from the date of this annual report. This assumption has been based on cash flow budgets and forecasts prepared by the Group and approved by the board of directors.

These detailed, bottom-up financial forecasts have been prepared for the Group’s current operations. The Group’s forecasts and projections reflect key assumptions based on information available at the time of the review and include:

- detailed monthly forecasting for the current financial year reflecting trends experienced up to the date of the preparation of the forecasts and known price and other changes that are likely to arise in the coming months; and
- future revenues for the next financial periods based on management’s assessment of future product sales across various operating jurisdictions.

While the Group’s forecasts and projections reflect key assumptions based on information available at the time of the review, by their nature they include significant judgements and estimates as they are assessing future performance of the Group.

Based on the availability of these forecasts, the loan facility and the cash generation of C7 Brands Limited, the directors consider it appropriate to prepare the financial statements on a going concern basis.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4 on page 33 of the consolidated financial statements. Estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

2.3 Basis of consolidation

Subsidiaries are those entities over which the Group has the power to control the financial and operating policies so as to obtain economic benefit from their activities. The consolidated financial statements incorporate the financial statements of the Company and the entities controlled by the Company (its subsidiaries) all of which prepare financial statements up to 31 December. Accounting policies of subsidiaries are consistent with the accounting policies adopted by the Group. All intra-group transactions, balances, income and expenses are eliminated in preparing the consolidated financial statements.

Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date that control ceases.

2.4 Business combinations

Acquisitions on or after 1 January 2010
From 1 January 2010 the Group has applied IFRS 3 (revised) - Business Combinations in accounting for business combinations. The consideration transferred by the Group to obtain control of a subsidiary is calculated as the sum of the acquisition date fair values transferred, liabilities incurred and the equity interests issued by the Group, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Group recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree's financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of a) fair value of consideration transferred, b) the recognised amount of any non-controlling interest in the acquiree and c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount is recognised in profit or loss immediately.

Prior to 1 January 2010 business combinations have been accounted for under IFRS 3 Business Combinations (2004).

2.5 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting information provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources to and assessing the performance of the operating segments, has been defined by the Group as the Chief Executive Officer. The results and financial information of operating segments are presented to and reviewed by the Group's chief operating decision maker. EBITDA is one of the key measures utilised in assessing the performance of operating segments. IFRS does not define EBITDA which for the purpose of clarity is defined as earnings before interest, tax, depreciation and amortisation. The Group's segments have been identified and results disclosed at note 5 on page 34.

2.6 Revenue

Revenue is measured at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, net of discounts, sales taxes, rebates and returns.

Revenue from the sale of goods is recognised when a Group entity has delivered products to the customer and the significant risks and rewards of ownership have been transferred to the buyer. The amount of revenue is not considered to be reliably measured until all contingencies relating to the sale have been resolved.

2.7 Share-based payments

Share options

Employees (including Directors) of the Group may be entitled to remuneration in the form of share – based payment transactions, whereby employees render service in exchange for shares or rights over shares. Details of the Group's share option scheme are set out in note 34 on page 51 of the consolidated financial statements.

In line with the transitional provisions applicable to a first-time adopter of IFRS, as contained in IFRS 2 – Share-based Payment, the recognition and measurement principles of this standard have been applied only in respect of share options granted after 7 November 2002 that had not vested at the date of transition to IFRS. In accordance with the standard, the disclosure requirements of IFRS 2 – Share-based Payment – are applied to all outstanding share-based payments regardless of their grant date.

For any share options granted after 7 November 2002, the fair value of the option is recognised as an expense in the income statement with a corresponding increase in equity. The fair value is measured at grant date excluding the impact of non-market conditions and spread over the period during which the employees become unconditionally entitled to the options. The amount recognised as an expense is adjusted to reflect the actual number of share options that are expected to vest where vesting conditions are non-market conditions. When the options are exercised, the proceeds received, net of any directly attributable transaction costs, are credited to share capital (nominal value) and share premium.

2.8 Retirement benefit obligations

The Group operated a defined contribution plan, which is a pension plan under which fixed contributions are paid into a separate entity. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Payments to defined contribution plans are recognised in the income statement as they fall due and any contributions outstanding at the financial year end are included as an accrual in the statement of financial position.

2.9 Finance income and finance costs

Finance income consists of income from interest earning deposits and deposit interest income is accrued on a time basis by reference to the principal balance and the applicable effective interest rate. Finance income also includes foreign exchange gains resulting from financial activities.

Finance costs consist of interest payable on borrowings and is accrued on a time basis by reference to the outstanding principal and the effective interest rate of the borrowing.

2.10 Exceptional items

The Group has adopted an income statement format, which seeks to highlight significant items within the Group results for the financial year. Such items may include restructuring costs, reorganisation costs, impairment of assets, profit or loss on disposal or termination of operations, litigation settlements, profit or loss on disposal of investments or other significant expenses. Judgement is used by the Group in assessing the particular items, which by virtue of their scale and nature, should be disclosed in the income statement and notes as exceptional items.

2.11 Taxation

Taxation on the profit or loss for the period comprises current and deferred tax. Taxation is recognised in the income statement except to the extent that it relates to items recognised in other comprehensive income or directly in equity, in which case the related tax is recognised in other comprehensive income or directly in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates and laws that have been enacted or substantially enacted at the statement of financial position date, and any adjustment to tax payable in respect of previous periods.

Deferred tax is provided on the basis of the liability method on temporary differences at the statement of financial position date. Temporary differences are defined as the difference between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax is not accounted for, if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss, or where, in respect of taxable temporary differences associated with investments in subsidiaries, joint ventures and associates, the timing and reversal of the temporary differences is subject to control by the Group and it is probable that reversal will not occur in the foreseeable future. Deferred tax assets and liabilities are not subject to discounting and are measured at the tax rates that are anticipated to apply in the period in which the asset is realised or the liability is settled based on tax rates and tax laws that have been enacted or substantively enacted at the statement of financial position date. The carrying amounts of deferred tax assets are subject to review at each statement of financial position date and are reduced to the extent that future taxable profits are considered to be inadequate to allow all or part of any deferred tax asset to be utilised.

2.12 Currency translation

Functional and presentation currency
Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the functional currency). The consolidated financial statements are presented in euro, which is the presentation currency of the Group.

Presenting the financial statements in euro is considered to be more meaningful for members because the Group's parent company is incorporated in Ireland, the majority of the Company's operating expenditure was incurred in euro in the financial year, and the majority of its members are Irish.

Transactions and balances
Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the date of transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the remeasurement of monetary items at the rate of exchange ruling at the statement of financial position date are recognised in profit or loss.

