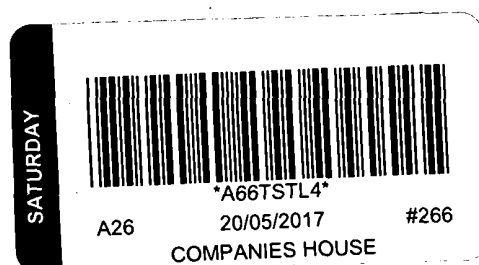


Report of the Directors
and the Financial Statements for the Year Ended 31 August 2016
for
Greenfield Capital II Ltd
Registered Number: 08574591



Greenfield Capital II Ltd

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Greenfield Capital II Ltd

Directors:

D H Grant
J J Yates
S K Smith
M G Smith

Registered Office:

Bank House
8 Cherry Street
Birmingham
West Midlands
B2 5AL

Registered Number:

08574591 (England and Wales)

Auditors:

Deloitte LLP
4 Brindley Place
Birmingham
B1 2HZ

Bankers:

Barclays Bank Plc
Business Centre Birmingham
Colmore Row
Birmingham
West Midlands
B2 2BH

Solicitors:

Shakespeare Martineau LLP
No.1 Colmore Square
Birmingham
B4 6AA

Greenfield Capital II Ltd

Report of the Directors for the Year Ended 31 August 2016

The directors present their report and audited financial statements for the year ended 31 August 2016.

Principal Activity

The principal activity of the company in the year under review was that of procurement of finance to fund niche property lending opportunities in the form of bridging finance for business purposes and chain break facilities for personal residential properties in the United Kingdom. The company acts as either agent or principal lender depending on the terms of loan. The entity is an authorised provider of regulated mortgages under the Financial Conduct Authority (FCA) regulation.

Directors

The following persons served as directors during this year and subsequently up to the date of this report:

David Herbert Grant

John James Yates

Steven Kevin Smith

Mark Gerard Smith

Going Concern

The Balance Sheet shows net assets of £120,320 (2015: 2,652) for Greenfield Capital II Ltd at 31 August 2016 largely as a result of share of profit receivable.

The Directors have a reasonable expectation that the company has adequate resources to continue in operational existence for 12 months from the date of signing this report. Thus, they continue to adopt the going concern basis in preparing the financial statements.

Results and Dividends

The entity's financial results for the year ended 31 August 2016, resulted in a post-tax profit of £117,668. (2015 Loss: £8,894)

The Directors will not be proposing to issue a dividend this year. (2015: Nil)

Events after the Balance Sheet date

On 2 November 2016, Greenfield Capital (Holdings) Ltd signed a £13.5 million revolving facility agreement with Royal Bank of Scotland Plc for the purpose of funding bridging and development loans. The facility will allow to finance loans directly rather than procuring funding which management expect to lead to future growth potential and enhanced future profitability.

Two new companies, Greenfield Capital (Holdings) II Ltd and Greenfield Capital III Ltd were incorporated following this agreement and subsequent to the year end on 1 December 2016, Greenfield Capital (Holdings) II Ltd acquired 100% of the share capital of Greenfield Capital Ltd and Greenfield Capital II Ltd.

Report of the Directors for the Year Ended 31 August 2016

Directors' Responsibilities Statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard for Smaller Entities (effective January 2015) (United Kingdom Generally Accepted Practice applicable to Smaller Entities). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for the period. In preparing these financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and accounting estimates that are reasonable and prudent;
- State whether applicable law and financial reporting standards for smaller entities have been followed, subject to any material departures disclosed and explained;
- Prepare the financial statements on the going concern basis unless it is appropriate to presume that the company will not continue in business;

The Company being a small company is not required to prepare a strategic report under section 414A of the Companies Act 2006.

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

Statement as to Disclosure of Information to Auditors

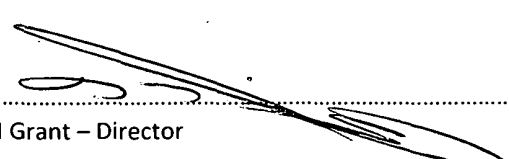
So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as director in order to make himself aware of any relevant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

Auditors

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

This report has been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies.

On behalf of The Board:


D H Grant – Director

Date: 11/05/12

Independent Auditor's Report to the members of Greenfield Capital II Ltd

We have audited the financial statements of Greenfield Capital II Ltd for the year ended 31 August 2016 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (January 2015) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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

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

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 August 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the Directors' Report or from the requirement to prepare the Strategic Report.

