

**Cap Energy Plc**

**Annual Report for the year ended 31 December 2016**

**Company Number: 05351398**

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## **Chief Executive Statement**

### **We are ready and prepared to take the company to the next level.**

#### **Dear Shareholders**

This was a year in which we significantly advanced towards realising our strategic objectives although 2016 was one of the toughest years the oil industry has experienced, as the effects of the two-year downturn reverberated throughout the sector.

Despite the challenges, in 2016 we remained focused on structuring a solid platform for future growth and adding value to our existing portfolio as we prepare to take the company to the next level.

#### **Guinea-Bissau and Senegal**

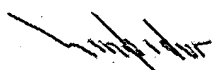
The MSGBC basin is one of the most exciting regions for exploration in the world today, and it has grasped the attention of the supermajors who have been making their entry into the basin as of late 2016. Large, commercial discoveries are continuously being made throughout the basin with even more hydrocarbon resources yet to be discovered. CAP's acreage in Guinea-Bissau and Senegal is well positioned within this prolific basin and has been attracting considerable interest from other industry players.

Our team has worked arduously throughout the year towards optimising the value of our portfolio, which has now sufficiently matured to a point where it can generate value growth for our shareholders. We are advancing into the next phase of the Company's strategic plan, in which we expect all our efforts in 2016 and the years preceding to come to fruition, as we are actively engaged in commercialising our interests in Block 5B and Block Djiffere.

#### **Financial Overview**

During 2016, we obtained additional funding in the form of shareholders loans in order to sustain the ongoing expenditures of the business, in addition to raising new capital from new investors through share subscriptions. We have maintained a disciplined financial framework by reducing our overhead expenditures to minimal levels which has allowed us to keep the business afloat. We have equally benefited from reduced operational costs throughout the year as a result of the low oil price environment.

As pioneers in West African oil and gas exploration, we look to the future with confidence. The support of our shareholders is much appreciated as we continue to grow the Company towards the fulfilment of its objectives and its vision.



**Lina Haidar**  
**Chief Executive**

## **Strategic report for the year ended 31 December 2016**

The directors present their strategic report on the Group, for the year ended 31 December 2016.

### **Financial Results**

The Group is in a purely exploration phase and therefore no revenues were generated during the year (2015: £nil). There was a loss attributable to shareholders of the Company of £1,766,000 (2015: loss £1,078,000). The increase in loss is due to an increase in foreign exchange loss on the revaluation of Dollar denominated loans of £778,000, partially offset by a reduction in operating costs due to tight control of head office costs. The foreign exchange loss was due to the negative impact on the value of sterling following the Brexit vote in June 2016.

At the end of the year, the Group had cash balances of £4,000 (2015: £3,000).

### **Going concern**

The operations of the Group are currently being financed from loans from certain of its Directors and shareholders. The Group has not yet earned revenue as it is still in the exploration phase of its business. The Group is reliant on the continuing support from certain of its existing Directors and shareholders and the expected support of future shareholders.

The Group held cash balances of £4,000 at 31 December 2016, has obtained confirmation that the Directors will not seek repayment of their loan account balances totaling £4,264,000 until the Company is in a position to settle its liabilities as they fall due and has funding plans in place for further capital to meet the Group's planned activities.

In Note 11 and 13 the Group holds interests in two oil and gas exploration licences offshore Guinea-Bissau and one oil and gas exploration licence offshore Senegal.

In order to fund its share of the exploration and other licence costs, to meet day-to-day operating expenditures and add further exploration interests to the Group, it will need to raise further funds from a number of different sources which may include equity issues or a sale or farm-out of part of its interest in its licences.

The Board believes that the Group will be able to raise, as required, sufficient cash or reduce its commitments to enable it to continue its operations, including the pursuit of future exploration opportunities, and to continue to meet, as and when they fall due, its liabilities for at least the next twelve months from the date of approval of these financial statements. The financial statements have, therefore, been prepared on the going concern basis.