Group companies
Results and cash flows of subsidiaries are translated into euro at average exchange rates for the period, where average exchange rates approximate the exchange rates applying at the dates of the underlying transactions, and the related statements of financial position are translated at the exchange rates applying at the financial year end. Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the exchange rates applying at the financial year end. Exchange differences arising on translation of the results of foreign currency subsidiaries and on restatement of the opening net assets at closing rates, on both the translation to the functional currency of the parent and to the reporting currency, are dealt with in a separate currency translation reserve within equity, net of any differences on related currency borrowings. On disposal of a foreign operation, accumulated currency translation differences are recognised in the income statement as part of the overall gain or loss on disposal. Cumulative currency translation differences arising prior to 1 January 2004 (the transition date to IFRS) have been set to zero.

2.13 Property, plant and equipment

Property, plant and equipment are recorded at original cost less accumulated depreciation (for those assets which are depreciated) and any impairment loss. Cost includes the purchase price plus costs directly incurred in bringing the asset into use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the income statement during the financial period in which they are incurred.

2.14 Depreciation and impairment of property, plant and equipment

Depreciation is charged, on a straight-line basis, so as to write down the cost of property, plant and equipment to residual value, including those assets held under finance lease. Land is not depreciated. Depreciation charges are commenced from the dates the assets are available for their intended use and are spread over the following estimated useful economic lives (or the lease term, if shorter):

- fixtures and fittings 2 to 5 years;

Residual values and useful lives are reviewed, and adjusted if appropriate, at each financial year end.

In accordance with IAS 36 – Impairment of Assets – the carrying values of items of property, plant and equipment are reviewed for indicators of impairment at each reporting date and are subject to impairment testing when events or changes in circumstances indicate that the carrying values may not be recoverable. If the recoverable amount of an asset is less than its carrying amount, an impairment loss is recognised.

Recoverable amount is the higher of fair value less costs to sell and value in use. Value in use is assessed by discounting the estimated future cash flows that the asset is expected to generate. For this purpose assets are grouped into cash generating units representing the lowest levels for which there are separately identifiable cash flows. Impairment is then determined by assessing the recoverable amount of the cash-generating unit to which the assets relates. Reversals of impairment losses are recognised in income when they arise.

2.15 Intangible assets – goodwill

Goodwill is recognised as an asset and represents the excess of the cost of an acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities at the date of the acquisition. As at the acquisition date, goodwill is allocated to cash-generating units for the purpose of impairment testing. Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is not amortised but is reviewed for impairment annually and whenever there is a possible indicator of impairment. Impairment is determined by assessing the recoverable amount, being the higher of fair value less costs to sell and value in use, of the cash-generating unit to which the goodwill relates. If the recoverable amount of goodwill is less than its carrying amount, an impairment loss is recognised. Impairment losses for goodwill are not reversed in subsequent periods.

Where a subsidiary is sold, any goodwill arising on acquisition, net of any impairment, is included in determining the profit or loss arising on disposal.

2.16 Other loans and receivables

Other loans and receivables are non-derivative financial assets with fixed or determinable payments that are not traded in an active market. They are included at amortised cost in non-current assets unless the investment is due to mature within 12 months of the financial year end. After initial recognition, gains or losses arising from changes in the amortised cost are included in other gains/ (losses) in the income statement in the period in which they arise.

2.17 Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method.

Inventory is measured by taking account of cost and the expected revenues arising from the sale of goods. Where necessary, write downs in the carrying value of inventories are made for obsolete, damaged, deteriorated and unusable items on the basis of a review of individual items included in inventory.

2.18 Trade and other receivables

Trade and other receivables are recognised initially at fair value. Given the short-dated nature of these assets the original invoice value equates to initial fair value. Trade receivables are subsequently measured at amortised cost using the effective interest method, less an impairment provision when there is objective evidence that it will not be possible to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of the estimated future cash flows, discounted at the original rate of interest. The amount of the provision is recognised in the income statement in selling and distribution costs.

2.19 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits, including bank deposits of less than three months maturity. Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

2.20 Share capital

Ordinary shares are classified as equity. Equity capital issued by the Group is recorded at the value of the proceeds received, net of direct issue costs.

2.21 Trade payables

Trade payables are initially stated at cost which, given the short-dated nature of these liabilities equates to initial fair value and are subsequently measured at amortised cost, using the effective interest rate method, when the age or payment terms of the liability indicates that initial cost no longer equates to fair value.

2.22 Provisions

A provision is recognised in the statement of financial position when the Group has a present obligation (either legal or constructive) as a result of a past event; it is probable that a transfer of economic benefits would be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects the time value of money and, where appropriate, the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

2.23 Borrowings and other financial liabilities

Borrowings and other financial liabilities are initially recorded at the fair value of the consideration received net of attributable transaction costs. Borrowings and other financial liabilities are subsequently stated at amortised cost. Any difference between the consideration received (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings and other financial liabilities using the effective interest method. Borrowings and other financial liabilities are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the financial year-end.

2.24 Leases

Leases of property, plant and equipment, where the Group has substantially all the risks and rewards of ownership, are classified as finance leases. Finance leases are capitalised at the inception of the lease at the lower of the fair value of the leased property or the present value of the minimum lease payments. The corresponding rental obligations, net of finance charges, are included in borrowings.

The interest element of the finance cost is charged to the income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Asset finance agreements are legal agreements entered into with a provider of finance to enable Group entities to finance the purchase of plant and equipment. The substance of these agreements is equivalent to that of a finance lease and accordingly these transactions are accounted for as finance leases. The term asset finance agreement is used in the financial statements to describe both finance lease agreements and any other agreements which are equivalent to finance leases in substance.

Leases where a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the income statement on a straight line basis over the period of the lease. Benefits received as an incentive to enter into an operating lease are spread on a straight line basis over the period of the lease.

2.25 Discontinued operations

A discontinued operation is a component of the Group's business which represents a separate major line item of business and has been disposed of or is classified as held for sale. When an operation is classified as discontinued, the comparative income statement is restated as if the operation had been discontinued from the start of the earliest period presented.

3. Financial Risk Management

The main financial instruments used by the Group throughout its businesses are cash and cash equivalents, trade receivables and payables. The main risks attaching to the Group's financial instruments are currency, credit, and liquidity risk.

Currency risk
The Group was not exposed to significant currency risks during 2016.

The translation of the Group's net investment in its subsidiaries to the Group presentation currency (euro) gives rise to an exchange movement which is recognised in the consolidated statement of comprehensive income.

Credit risk
The Group is exposed to credit risk relating to cash and cash equivalents. The Group places cash/deals with highly rated financial institutions and, where appropriate, seeks to diversify funds between a number of such institutions to minimise the amount of credit exposure to any financial institution.