S. Cumberbatch

Stewart Cumberbatch, BSc, FCA (Senior Statutory Auditor)

for and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

Birmingham, UK

Date: 11 May 2017

Greenfield Capital II Ltd

Profit and Loss Account for the Year Ended 31 August 2016

		2016 £	2015 £
TURNOVER	Notes 2	328,875	176,811
Cost of sales		<u>(71,717)</u>	<u>(24,962)</u>
GROSS PROFIT		257,158	151,849
Administrative expenses		<u>(110,073)</u>	<u>(160,745)</u>
OPERATING PROFIT/(LOSS)	3	147,085	(8,896)
Interest receivable and similar income		<u>-</u>	<u>2</u>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		147,085	(8,894)
Tax on profit/(loss) on ordinary activities	4	<u>(29,417)</u>	<u>-</u>
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		<u><u>117,668</u></u>	<u><u>(8,894)</u></u>

Continuing Operations

None of the company's activities were acquired or discontinued during the current year or previous year.

Total Recognised Gains and Losses

The company has no recognised gains or losses other than the profit for the current year and the loss for the previous year.

The notes on pages 9 – 12 are an integral part of these financial statements.

Greenfield Capital II Ltd

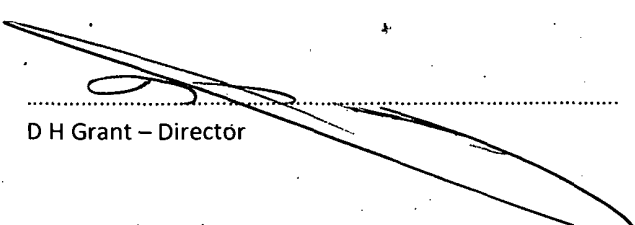
Balance Sheet as at 31 August 2016

	Notes	£	31/08/2016 £	31/08/2015 £
CURRENT ASSETS				
Debtors	5	134,801		55,015
Cash		<u>44,680</u>		<u>109,121</u>
		179,481		164,136
CURRENT LIABILITIES				
Creditors	6	<u>(59,161)</u>		<u>(61,484)</u>
NET CURRENT ASSETS			<u>120,320</u>	<u>102,652</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>120,320</u>	<u>102,652</u>
NON-CURRENT LIABILITIES				
Loan Payable	10		<u>-</u>	<u>(100,000)</u>
NET ASSETS			<u>120,320</u>	<u>2,652</u>
CAPITAL AND RESERVES				
Called up Share Capital	7		100	100
Profit and Loss Account	8		<u>120,220</u>	<u>2,552</u>
SHAREHOLDERS' FUNDS	11		<u>120,320</u>	<u>2,652</u>

The Financial Statements have been prepared in accordance with the provisions of Part 15 of the Companies Act 2006 relating to small companies regime.

The notes on pages 9 – 12 are an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 11/05/17 and were signed on its behalf by:


D H Grant – Director

Registered Number: 08574591

Notes to the Financial Statements for the Year Ended 31 August 2016

1. Accounting Policies

Basis of Preparing the Financial Statements

The accounts have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective January 2015) (United Kingdom Generally Accepted Accounting Practice applicable to smaller entities). The following principal accounting policies have been applied consistently throughout the year and the previous year and are in accordance with applicable accounting standards.

Accounting Convention

The financial statements have been prepared under the historical cost convention

Cash Flow Statement

The company is exempt from preparing a Cash Flow Statement in accordance with the Financial Reporting Standards for Smaller Entities (FRSSE) on the grounds that it qualifies as a small company.

Going Concern

Having reviewed forecasts for the entity, the directors believe that the company is well placed to manage its business risks.

The directors have a reasonable expectation that the company has adequate resources to continue in existence for the foreseeable future. As such they have adopted the going concern basis in the preparation of the financial statements.

Turnover

Turnover represents a proportionate share of profit from lending facilities procured, comprising administration fee, arrangement fees, interest income and exit fee. Administration and arrangement fees are recognised upfront as services are delivered and interest income and exit fees spread over the period to which they relate i.e. the related loan term.

Taxation

Current tax, including corporation tax and foreign tax, is provided at amount expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the date of the statement of financial position.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the statement of financial position date where transactions or events that result in an obligation to pay more tax in the future or right to pay less tax in the future have occurred at the statement of financial position date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in financial statements.