However, there can be no guarantee that the required funds will be raised within the necessary timeframe. Consequently, a material uncertainty exists that may cast significant doubt on the Group's ability to fund this cash shortfall and therefore be able to meet its commitments and discharge its liabilities in the normal course of business for a period not less than twelve months from the date of this report. The financial statements do not include the adjustments that would result if the Group was unable to continue in operation.

### **Principal activities**

The Group's principal activity is the exploration for oil and gas in sub-Saharan Africa. The principal activity of the Company is that of a parent holding company which manages the Group's strategic direction and underlying operations. The Group holds an 85.7% interest of the shares of Sphere Petroleum Corporation, a British Virgin Islands (BVI) registered company that holds interests in two explorations licences in the Republic of Guinea-Bissau, as described in the Strategic Review below. Cap Energy's interests in Block 1

and Block 5B were officially gazetted by the Government of Guinea-Bissau on 19th February 2013. Petroguin, the Guinea-Bissau national oil company, is a carried partner during the exploration period.

Block 1 (Corvina / 4,800 Km<sup>2</sup>) and Block 5B (Becuda / 5,500 Km<sup>2</sup>) are located offshore Guinea-Bissau in the productive Mauritania-Senegal-Guinea-Bissau-Conakry Basin.

In February 2014, Cap Energy Plc through its wholly-owned subsidiary Sencap Limited acquired a 49% equity stake in TAOL Senegal (Djiffere) Limited (a subsidiary of Trace Atlantic Oil Limited), which has a 90% interest in the Djiffere Offshore Licence and is the Licence Operator. The Block Djiffere Offshore licence area covers 4,459 Km<sup>2</sup> in the shallow waters of the Senegal (Mauritania-Senegal-Gambia-Bissau-Conakry) Basin. Below is a summary of the Group's interests and partners in the three exploration blocks as at the date of this report:

<b>Guinea-Bissau</b>	<b>Block 1, (Corvina)</b>	<b>Licence Participants</b>	<b>Effective Interest</b>	<b>Cost Interest</b>
		Trace Atlantic Oil (operator)	52%	65%
		Cap Energy	24%	35%
		Petroguin (NOC)	20%	-
		SPQSC *	4%	-
<b>Guinea-Bissau</b>	<b>Block 5B, (Becuda)</b>	<b>Licence Participants</b>	<b>Effective Interest</b>	<b>Cost Interest</b>
		Trace Atlantic Oil (operator)	58.50%	65%
		Cap Energy	27%	35%
		Petroguin (NOC)	10%	-
		SPQSC *	4.5%	-
<b>Senegal</b>	<b>Block Djiffere</b>	<b>Licence Participants</b>	<b>Effective Interest</b>	<b>Cost Interest</b>
		Trace Atlantic Oil (operator)	45.90%	51%
		Cap Energy	44.10%	49%
		Petrosen (NOC)	10%	-

\*Minority shareholder in Sphere Petroleum Corporation and carried during first and second exploration periods (2D and 3D surveys)

The Board is convinced of the potential for significant shareholders' value generation in sub-Saharan African exploration & production and is committed to materially expanding its asset base and activity in the region.

### **Review of the business**

2016 like 2015 has been a successful and very encouraging year for Cap Energy with significant and steady progress being made despite the prolonged bear market in the sector due to low oil prices.

### **Senegal**

The Djiffere block is adjacent to the highly prospective Rufisque, Sangomar and Sangomar Deep blocks which contain the SNE-1 and FAN-1 2014 oil discoveries and the subsequent successful appraisal (SNE-2 to SNE-5) and exploration wells (Bellatrix-1) as announced by Cairn Energy.