Liquidity risk
The Group is exposed to liquidity risk which arises primarily from the requirement to pay short term financial liabilities. The Group's policy is to ensure that sufficient resources are available either from cash balances or cash flows to ensure all obligations can be met as they fall due. To achieve this objective, the Group:

- continuously monitors and controls forecast and actual cash flows;
- maintains cash balances and liquid investments with highly-rated counterparties; and
- limits the maturity of cash balances.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the earliest date on which the Group can be required to pay (including interest payments where applicable). The amounts disclosed in the table are the contractual undiscounted cash flows, which may differ to the carrying values of the liabilities at the reporting date, except for short term payables where discounting is not applied.

At 31 December 2016	**Less than 1 year €'000**	**Between 1 and 2 years €'000**	**Between 2 and 5 years €'000**
Trade and other payables	**767**	**152**	**84**
	767	**152**	**84**

At 31 December 2015	Less than 1 year €'000	Between 1 and 2 years €'000	Between 2 and 5 years €'000
Trade and other payables	111	-	-
	111	-	-

Capital risk
The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for members and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may pay dividends to members, return capital to members, issue new shares or sell assets to reduce debt.

Capital for the financial year ends under review is summarised as follows:

	2016	2015
	€'000	€'000
Total equity	**1,773**	917
Cash and cash equivalents	**(335)**	(1,198)
Capital	**1,438**	(281)

	2016	2015
	€'000	€'000
Total equity	**1,773**	917
Overall financing	**1,773**	917
Capital-to-overall financing ratio	**0.81**	(0.31)

The increase in the capital-to-overall financing ratio during 2016 resulted primarily from the issue of shares to the shareholders of C7 Brands Limited in consideration for the acquisition of C7 Brands Limited valued at €1.500 million.

4. Critical Accounting Estimates and Judgements

The Group makes estimates and assumptions concerning the future in preparing the financial statements. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. By definition, estimates cannot be expected to predict future results with certainty. The estimates and assumptions that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

4.1 Going concern

As discussed in note 2.2 on page 24 of the consolidated financial statements, the financial statements have been prepared on a going concern basis which assumes that the Group will continue in operational existence for a period not less than 12 months from the date of this annual report. The validity of the going concern basis is dependent upon the Company's loan facility, the cash generation of C7 Brands Limited and prospective cash flow budgets and forecasts. For these reasons, the Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

4.2 Income taxes

Significant judgement is required in determining the provision for income taxes as the taxation rules are constantly evolving and are subject to changes in legal and practical interpretation from time to time. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

4.3 Business combinations

The Group uses the acquisition method of accounting for acquired businesses which requires that the assets and liabilities assumed are recorded at their respective fair values at the date of acquisition. The application of the acquisition method requires certain estimates and assumptions particularly concerning the determination of the fair values of the acquired assets and liabilities assumed at the date of acquisition.

4.4 Exceptional items

In accordance with accounting policy note 2.10 on page 26 of the consolidated financial statements, the Group has adopted an income statement format which highlights as exceptional any significant and one off items within the Group's results for the year. Judgement is used by the Group in assessing the particular items, which by virtue of their materiality and/or nature, are presented in the income statement and related notes as exceptional items.

4.5 Deferred tax assets

Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, significant judgement is used when assessing the extent to which deferred tax assets should be recognised, with consideration given to the timing and level of future taxable income in the relevant tax jurisdiction.

4.6 Provisions

Provisions have been made for expected costs to be incurred to make good dilapidations or other damage on a property lease currently held in the UK. The provision is an estimate and the actual costs and timing of future cash flows are dependent on future events. Any difference between expectations and the actual future liability is accounted for in the period when such determination is made.

5. Segment Information

Following the acquisition of C7 Brands Limited on 18 October 2016, the Group has one continuing business segment, PAC Health and Wellness. This segment aligns with the Group's internal financial reporting system and the way in which the Chief Operating Decision Maker assesses performance. PAC Health and Wellness is engaged in the acquisition, sale and distribution of beverages.

The results disclosed below for PAC Health and Wellness represent the 75 day period from the date of acquisition to the financial year end. The Group did not have trading operations in 2015.

(5a) Operating segment disclosures – Consolidated Income Statement

	Continuing		**Discontinued**	
Financial year ended 31 December 2016	**PAC Health and Wellness €'000**	**Unallocated[1] €'000**	**PAC Telemedia €'000**	**Total Group €'000**
Revenue from external customers	**22**	**-**	**-**	**22**
EBITDA[2]	**(177)**	**(521)**	**197**	**(501)**
Depreciation	**-**	**(1)**	**-**	**(1)**
Operating loss before exceptional items	**(177)**	**(522)**	**197**	**(502)**
Other gains/(losses)	**-**	**783**	**(50)**	**733**
Exceptional items	**-**	**(282)**	**-**	**(282)**
Finance costs (net)	**(7)**	**(5)**	**-**	**(12)**
Loss before tax	**(184)**	**(26)**	**147**	**(63)**
Income tax	**-**	**-**	**-**	**-**
Loss for the financial year	**(184)**	**(26)**	**147**	**(63)**

	Continuing	**Discontinued**	
Financial year ended 31 December 2015	Unallocated €'000	PAC Telemedia €'000	Total Group €'000
Revenue from external customers	-	-	-
EBITDA[2]	(320)	29	(291)
Depreciation	(2)	-	(2)
Operating loss before exceptional items	(322)	29	(293)
Other losses	(117)	(194)	(311)
Finance costs (net)	142	-	142
Loss before tax	(297)	(165)	(462)
Income tax charge	1	-	1
Loss for the financial year	(296)	(165)	(461)

(1) unallocated costs represent corporate costs of the Group

(2) the Chief Executive Officer assesses segment performance based on earnings before interest, tax, depreciation, amortisation, other income, other gains and exceptional items (EBITDA)

(5b) Operating segments disclosures – Statement of Financial Position

The Group's business segments and its assets are located in the UK. Unallocated assets represent assets held by PAC Group and not allocated to an operating subsidiary.

	Continuing			Continuing	
	PAC Health and Wellness €'000 2016	**Unallocated €'000 2016**	**Total Group €'000 2016**	Unallocated €'000 2015	Total Group €'000 2015
Non-current assets					
United Kingdom	**2,325**	-	**2,325**	-	-
Unallocated	**1**	**-**	**1**	1	1
	2,326	**-**	**2,326**	1	1
Current assets					
USA	**-**	**-**	**-**	73	73
United Kingdom	**156**	**-**	**156**		
Unallocated	**-**	**338**	**338**	1,142	1,142
	156	**338**	**494**	1,215	1,215
Total assets	**2,482**	**338**	**2,820**	1,216	1,216
Total liabilities					
USA	**-**	**-**	**-**	(206)	(206)
United Kingdom	**(656)**	**-**	**(656)**	-	-
Unallocated	**-**	**(391)**	**(391)**	(93)	(93)
	(656)	**(391)**	**(1,047)**	(299)	(299)

(5c) Entity-wide disclosures

Following the acquisition of C7 Brands Limited on 18 October 2016, the Group derived its revenue from a single collection of related products being the acquisition, sale and distribution of beverages. Group revenue was entirely from external customers. The table below shows revenue attributable to the country of operation. There were no other revenues in the Group in the current financial year or prior financial year.