2. Turnover

The turnover and profit before taxation are attributable to the one principal activity of the company.

Greenfield Capital II Ltd

Notes to the Financial Statements for the Year Ended 31 August 2016

3. Operating Profit/(Loss)

Fee of £7,000 (2015: £7,000) for the audit of statutory accounts was borne by the sister company, Greenfield Capital Ltd and not recharged to the company.

Directors' remuneration charge for the period was nil (2015: nil).

4. Taxation

Analysis of the tax charge

The tax charge on the profit on ordinary activities for the year was as follows:

	2016	2015
	£	£
Current Tax:		
UK corporation tax	29,417	-
Tax on profit/ (loss) on ordinary activities	29,417	-

UK corporation tax has been charged at 20% (2015: 20%).

5. Debtors

	2016	2015
	£	£
Current Assets:		
Loan Interest Receivable	134,701	54,915
Amounts due from group undertakings:		
Share Capital Receivable from Greenfield Capital (Holdings) Ltd	100	100
Aggregate Amounts	134,801	55,015

6. Creditors

	2016	2015
	£	£
Current Liabilities:		
Trade Creditors	9,897	37,445
Corporation Tax	31,264	1,847
Other Creditors	-	15,192
Amounts due to group undertakings:		
Greenfield Capital Ltd	18,000	7,000
Aggregate Amounts	59,161	61,484

Greenfield Capital II Ltd

Notes to the Financial Statements for the Year Ended 31 August 2016

7. Called Up Share Capital

Authorised, allotted, issued:				
Number:	Class:	Nominal value:		
100	Ordinary	1	<u>100</u>	<u>100</u>

8. Profit and loss account

	Profit and Loss Account £
At 1 September 2015	2,552
Profit for the Year	<u>117,668</u>
At 31 August 2016	<u>120,220</u>

9. Ultimate Controlling Party

Greenfield Capital (Holdings) Ltd is regarded by the directors as being the company's ultimate parent company. Greenfield Capital (Holdings) Ltd own 100% of the share capital of Greenfield Capital Ltd.

10. Related Party Disclosures

Greenfield Capital Ltd

Greenfield Capital Ltd introduced £100,000 to Greenfield Capital II Ltd on 10 March 2014 as loan capital which is interest free and was repaid in the Financial Year ending August 2016.

Greenfield Capital Ltd charged management fees of £110,000 to Greenfield Capital II Ltd (2015: £90,000).

	2016 £	2015 £
Amount due to related party	<u>18,000</u>	<u>107,000</u>

Greenfield Capital (Holdings) Ltd

Greenfield Capital (Holdings) Ltd subscribed for 100 shares at £1 par value of Greenfield Capital II Ltd. The amount is receivable from Greenfield Capital (Holdings) Ltd.

	2016 £	2015 £
Amount due from related party at the balance sheet date	<u>100</u>	<u>100</u>

Notes to the Financial Statements for the Year Ended 31 August 2016

11. Reconciliation of Movements in Shareholders' Funds

	2016 £	2015 £
Profit/ (loss) for the financial year	<u>117,668</u>	<u>(8,894)</u>
Net addition/ (reduction) to shareholders' funds	117,668	(8,894)
Opening shareholders' funds	<u>2,652</u>	<u>11,546</u>
Closing shareholders' funds	<u>120,320</u>	<u>2,652</u>

12. Loans under management

As at year ended 31 August 2016 the total amount of loans under management of the Company amounted to £7,993,762 (2015: £4,055,556). This comprises of accrued interest of £503,184 (2015: £163,270) and principal outstanding of £7,490,578 (2015: £3,892,286). For the reason outlined in note 1 (turnover), the company acted as agent as per the terms of these loan agreements and therefore they are not recognised on the balance sheet.

13. Events after the balance sheet date

On 2 November 2016, Greenfield Capital (Holdings) Ltd signed a £13.5 million revolving facility agreement with Royal Bank of Scotland Plc for the purpose of funding bridging and development loans. The facility will allow to finance loans directly rather than procuring funding which management expect to lead to future growth potential and enhanced future profitability.

Two new companies, Greenfield Capital (Holdings) II Ltd and Greenfield Capital III Ltd were incorporated following this agreement and subsequent to the year end on 1 December 2016, Greenfield Capital (Holdings) II Ltd acquired 100% of the share capital of Greenfield Capital Ltd and Greenfield Capital II Ltd.