In June 2015, the Company announced the results of an independent interpretation by Gas Mediterraneo & Petrolio of 3,750km 2D seismic data over Djiffere. This modern 2D seismic was acquired during 2014 by the operator and well ties were made to the nearest oil discoveries. Several structural leads and prospects were mapped on the block. The largest prospect is the Antelope structure, a multi-layered three-way rollover against a fault, which main layer is estimated to contain prospective resources of 189 mmbo (Pmean recoverable) in Campanian sands and with a total estimate at all layers of 220 mmbo (Pmean recoverable). 10 more prospects or leads have been identified, with estimated prospective resources (Pmean recoverable), for a total aggregate of 367 mmbo.

The Company is looking to acquire new 3D data to further delineate prospects identified by the 2D survey.

### **Guinea Bissau**

Guinea-Bissau, Block 5B has been and continues to be of significant interest for Cap Energy, with the largest prospects in the Company's portfolio which combined or individually have billion-barrel recoverable prospective resource potential. Two of these prospects are analogues to the Cairn Energy SNE-1 and FAN-1 exploration success in Senegal. Guinea-Bissau Block 1 is under technical consideration. During 2016 2D data were reprocessed and a new interpretation was started.

During 2016 it was completed the interpretation of 2,673 Km<sup>2</sup> of 3D seismic acquired over Block 5B in 2014 to enhance the 2D interpretation. This has identified several leads/prospects (both in platform and in basin) with several of the platform prospects being multilevel structures. The resulting aggregate prospective resources P50 STOOIP of the block are estimated in c 27.5 bnbbls (with P10 c 41.9 bnbbls and P90 c 15 bnbbls) and recoverable prospective P50 resources at little bit more than 8 bnbbls (with P10 c 12.5 bnbbls and P90 c 4.2 bnbbls).

Some additional work on the 3D seismic data integrated with a re-run of the Virtual Drilling technology could lead to the identification of stratigraphic traps (some possibility is seen in the slope area), to identifying areas with a higher chance of success leading to the selection of a drilling target for an exploration well to be potentially drilled in late 2018.

### **Key performance indicators (KPIs)**

The Directors consider that the KPIs are:

- i) A well-funded business;
- ii) To carry out the work required on the various assets to identify viable pre-drill oil and gas exploration opportunities; and
- iii) Ultimately for the opportunities to be drilled.

The achievement of these KPIs during 2016 is dealt with in the CEO's statement and in the strategic section of the Annual Report.

### **Next steps**

With today's continued challenging oil price environment and the increase shown in the West Africa region Cap Energy has used this to its advantage by focusing on its existing assets and benefiting from the now prevalent lower seismic and drilling costs with the intent of farming-out an interest(s). Cap Energy is now entering the truly exciting phase where the previous years of hard work in gathering and interpreting data will in the near future be tested with the drill bit.

### **Principal Risks and Risk Management**

Exploration is an inherently extremely risky business:

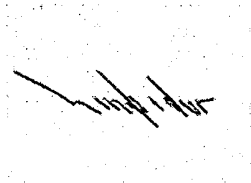
- Even the most promising prospects can have failures for many reasons, such as:
  - Hydrocarbons may not be found if there are errors in the underlying geological assumptions or analysis.
  - Hydrocarbons may have been present, but escaped due to unexpected geological events, such as the seal breaking.
  - The reservoir may not flow at commercially viable rates of flow.
  - The drilling may encounter technical problems which make it impossible or too expensive to reach the target.
- The Company may take on commitments for which it then cannot find adequate funding. Although the Company can then potentially sell all or part of its assets:
  - There is no guarantee it can find a buyer.
  - Even if it does find a buyer, the transaction may take too long and the Company's cash resources may become exhausted.
- Operating in Africa is perceived as having high political risks:
  - There are frequent coups and other forms of political unrest.
  - There is a risk of nationalisation of private assets.

**The Company's risk mitigation strategies include the following:**

- Partnering with subsidiaries of Rex Partners that have access to the Rex Virtual Drilling, a technology that has demonstrated an ability to predict the presence or absence of hydrocarbons.
- The Company will not normally undertake financial responsibility for drilling. The strategy is to build seismic knowledge on each Block to the point where a financially significant number of drillable prospects have been worked up – and then sell or farm out a stake of the interest with a carry for at least one well.
- The Directors have particularly good contacts at the ministerial level and excellent local knowledge to inform decisions as to where to seek assets.