	Financial year ended 31 December					
	UK €'000 2016	**Unallocated €'000 2016**	**Total €'000 2016**	USA €'000 2015	Unallocated €'000 2015	Total €'000 2015
Sale of goods	**22**	**-**	**22**	-	-	-
	22	**-**	**22**	-	-	-

During 2016, €0.019 million or 87% of the Group's revenues depended on a single customer in the PAC Health and Wellness segment.

6. Discontinued operations

There were no discontinued operations within the Group in 2016. The results for discontinued operations below relate primarily to the write-back of an unused re-organisation provision and foreign exchange losses on the translation of foreign operations, relating to PAC Telemedia which was disposed of in September 2014.

	2016	2015
	€'000	€'000
Results of discontinued operations		
Administration expenses	**197**	29
Other losses	**(50)**	(194)
Profit/(loss) before tax	**147**	(165)
Income tax credit/(charge)	**-**	-
Profit/(loss) after tax from discontinued operations	**147**	(165)
Basic and diluted earnings/(loss) per share (cent)	**0.53**	(0.73)
Cash flows from/(used in) discontinued operations		
Net cash from/(used in) operating activities	**2**	82
Net cash from investing activities	**-**	1,250
Net cash from discontinued operations	**2**	1,332
Consideration received, satisfied in cash (net of attributable expenses)	**-**	1,250
Net cash inflow	**-**	1,250
Deferred consideration	**-**	(1,250)
Total consideration net of cash and cash equivalents disposed of	**-**	-

7. Exceptional items

	2016	2015
	€'000	€'000
Continuing operations		
Acquisition costs(1)	**282**	-
	282	-

(1) the Group incurred €0.282 million (2015: €nil) of direct costs, including legal and professional fees and stamp duty, related to the acquisition of C7 Brands Limited on 18 October 2016

8. Other gains/(losses)

	2016	2015
	€'000	€'000
Continuing operations		
Net foreign exchange gains/(losses)(1)	**783**	(117)
Discontinued operations		
Net foreign exchange losses(2)	**(50)**	(194)
Total other gains/(losses)	**733**	(311)

(1) these losses have arisen on the retranslation of inter-company loan balances held with foreign subsidiaries
(2) these losses have arisen on the translation of remaining net assets of discontinued operations

9. Finance costs and finance income

	2016	2015
Continuing operations	**€'000**	€'000
Finance costs:		
Other borrowings	**(7)**	-
Net foreign exchange losses on financing activities	**(5)**	-
	(12)	-
Finance income:		
Net foreign exchange gains on financing activities	**-**	142
	-	142
Finance (costs)/income	**(12)**	142

10. Expenses

	2016	2015
	€'000	€'000
Continuing operations		
Employee benefit expense (note 13)	**287**	150
Material cost of inventories consumed (included within cost of sales)	**20**	-
Depreciation of property, plant and equipment		
- Included in administration expenses	**1**	2
Services provided by the Group's Auditors (note 12)	**75**	39
Other selling and distribution and administrative expenses	**337**	131
Acquisition costs	**282**	-
Other (gains)/losses	**(783)**	117
	219	439
Discontinued operations		
Other losses	**50**	194
Other selling and distribution and administrative gain or writeback	**(197)**	(29)
	(147)	165
Total continuing and discontinued operations	**72**	604

11. Net foreign exchange gains/(losses)

	2016	2015
	€'000	€'000
The exchange differences charged to the income statement are included as follows:		
Other gains/(losses) – continuing operations (note 8)	**783**	(117)
Other losses – discontinued operations (note 8)	**(50)**	(194)
Net finance costs – continuing operations (note 9)	**(5)**	142
	728	(169)

12. Services provided by the Group's Auditors

During the financial year, the Group obtained the following services from the Group's Auditors at costs as detailed below:

	2016	2015
	€'000	€'000
Continuing operations		
Audit of Group financial statements	**35**	25
Other assurance services	**24**	6
Tax advisory services	**16**	8
	75	39

13. Employment information

	2016	2015
	€'000	€'000
Continuing operations		
Employment costs:		
Wages and salaries	**264**	140
Social welfare costs	**23**	10
Employee benefit expense	**287**	150

Average number of employees	**2016**	2015
Administration	**3**	2
Average number of employees for the financial year	**3**	2

14. Foreign currency

The income statement and cash flows of the Group's operations are translated into euro based on the average exchange rate for the financial year. The statements of financial position are translated using the financial year end exchange rate.

	2016	2015
Average rate		
Sterling	**0.8195**	0.7259
Sterling(1)	**0.8640**	-
US dollar	**1.1069**	1.1095
Year end rate		
Sterling	**0.8562**	0.7340
US dollar	**1.0541**	1.0887

(1) The average rate for the period from the date of acquisition of C7 Brands Limited on 18 October 2016

15. Income tax charge

	2016	2015
	€'000	€'000
Current tax charge	**-**	1
Taxation	**-**	1

Relationship between tax expense and accounting profit	**2016**	2015
	€'000	€'000
Loss on ordinary activities before tax	**(63)**	(462)
Loss on ordinary activities multiplied by standard rate of corporation tax in Ireland of 12.5% (2015:12.5%)	**8**	58
Effects of:		
Other items (mainly expenses not deductible for tax purposes and non-taxable income)	**44**	271
Loss carried forward for which no deferred tax asset is recognised	**(52)**	(328)
Current tax for the financial year	**-**	1

16. Directors' remuneration

Financial year ended 31 December 2016	**Salary**	**Fees**	**Total**
	€'000	**€'000**	**€'000**
Executive Directors[(1)]			
D Martin	**75**	**-**	**75**
S Barton[(3)]	**10**	**-**	**10**
	85	**-**	**85**
Non-executive Directors[(1)]			
A Gill[(2)]	**-**	**14**	**14**
S Smith[(2)]	**-**	**14**	**14**
C Martin[(4)]	**-**	**10**	**10**
J Mills[(3)(5)]	**-**	**7**	**7**
	-	**45**	**45**
	85	**45**	**130**

Financial year ended 31 December 2015	Salary	Fees	Total
	€'000	€'000	€'000
Executive Directors[(1)]			
D Martin	70	-	70
	70	-	70
Non-executive Directors[(1)]			
A Gill	-	25	25
S Smith	-	25	25
	-	50	50
	70	50	120

(1) The directors’ remuneration disclosed above relates entirely to short-term employee benefit
(2) Mr. Conor Martin was appointed as non-executive director on 30 September 2016
(3) Mr. John Mills was appointed as a Non-executive director on 17 October 2016
(4) Mr. A Gill and Mr. S Smith resigned as Non-executive directors on 18 October 2016
(5) Mr. Stephen Barton was appointed as an Executive directors on 18 October 2016
(6) Of the amount disclosed above, €0.0032 million is accruing to Mr. J Mills at 31.12.2016

Details of Directors' interests in shares are set out on pages 8 and 9.

17. Earnings/(loss) per Share from Continuing and Discontinued Operations

Basic earnings per share is calculated by dividing the earnings/(loss) attributable to ordinary members by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is calculated by adjusting the weighted average number of shares in issue to assume conversion of all potential dilutive ordinary shares. The Group had one category of potential dilutive ordinary shares: warrants, however these warrants expired on 15 May 2012, and therefore no longer impact the calculation of diluted earnings per share, as a result the basic (loss)/earnings per share and the diluted (loss)/earnings per share are the same.

Reconciliations of the earnings and the weighted average number of shares used in the calculations are set out below.

(Loss)/earnings	**2016**	2015
	€'000	€'000
Loss for the financial year	**(63)**	(461)
Less: Profit/(loss) for the financial year from discontinued operations	**147**	(165)
Loss for the financial year from continuing operations	**(210)**	(296)
Exceptional costs – continuing operations	**282**	-
Adjusted profit/(loss) for the financial year	**72**	(296)

Basic and diluted loss per share – continuing operations	**2016**	2015
	€ cent	€ cent
Loss per share for the financial year	**(0.76)**	(1.31)
Exceptional costs	**1.02**	-
Earnings/(loss) per share for the financial year	**0.26**	(1.31)

Basic and diluted earnings per share – discontinued operations	**2016**	2015
	€ cent	€ cent
Earnings per share for the financial year	**0.53**	(0.73)
Earnings per share for the financial year	**0.53**	(0.73)

Basic and diluted (loss)/earnings per share – continuing and discontinued operations	**2016**	2015
	€ cent	€ cent
Loss per share for the financial year	**(0.23)**	(2.04)
Exceptional costs	**1.02**	-
Adjusted earnings/(loss) per share for the financial year	**0.79**	(2.04)

Weighted average number of shares ('000)	**27,532**	22,681

18. Inventories

	2016	2015
	€'000	€'000
Goods for resale	51	-

The Group consumed €0.020 million of inventories in 2016 (2015: €nil). This expense was recognised in the income statement within cost of sales. Management estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. In the opinion of the directors, there are no material differences between the replacement cost of stock and the statement of financial position amounts and deem no inventory to be impaired at financial year end.

19. Trade and Other Receivables - Current

	2016	2015
	€'000	€'000
Trade receivables	**49**	-
Prepayments and accrued income	**59**	17
	108	17

The fair value of trade and other receivables approximates book value.

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

	2016	2015
Currency:	**€'000**	€'000
Sterling	**105**	-
US dollar	**-**	9
Other currencies	**3**	8
	108	17

At 31 December 2016, trade receivables of €0.026 million (2015: €nil) were past due but not impaired.

Individually impaired receivables are assessed to be so, based on age profile, and in some cases, on a dispute as to the customer's contractual obligation to pay. There are no impaired receivables within trade and other receivables at the financial year end (2015: €nil).

The other classes within trade and other receivables do not contain impaired assets. The maximum exposure to credit risk at the reporting date is the carrying value of each class of receivable mentioned above. The Group does not hold any security as collateral.

20. Cash and Cash Equivalents

	2016	2015
	€'000	€'000
Cash at bank and in hand	**334**	1,197
Short-term deposits	**1**	1
	335	1,198

Short-term deposits represent funds held on deposit with banks, with a maturity of less than one month. The average maturity of these deposits was 0 days (2015: 0 days). The effective interest rate on the deposits was 0.0% (2015: 0.0%).

21. Other Loans and Receivables

	2016	2015
	€'000	€'000
At 1 January	**-**	1,153
Deferred consideration received on disposal of subsidiaries	**-**	(1,250)
Exchange movement	**-**	97
At 31 December	**-**	-

Other loans and receivables consisted of deferred consideration on the disposal of certain assets and trade of Express Business Service, LLC and CC, GA-AL, LLC on 3 September 2014. In accordance with the terms of the Asset Purchase Agreement, related to this disposal, an amount of $1.400 million of the consideration for this transaction was being held in escrow, by escrow agent, Wells Fargo Bank, National Association, for a twelve month period following the closing date for the purposes of covering warranty and indemnity claims. An amount of $0.075 million (€0.069 million) of this amount was received on 30 March 2015, $0.025 million ($0.023 million) on 16 July 2015 and the remaining amount of $1.300 million (€1.158 million) on 3 September 2015.

22. Property, Plant and Equipment

Financial year ended 31 December 2016	**Fixtures and fittings €'000**	**Total €'000**
Cost		
At 1 January 2016	**37**	**37**
Acquisition of subsidiary (note 32)	**1**	**1**
At 31 December 2016	**38**	**38**
Accumulated depreciation		
At 1 January 2016	**36**	**36**
Charge for the financial year	**1**	**1**
At 31 December 2016	**37**	**37**
Net book amount at 31 December 2016	**1**	**1**

Financial year ended 31 December 2015	Fixtures and fittings €'000	Total €'000
Cost		
At 1 January 2015	36	36
Additions at cost	1	1
At 31 December 2015	37	37
Accumulated depreciation		
At 1 January 2015	34	34
Charge for the financial year	2	2
At 31 December 2015	36	36
Net book amount at 31 December 2015	1	1

23. Intangible Assets

	2016	2015
Goodwill	**€'000**	€'000
At 1 January	**-**	-
Additions relating to current year acquisitions (note 32)	**2,222**	-
Exchange movement	**103**	-
At 31 December	**2,325**	-

Goodwill arises on the acquisition of C7 Brands Limited and is attributable to the anticipated future profitability of this business and certain intangible assets that cannot be individually separated and reliably measured due to their nature. These items include C7 Brands Limited's management team and key vendor relationships.

Goodwill acquired in business combinations is allocated, at acquisition, to the cash-generating units (CGUs) that are expected to benefit from that business combination. The CGUs represent the lowest level within the Group at which the associated goodwill is monitored for management purposes and are not larger than the primary and secondary segments determined in accordance with IFRS 8 – Operating Segments.

The CGUs to which significant amounts of goodwill have been allocated and the corresponding carrying amounts of such goodwill are as follows:

	2016	2015
Cash generating unit	**€'000**	€'000
PAC Health and Wellness	**2,325**	-
At 31 December	**2,325**	-

Impairment testing of goodwill

Impairment is determined by assessing the recoverable amount, being the higher of the fair value less costs to sell or the value in use of the CGU to which goodwill relates.