- Secure the support of several key private shareholders, and actively pursuing other sources of funding.
- The Group adheres to all current health and safety standards as recommended by the competent worldwide standard – setting organisations and to the UK's Anti-Bribery legislation. It also requires its employees and third party contractors to confirm in writing their adherence.

Signed by order of the board

A handwritten signature in black ink, appearing to read 'Lina Haidar', is written over a faint, dotted rectangular grid.

Lina Haidar  
Chief Executive Officer  
Date 6 June 2017

## Directors' report for the year ended 31 December 2016

The Directors present their report on the Company and its subsidiaries, Sphere Petroleum Corporation and Sencap Limited (the "Group") together with the audited financial statements for the year ended 31 December 2016.

The Company is registered in England as a public company limited by shares. The Company's shares were listed on the ICAP Securities & Derivatives Exchange ("ISDX") until 2 October 2015. With effect from 5 October 2015, the Company's Ordinary Shares commenced trading on J P Jenkins Limited's matched bargain platform.

### Results and dividends

The results for the Group for the year and the Group and Company's financial position at the end of the year are shown in the attached financial statements. The directors do not recommend the payment of a final dividend (year ended 31 December 2015: £nil).

### Business review and future developments

A full review of the business is to be found in the Strategic Review above.

### Political and charitable contributions

The Group has not made any political or charitable contributions.

### Financial risk management

Details of the Group's exposure to a variety of financial risks and management programme that seeks to limit the adverse effects on the financial performance of the Group are set out in Note 20 to the consolidated financial statements.

### Directors

The Directors who served the Company during the year or have been appointed thereafter are shown below:

Lina Haidar, Chief Executive Officer  
Pierantonio Tassini, Chief Operating Officer  
Alexander Haly, Non-Executive Director  
Guy Hustinx, Non-Executive Director

At the forthcoming Annual General Meeting in accordance with the Company's Articles of Association, Lina Haidar will retire by rotation and being eligible, will offer herself for re-election.

### Directors' remuneration

The salaries and fees paid to the Directors during the year ended 31 December 2016 was as follows:

	31 Dec 2016 £'000	31 Dec 2015 £'000
Lina Haidar	124	120
Pierantonio Tassini	120	120
Alexander Haly	69	60
Tim Hearley	-	27
	<u>313</u>	<u>327</u>

During 2015 Guy Hustinx was awarded and issued 38,000 shares in lieu of fees for the period from 1 July 2015 to 30 June 2016 (equivalent to £36,000).

## **Post balance sheet events**

There are no significant post balance sheet events to note.

## **Employees**

The Group places considerable value on the involvement of its employees and has continued its practice of keeping them informed of matters affecting them as employees and the various factors affecting the performance of the Group.

The Directors recognise that continued and sustained improvement in the performance of the Group depends on its ability to attract, motivate and retain employees of the highest calibre. Furthermore, the directors believe that the Group's ability to sustain a competitive advantage over the long term depends in a large part on ensuring that all employees contribute to the maximum of their potential. The Group is committed to improving the performance of all employees through development and training.

The Group is an equal opportunity employer. The Group's policies seek to promote an environment free from discrimination, harassment and victimisation and to ensure that no employee or applicant is treated less favourably on the grounds of gender, marital status, age, race, colour, nationality or national origin, disability or sexual orientation or is disadvantaged by conditions or requirements, which cannot objectively be justified. Entry into, and progression within the Group, is solely determined based on work criteria and individual merit.

The Group continues to give full and fair consideration to applications for employment made by disabled persons, having regard to their respective aptitudes and abilities. The policy includes, where practicable, the continued employment of those who may become disabled during their employment and the provision of training and career development and promotion, where appropriate.