For the financial year ending 31 December 2016, management assessed the fair value less costs to sell of the cash generating units to which goodwill related and determined that no impairment arose. Management based the fair value less costs to sell on consideration paid for C7 Brands Limited on 18 October 2016 as this transaction was on an arm's length basis between knowledgeable and willing parties.

24. Trade and Other Payables

	2016	2015
	€'000	€'000
Trade payables	**186**	-
Payroll tax and social security	**26**	4
Value added tax	**12**	-
Accrued expenses and other payables(1)	**779**	107
	1,003	111

Analysis of trade and other payables:	**2016**	2015
	€'000	€'000
Current	**767**	111
Non-current	**236**	-
	1,003	111

The fair value of current trade and other payables approximates book value.

(1) Included within accrued expenses and other payables is an amount of €0.407 million due to Mr. Stephen Barton, a director and major shareholder of the Company. Under the terms of the C7 Brands Limited share purchase agreement, Mr. Barton, undertook in favour of the Group that, no later than four months following the C7 transaction completion date of 18 October 2016, that he shall discharge and repay in full all amounts owing by the company, pursuant to the terms of a commercial loan agreement held between himself, C7 Brands Limited and General Asset Management Limited (trading as Accredo) in consideration for the issue by C7 Brands Limited of an unsecured, non-assignable, non-interest bearing loan note to be repaid by the company at a fixed rate of £0.013 million (€0.015 million) per month. The Accredo loan was refinanced by Stephen Barton in December 2016, thereby removing punitive interest payments. Principle repayments to him from C7 Brands Limited continue until August 2019.

After initial recognition the fair value of other payables is based on cash flows discounted using a rate based on the market interest rate currently available to the Group for unsecured borrowing (2016:12.0%; 2015: nil%).
The difference between the present value and the fair value of this balance has been recorded as a capital contribution (€0.069 million).

25. Provisions for Other Liabilities and Charges

	Reorganisation €'000	Other €'000	Total €'000
At 1 January 2016	188	-	188
Provisions released to the income statement	**(184)**	**-**	**(184)**
Acquisition	**-**	**44**	**44**
Exchange movement	**(4)**	**-**	**(4)**
At 31 December 2016	**-**	**44**	**44**

Analysis of total provisions for other liabilities and charges:	**2016 €'000**	2015 €'000
Current	**44**	188
Non-current	**-**	-
	44	188

Reorganisation
This provision related to future lease rentals on stores closed in Express Business Service, LLC.

Other provisions
This provision relates to costs to be incurred to make good dilapidations or other damage on a property lease currently held in the UK.

26. Deferred Tax

The Group did not recognise deferred tax assets of €6.660 million (2015: €6.613 million) in respect of losses amounting to €25.333 million (2015: €25.019 million) that can be carried forward against future taxable income.

27. Share Capital and Premium

	Number of shares 000's	Ordinary Shares €'000	Share Premium €'000	Total €'000
At 1 January 2016	22,681	11,341	16,444	27,785
Renominalisation of share capital (note 28)	**-**	**(11,338)**	**(16,444)**	**(27,782)**
Shares issued as consideration (note 32)	**23,607**	**2**	**1,498**	**1,500**
At 31 December 2016	**46,288**	**5**	**1,498**	**1,503**

At the Extraordinary General Meeting of the Company held on 17 October 2016, shareholders approved the renominalisation of the ordinary shares of the Company to a nominal value of €0.0001 per share. An amount equal to the reduction in the issued share capital resulting from this renominalisation was transferred to a capital conversion reserve fund.

	Previous par value of shares	Redenominated par value of shares	Renominalised par value of shares	Aggregate renominalisation effect €'000
22,681 ordinary shares	**€0.50**	**€0.0001**	**€0.4999**	**11,338**

The total authorised number of ordinary shares is 100,000,000 (2015:100,000,000) with a par value of €0.0001 (2015: €0.50) per share.

28. Other Reserves

	Share based payments reserve €'000	Currency translation reserve €'000	Capital conversion reserve €'000	Total €'000
At 1 January 2015	3,375	(570)	-	2,805
Exchange movement	-	291	-	291
At 31 December 2015	3,375	(279)	-	3,096
Exchange movement	**-**	**(650)**		**(650)**
Renominalisation of share capital (note 27)	**-**	**-**	**27,782**	**27,782**
At 31 December 2016	**3,375**	**(929)**	**27,782**	**30,228**

Share based payments reserve
This reserve comprises amounts credited to reserves in connection with warrants issued, which have now expired.

Foreign currency translation reserve
The translation reserve comprises all foreign exchange differences, arising from the translation of the net assets of the Group's non-euro functional currency operations, including the translation of the results of such operations from the average exchange rate for the financial year to the exchange rate at the financial year end.

Capital conversion reserve
Following a resolution passed at an Extraordinary General Meeting on 17 October 2016 each of the issued and unissued ordinary shares of €0.50 was redenominated into an ordinary share of €0.0001. An amount equal to the reduction in the issued share capital resulting from this renominalisation was transferred to the capital conversion reserve fund.

29. Retained Earnings

Retained earnings	**€'000**
At 1 January 2015	(29,503)
Loss for the financial year	(461)
At 31 December 2015	(29,964)
Loss for the financial year	**(63)**
At 31 December 2016	**(30,027)**

30. Notes to the Consolidated Cash Flow Statement

(a) Cash absorbed by operations

	2016 €'000	2015 €'000
Continuing operations		
Loss before taxation	**(210)**	(297)
Adjustments for:		
Net finance (income)/costs	**12**	(142)
Depreciation	**1**	2
Foreign exchange gains on operating activities	**(783)**	117
Changes in working capital:		
Inventories	**6**	
Trade and other receivables	**3**	(86)
Trade and other payables	**111**	(99)
Cash outflow from continuing operations	**(860)**	(505)
Discontinued operations		
Profit/(loss) before taxation	**147**	(165)
Adjustments for:		
Foreign exchange gains on operating activities	**50**	194
Changes in working capital:		
Trade and other receivables	**-**	797
Trade and other payables	**(195)**	(744)
Cash inflow from discontinued operations	**2**	82
Cash outflow from operations	**(858)**	(423)

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

	2016 €'000	2015 €'000
Continuing operations		
(Decrease)/increase in cash and cash equivalents	**(806)**	839
Effect of foreign exchange rate changes	**9**	-
Movement in net cash/(debt) in the financial year	**(797)**	839
Net cash at beginning of financial year	**1,132**	293
Net cash at end of financial year from continuing operations	**335**	1,132
Discontinued operations		
(Decrease)/increase in cash and cash equivalents	**(64)**	126
Effect of foreign exchange rate changes	**(2)**	(3)
Movement in net cash/(debt) in the financial year	**(66)**	123
Net cash/(debt) at beginning of financial year	**66**	(57)
Net cash at end of financial year from discontinued operations	**-**	66
Net cash at end of financial year	**335**	1,198

(c) Analysis of net cash/(debt)	**2016**	2015
	€'000	€'000
Continuing operations		
Cash and cash equivalents	**335**	1,132
	335	1,132
Discontinued operations		
Cash and cash equivalents	**-**	66
	-	66
Net cash at end of financial year	**335**	1,198

(d) Major non-cash transactions

The major non-cash transaction during 2016 was the issue of 23,606,961 ordinary shares to the shareholders of C7 Brands Limited in consideration for the acquisition of C7 Brands Limited valued at €1.500 million. There were no major non-cash transactions in 2015.

31. Commitments

(a) Capital commitments not provided for

The Group does not have any capital expenditure contracted for but not yet incurred at the financial year end (2015: €nil).

(b) Operating lease commitments - minimum lease payments

	2016	**2016**	2015	2015
	Property	**Motor vehicles**	Property	Motor vehicles
	€'000	**€'000**	€'000	€'000
No later than one year	**32**	**11**	-	-
Later than one year and no later than five years	**65**	-	-	-
Later than five years	**-**	**-**	-	-
	97	**11**	-	-

The Group leases properties and motor vehicles under non-cancellable operating lease agreements. The lease terms are between one and t years, and the majority of lease agreements are renewable at the end of the lease period at market rate.

32. Business combinations

On 18 October 2016, Prime Active Capital plc, acquired 100% of C7 Brands Limited. C7 Brands Limited is a United Kingdom based company engaged in the acquisition, sale and distribution of beverages in the fast moving consumer goods and health and wellness sector. C7 Brands Limited's product line has a particular focus on low alcohol by volume alcoholic beverages and wellbeing soft drinks, including flavoured coconut waters. C7 Brands Limited was established in 2013.

The purchase consideration for this acquisition was the issue of 23,606,961 ordinary shares in Prime Active Capital plc to the shareholders of C7 Brands Limited, valued at €1.500 million. The acquired business contributed revenues of €0.022 million and a net loss of €0.260 million to the Group for the period 18 October to 31 December 2016.

Details of the net assets acquired and goodwill are as follows:

Purchase consideration	**€'000**
Shares issued	**1,500**
Fair value of net identifiable liabilities acquired	**722**
Goodwill (note 23)	**2,222**

The above figures are preliminary. Fair values have been determined provisionally as permitted by IFRS 3 due to the start up nature of the acquired business. The goodwill is attributable to anticipated future profitability of C7 Brands Limited and certain intangible assets that cannot be individually separated and reliably measured due to their nature. These items include C7 Brands Limited's management team and key vendor relationships.

The assets and liabilities as of 18 October 2016 arising from the acquisition are as follows:

	Acquirees carrying amount	**Fair value(1)**
	€'000	**€'000**
Cash and cash equivalents	**-**	**-**
Property, plant and equipment	**1**	**1**
Inventories	**55**	**55**
Receivables	**91**	**91**
Payables	**(869)**	**(869)**
Net liabilities acquired	**(722)**	**(722)**

(1) fair values have been assessed and it has been determined that there is no significant difference between fair values and book values

	€'000
Purchase consideration settled in cash	**-**
Cash and cash equivalents in subsidiary acquired	**-**
Cash flow on acquisition	**-**

There were no acquisitions in the financial year ended 31 December 2015.

33. Events after the Reporting Period

On 24 May 2017, the Group signed a loan facility of up to €1.000 million available in three tranches, with Abbey International Finance Limited for use in financing the development of the business. This facility carries a three year term. The Group drew down the first tranche of the facility of €0.500 million on 24 May 2017.

The second and third tranches of €0.250 million each, will be available subject to achieving sales benchmarks. The size and number of these subsequent tranches may be amended if required, subject to the agreement of both parties. The loan facility is subject to interest payable at a rate of 12% per annum, applied to the principal only, to be rolled up and paid on conversion or redemption. In the event of default the loan facility will become immediately repayable. The loan facility may become convertible into ordinary shares at a date in the future.

On 1 June 2017 Mr. Dermot Martin resigned as Director of the Company and all subsidiary companies and as Executive Chairman of the Group.

34. Share Option Scheme

At the Company's Extraordinary General Meeting on 17 October 2016, shareholders granted authority to the Directors to issue equity securities in the Company, either in the form of Ordinary Shares or options to subscribe for Ordinary Shares, to employees of the Company as part of an employee share scheme, to be entered into by the Company, up to an aggregate maximum of 15% of the nominal value of the Company's issued ordinary share capital.
The authority granted at the Extraordinary General meeting in October 2016 has not been exercised. There were no options in issue at 31 December 2016 or 31 December 2015.

35. Subsidiary Undertakings

The principal subsidiary undertakings are:

Name of subsidiary and registered office	% holding	Principal activity
Incorporated and operating in Ireland:		
Prime Active Capital (Services) Limited 14 The Hyde Building The Park Carrickmines Dublin 18	100%	Provision of management services
Incorporated in the United Kingdom:		
PAC Digimedia Limited Two Colton Square Leicester LE1 1QH UK	100%	Holding company
C7 Brands Limited The Stables Little Coldharbour Farm Tong Lane Lamberhurst Tunbridge Wells Kent UK	100%	Health and Wellness

Incorporated in the United States of America:

PAC Telemedia, LLC C/O The Corporation Service Company 2711 Centerville Road Wilmington Delaware 19808 USA	100%	Holding company
Cellular Center GA-AL, LLC C/O National Registered Agents, Inc 3675 Crestwood Parkway Duluth Georgia 30096 USA	95%	Non trading
Express Business Services, LLC C/O CT Corporation System 116 Pine St, Suite 320 Harrisburg Pennsylvania 17101 USA	100%	Non trading

Pursuant to Section 345 of the Companies Act 2014, a full list of subsidiaries will be annexed the Company's Annual Return to be filed in the Companies Registration Office in Ireland.

36. Related Party Transactions

Key management personnel are the Board of Directors. Details of the remuneration of Directors are disclosed in note 16 on page 39 of the consolidated financial statements.

Under the terms of the C7 Brands Limited share purchase agreement, Mr. Stephen Barton, a director and major shareholder of the Company, undertook in favour of the Group that, no later than four months following the C7 transaction completion date of 18 October 2016, that he shall discharge and repay in full all amounts owing by the company, pursuant to the terms of a commercial loan agreement held between himself, C7 Brands Limited and General Asset Management Limited, trading as Accredo, in consideration for the issue by C7 Brands Limited of an unsecured, non-assignable, non-interest bearing loan note to be repaid by the company at a fixed rate of £0.013 (€0.015) million per month. The Accredo loan was refinanced by Stephen Barton in December 2016, thereby removing punitive interest payments, principle repayments to him, from C7 Brands Limited continue until August 2019.