## **Directors' responsibilities statement in respect of the annual report and the financial statements**

The Directors are responsible for preparing the Annual Report and the Group and parent company Financial Statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. 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 Group and Company and of the profit or loss of the group for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to assume that company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a Directors' report and Strategic report that complies with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the website. Legislation in the United Kingdom concerning the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

### Provision of information to auditors

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

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information.

### Substantial interests

The Directors have been notified of the following substantial shareholdings of 3% or more of the ordinary share capital of the Company as at 6 June 2017.

	No. of ordinary shares	Percentage
Global Energy Trade Limited	21,722,322	70.68%
Michael Runtsch	1,451,806	4.72%
Serge Pereira	1,451,331	4.72%
Alexander Haly	1,200,000	3.90%
Philippe Soulier	920,619	3.00%

Global Energy Trade Limited is owned jointly by two Directors (Lina Haidar and Alex Haly) in the ratio of 53.14%/46.86% respectively. Each Director therefore has a beneficial interest in these shares.

Pierantonio Tassini held 264,142 ordinary shares (equivalent to a 0.86% shareholding).

Guy Hustinx held 76,000 ordinary shares (equivalent to a 0.25% shareholding).

Except as referred to above, the Directors are not aware of any person who was interested in 3% or more of the issued share capital of the Company or could directly or indirectly, jointly or severally, exercise control.

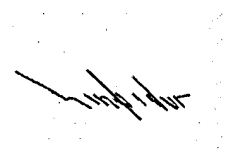
### Independent Auditors

In accordance with Section 489 of the Companies Act 2006, a resolution proposing that Crowe Clark Whitehill LLP be re-appointed will be made at the Annual General Meeting.

### Annual General Meeting

A notice of the Annual General Meeting will be issued separately.

Signed by order of the board



Lina Haidar  
Chief Executive

Date 6 June 2017

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CAP ENERGY PLC**

We have audited the financial statements of CAP Energy Plc for the year ended 31 December 2016 which comprise of Consolidated Statement of Financial Position and Parent Company Balance Sheet, the Consolidated Statement of Comprehensive Income, the Parent Company Profit and Loss Account, the Consolidated Cash Flow Statement, the Consolidated Statement of Changes in Equity and the related notes to the consolidated financial statement numbered 1 to 23 and numbered 1 to 13 to the parent.

The financial reporting framework that has been applied in the preparation of the group financial statements is applicable 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 applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102. The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice)

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 auditors**

As explained more fully in the Statement of Directors' Responsibilities, 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**

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

### **Opinion on financial statements**

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2016 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

### **Emphasis of matter – Going concern**

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 2 regarding the Company's ability to continue as a going concern.

The future operations of the Company are dependent on raising additional funding to cover both working capital and the operational needs of the Company's exploration activities and further funding is required to meet these needs, as described in note 2. Notwithstanding the Board's belief that the Company will be able to raise the required finance, this indicates the existence of a material uncertainty which may cast significant 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 were not to continue as a going concern.

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

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

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

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

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial 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

Leo Malkin  
Senior Statutory Auditor  
For and on behalf of  
**Crowe Clark Whitehill LLP**  
Statutory Auditor  
**London**