Included in the assets of C7 Brands Limited at acquisition date was an amount of €0.028m due from DK Gymnastics & Fitness Limited, a company related by virtue of a common director and shareholder, Mr. Stephen Barton. There was an amount included within the liabilities of C7 Brands Limited at acquisition date of €0.015 owed to the same related party. All outstanding balances at acquisition date pertained to pre-acquisition transactions and were settled in full by financial year end. There were no further transactions with the related party in the post-acquisition period and there were no amounts due from, or owed to DK Gymnastics & Fitness Limited at 31 December 2016.

Transactions between Group companies have been eliminated in the consolidated financial statements.

37. Approval of Financial Statements

These financial statements were approved by the Board of Directors on 31 July 2017.

COMPANY STATEMENT OF FINANCIAL POSITION
AT 31 DECEMBER 2016

	Notes	**2016** **€'000**	2015 €'000
Fixed assets			
Financial assets	2	**1,781**	-
Current assets			
Trade and other receivables	3	**-**	800
Creditors: Amounts falling due within one year			
Trade and other creditors	4	**(263)**	-
Net current liabilities		**(263)**	800
Total assets less current liabilities		**1,518**	800
Net assets		**1,518**	800
Capital and reserves			
Called-up equity share capital	5	**5**	11,341
Share premium	6	**1,498**	16,444
Other reserves	6	**31,157**	3,375
Profit and loss account	6	**(31,142)**	(30,360)
Total capital and reserves		**1,518**	800

Stephen Barton Chief Executive Officer
Conor Martin Director

Date: 31 July 2017

STATEMENT OF CHANGES IN EQUITY
FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2016

	Share Capital	**Share premium reserve €'000**	**Share based payments reserve €'000**	**Capital conversion reserve €'000**	**Retained Earnings €'000**	**Total Equity €'000**
Balance at 1 January 2016	**11,341**	**16,444**	**3,375**	**-**	**(30,360)**	**800**
Comprehensive income:						
Loss for the financial year	**-**	**-**	**-**	**-**	**(782)**	**(782)**
Other comprehensive income	**-**	**-**	**-**	**-**	**-**	**-**
Total comprehensive income	**-**	**-**	**-**	**-**	**(31,142)**	**18**
Transactions with owners						
Shares issued as consideration	**2**	**1,498**	**-**	**-**	**-**	**1,500**
Renominalisation of shares	**(11,338)**	**(16,444)**	**-**	**27,782**	**-**	**-**
Balance at 31 December 2016	**5**	**1,498**	**3,375**	**27,782**	**(31,142)**	**1,518**

	Share Capital €'000	Share premium reserve €'000	Share based payments reserve €'000	Capital conversion reserve €'000	Retained Earnings €'000	Total Equity €'000
Balance at 1 January 2015	11,341	16,444	3,375	-	(30,007)	1,153
Comprehensive income:						
Loss for the financial year	-	-	-	-	(353)	(353)
Total comprehensive income	-	-	-	-	(353)	(353)
Transactions with owners	-	-	-	-	-	-
Balance at 31 December 2015	11,341	16,444	3,375	-	(30,360)	800

1. Accounting policies

General Information

As of 7 March 2016, the Company is an unlisted public company. The address of its registered office is 14, The Hyde Building, The Park, Carrickmines, Dublin 18, Ireland. The principal activities of the Company and its subsidiaries are described in the Directors' report on page 7.

Basis of Accounting

The financial statements have been prepared in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and Irish statute comprising of the Companies Act 2014.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires the Company's management to exercise judgment in applying the Company's accounting policies.

Investments

Investments are initially recognised at the purchase cost of the investment. The carrying value of investments is subsequently adjusted to take account of any impairment which has resulted in the recoverable amount of the investment being lower than the carrying value.

Foreign Currencies

Transactions in foreign currencies during the year are translated to euro at the rate of exchange ruling at the date of the transaction. Assets and liabilities expressed in foreign currencies are translated to euro at the exchange rate ruling at the statement of financial position date except where covered by a forward exchange agreement where the financial rate is used. Differences arising on translation are included in the results for the year.

2. Investments in Subsidiary Undertakings

	2016	2015
	€'000	€'000
At 1 January	**-**	-
Acquisition of C7 Brands Limited	**1,781**	-
At 31 December	**1,781**	-

The principal subsidiary undertakings are set out in note 35 on pages 51 and 52 of the consolidated financial statements.

3. Trade and other receivables

	2016	2015
	€'000	€'000
Amounts due from subsidiary undertakings	**-**	800

4. Trade and other payables

	2016	2015
	€'000	€'000
(Amounts falling due within one year)		
Other creditors	**88**	-
Accruals	**175**	-
	263	-

5. Called-up Share Capital

Details in respect of called-up share capital are presented in note 27 on page 46 of the consolidated financial statements.

6. Movement on Reserves

	Share premium	**Share based payments reserve**	**Capital conversion reserve**	**Profit and loss account**
	€'000	**€'000**	**€'000**	**€'000**
At 1 January 2015	16,444	3,375	-	(30,007)
Loss for the financial year	-	-	-	(353)
At 31 December 2015	16,444	3,375	-	(30,360)
Loss for the financial year	**-**	**-**	**-**	**(782)**
Shares issued as consideration	**1,498**	**-**	**-**	**-**
Renominalisation of shares	**(16,444)**	**-**	**27,782**	**-**
At 31 December 2016	**1,498**	**3,375**	**27,782**	**(31,142)**

In accordance with section 304(2) of the Companies Act 2014, the Company is availing of the exemption from presenting its individual profit and loss account to the Annual General Meeting and from filing it with the Registrar of Companies. The Company's loss for the financial year determined in accordance with FRS 102 is €0.782 million (2015: (€0.353 million)).

7. Approval of Financial Statements

These Company financial statements were approved by the Board of Directors on 31 July 2017.

OTHER INFORMATION

Registered Office	14 The Hyde Building The Park Carrickmines Dublin 18
	Telephone: 353 1 295 9895 Fax: 353 1 295 9685 Email: info@pacplc.com Website www.pacplc.com
Registrar and Transfer Office	Computershare Investor Services (Ireland) Ltd Heron House Corrig Road Sandyford Industrial Estate Dublin 18
Auditors	Grant Thornton Chartered Accountants & Registered Auditors Molyneux House 67-69 Bride Street Dublin 8
Stockbrokers	Davy Stockbrokers Davy House 49 Dawson Street Dublin 2
Solicitors	Arthur Cox Earlsfort Centre Earlsfort Terrace Dublin 2