**6 June 2017**

**Cap Energy Plc**  
**Consolidated statement of comprehensive income**  
**Year ended 31 December 2016**

		<b>Year ended 31 Dec 2016 £'000</b>	<b>Year ended 31 Dec 2015 £'000</b>
	<b>Note</b>		
Administrative expenses		<u>(1,466)</u>	<u>(860)</u>
<b>Operating loss</b>		<b>(1,466)</b>	<b>(860)</b>
Finance costs	5	<u>(286)</u>	<u>(168)</u>
		<b>(1,752)</b>	<b>(1,028)</b>
Share of losses of associated company	13	<u>(15)</u>	<u>(52)</u>
<b>Loss before taxation</b>	6	<b>(1,767)</b>	<b>(1,080)</b>
Income tax expense	8	<u>-</u>	<u>-</u>
<b>Loss for the year</b>		<b><u>(1,767)</u></b>	<b><u>(1,080)</u></b>
<b>Total comprehensive loss</b>			
<b>From continuing operations</b>			
<b>Attributable to:</b>			
- Owners of the parent		(1,766)	(1,078)
- Non-controlling interests		<u>(1)</u>	<u>(2)</u>
		<b><u>(1,767)</u></b>	<b><u>(1,080)</u></b>
Loss per share attributable to owners of the Parent:			
Basic and diluted (pence)	9	<u>(5.79)</u>	<u>(3.60)</u>

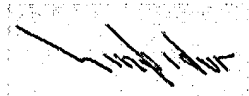
The notes on pages 17 to 40 form an integral part of these consolidated financial statements.

**Cap Energy Plc**  
**Consolidated statement of financial position**  
**Year ended 31 December 2016**

	Note	31 Dec 2016 £'000	31 Dec 2015 £'000
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Property, plant and equipment	10	5	10
Intangible assets	11	5,657	5,188
Investment in associated company	13	2,499	2,511
		<u>8,161</u>	<u>7,709</u>
<b>CURRENT ASSETS</b>			
Other receivables, deposits and prepayments	14	91	168
Cash and cash equivalents	18	4	3
		<u>95</u>	<u>171</u>
<b>TOTAL ASSETS</b>		<b><u>8,256</u></b>	<b><u>7,880</u></b>
<b>EQUITY AND LIABILITIES</b>			
Share capital	15	1,535	1,504
Share premium account	16	4,078	2,927
EBT reserve	16	38	38
Accumulated losses		<u>(2,902)</u>	<u>(1,136)</u>
<b>TOTAL EQUITY ATTRIBUTABLE TO THE OWNERS OF THE PARENT</b>		<b>2,749</b>	<b>3,333</b>
<b>Non-controlling interests</b>		<b>219</b>	<b>220</b>
<b>Total equity</b>		<b><u>2,968</u></b>	<b><u>3,553</u></b>
<b>CURRENT LIABILITIES</b>			
Trade payables		364	524
Amounts due to directors	19	4,264	3,200
Amounts due to shareholders	17	6	11
Other payables		-	4
Accruals and deferred income		<u>654</u>	<u>588</u>
		<u>5,288</u>	<u>4,327</u>
<b>TOTAL LIABILITIES</b>		<b><u>5,289</u></b>	<b><u>4,327</u></b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b><u>8,256</u></b>	<b><u>7,880</u></b>

The notes on pages 17 to 40 form an integral part of these consolidated financial statements.

The consolidated financial statements on pages 13 to 40 were authorised for issue by the board of directors on 6 June 2017 and were signed on its behalf.



Lina Haidar  
**Chief Executive Officer**

**Cap Energy Plc**  
**Consolidated statement of changes in equity**  
**Year ended 31 December 2016**

	<u>Attributable to owners of the parent</u>						
	Share capital £'000	Share premium £'000	EBT reserve £'000	Accumulated losses/retained profits £'000	Total £'000	Non-controlling interests £'000	Total equity £'000
Balance at 1 January 2015	1,468	1,942	38	(89)	3,359	222	3,581
Loss for the year	-	-	-	(1,078)	(1,078)	(2)	(1,080)
<b>Transactions with owners:</b>							
Issue of warrants	-	-	-	31	31	-	31
Issue of ordinary shares	36	985	-	-	1,021	-	1,021
<b>Balance at 31 December 2015</b>	<b>1,504</b>	<b>2,927</b>	<b>38</b>	<b>(1,136)</b>	<b>3,333</b>	<b>220</b>	<b>3,553</b>
Issue of share capital	31	1,151	-	-	1,182	-	1,182
Loss for the year	-	-	-	(1,766)	(1,766)	(1)	(1,767)
<b>Balance at 31 December 2016</b>	<b>1,535</b>	<b>4,078</b>	<b>38</b>	<b>(2,902)</b>	<b>2,749</b>	<b>219</b>	<b>2,968</b>

The notes on pages 17 to 40 form an integral part of these consolidated financial statements

**Cap Energy PLC**  
**Consolidated cash flows year ended 31 December 2016**

		<b>Year ended 31 Dec 2016 £'000</b>	<b>Year ended 31 Dec 2015 £'000</b>
	<b>Note</b>		
<b>Cash flows from operating activities</b>			
Loss before taxation		(1,767)	(1,080)
Adjustments for:			
Depreciation of plant and equipment		5	4
Interest charges		286	168
Share of losses of associate		15	52
		<hr/>	<hr/>
<b>Operating cash flow before working capital changes</b>		(1,461)	(856)
Increase in other receivables and deposits		78	10
Decrease in trade payables		(161)	(1,030)
Increase in amounts due to Directors		1,063	2,150
Loans repaid to shareholders		(4)	-
Decrease in other payables		(4)	(2)
Increase in accruals and deferred income		66	348
		<hr/>	<hr/>
		(423)	620
Interest charges		(286)	(168)
		<hr/>	<hr/>
<b>Net cash flow (used in)/from operating activities</b>		(709)	452
		<hr/>	<hr/>
<b>Cash flow used in investing activities</b>			
Purchase of property, plant and equipment		-	(5)
Funds used in exploration and evaluation		(469)	(732)
Investment in associated company		(3)	(655)
		<hr/>	<hr/>
<b>Cash flow used in investing activities</b>		(472)	(1,392)
		<hr/>	<hr/>
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares		1,182	940
		<hr/>	<hr/>
<b>Net cash flow from financing activities</b>		1,182	940
		<hr/>	<hr/>
Increase in cash and cash equivalents		1	-
Cash and cash equivalents at beginning of the year		3	3
		<hr/>	<hr/>
<b>Cash and cash equivalents at end of the year</b>	<b>18</b>	<b>4</b>	<b>3</b>

The notes on pages 17 to 40 form an integral part of these consolidated financial statements.

## **Cap Energy Plc**

### **Notes to the consolidated financial statements for the year ended 31 December 2016**

#### **1. General information**

Cap Energy Plc is an independent upstream oil and gas company focused on the exploration, production and development of conventional oil and gas assets in sub-Saharan Africa. The principal activity of the Company is that of a parent holding company which manages the Group's strategic direction and underlying subsidiaries.

The Company was re-registered in England on 12 December 2013 as a public company limited by shares and is domiciled in England and incorporated and registered in England and Wales. The Company's shares were listed on the ICAP Securities & Derivatives Exchange ("ISDX") until 2 October 2015. With effect from 5 October 2015, the Company's Ordinary Shares commenced trading on J P Jenkins Limited's matched bargain platform. The address of its registered office is 2nd Floor, 20 Berkeley Square, London, W1J 6EQ. The registered number of the Company is 05351398.

The Consolidated Financial Statements of Cap Energy Plc and its subsidiaries (collectively, the Group) for the year ended 31 December 2016 were authorised for issue in accordance with a resolution of the directors on 6 June 2017.

#### **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 unless otherwise stated.

##### **a) Basis of preparation**

The consolidated financial statements of Cap Energy Plc have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (IFRSs as adopted by the EU), issued by the International Accounting Standards Board (IASB), including interpretations issued by the International Financial Reporting Interpretations Committee (IFRIC), and the Companies Act 2006 applicable to companies reporting under IFRS. The consolidated financial statements have been prepared under the historical cost convention, as modified for any financial assets which are stated at fair value through profit or loss.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group's accounting policies. The areas involving a higher degree of judgment and complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 3.

The individual financial information of each group entity is measured and presented in the currency of the primary economic environment in which the entity operates (its functional currency). The Consolidated Financial Statements of the Group are presented in Pounds Sterling, which is the presentation currency for the Group, and figures have been rounded to the nearest thousand. The functional currency of each of the Group entities is the local currency of each individual entity.

##### **(b) Going concern**

The operations of the Group are currently being financed from loans from certain of its Directors and shareholders. The Group has not yet earned revenue as it is still in the exploration phase of its business. The Group is reliant on the continuing support from certain of its existing Directors and shareholders and the expected support of future shareholders.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

The Group held cash balances of £4,000 at 31 December 2016, has obtained confirmation that the Directors will not seek repayment of their loan account balances totaling £4,264,000 until the Company is in a position to settle its liabilities as they fall due and has funding plans in place for further capital to meet the Group's planned activities. As set out in Note 11, 12 and 13 the Group holds interests in two oil and gas exploration licences offshore Guinea-Bissau and one oil and gas licence offshore Senegal.

In order to fund its share of the exploration and other licence costs, to meet day-to-day operating expenditures and add further exploration interests to the Group, it will need to raise further funds from a number of different sources which may include equity issues or a sale or farm-out of part of its interest in its licences.

The Board believes that the Group will be able to raise, as required, sufficient cash or reduce its commitments to enable it to continue its operations, including the pursuit of future exploration opportunities, and to continue to meet, as and when they fall due, its liabilities for at least the next twelve months from the date of approval of these financial statements. In making its assessment the Board of the company has sought and received the support from its key directors to provide ongoing financial commitments for fifteen months from 1 June 2017. The financial statements have, therefore, been prepared on the going concern basis.

However, there can be no guarantee that the required funds will be raised within the necessary timeframe. Consequently a material uncertainty exists that may cast significant doubt on the Group's ability to fund this cash shortfall and therefore be able to meet its commitments and discharge its liabilities in the normal course of business for a period not less than twelve months from the date of this report. The Financial Statements do not include the adjustments that would result if the Group was unable to continue in operation.

#### (c) Adoption of new and revised International Financial Reporting Standards

None of the new and revised Standards and Interpretations that were adopted in the current year was considered to have had a material effect to the presentation or disclosures reported in these Financial Statements.

##### *Standards, amendments and interpretations to published standards not yet effective*

The Directors have considered those Standards and Interpretations, which have not been applied in the Financial Statements but are relevant to the Group's operations, that are in issue but not yet effective. With the exception of IFRS 16, the Directors do not consider that any will have a material impact on the future results of the Group.

In January 2016, the IASB issued a new Leases standard, IFRS 16, which supersedes IAS 17 Leases. A company is required to apply IFRS 16 from 1 January 2019.

IFRS 16 eliminates the classification of leases as either operating leases or finance leases for a lessee. Instead all leases are treated in a similar way to finance leases applying IAS 17. Leases are to be 'capitalised' by recognising the present value of the lease payments and showing them either as lease assets (right-of-use assets) or together with property, plant and equipment. The Company will also need to recognise a financial liability representing its obligation to make future lease payments.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### (d) Basis of consolidation

A subsidiary is defined as an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Business combinations are accounted for under the acquisition method. Under the acquisition method, the results of the subsidiaries acquired or disposed of are included from the date of acquisition or up to the date of disposal. At the date of acquisition, the fair values of the subsidiaries' net assets are determined and these values are reflected in the consolidated financial statements. The cost of acquisition is measured at the aggregate of the fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group in exchange for control of the acquiree, plus any costs directly attributable to the business combination. Any excess of the purchase consideration of the business combination over the fair value of the identifiable assets and liabilities acquired is recognised as goodwill. Goodwill, if any, is not amortised but reviewed for impairment at least annually. If the consideration is less than the fair value of assets and liabilities acquired, the difference is recognised directly in the statement of comprehensive income.

Acquisition-related costs are expensed as incurred.

Intra-group transactions, balances and unrealised gains on transactions are eliminated; unrealised losses are also eliminated unless cost cannot be recovered. Where necessary, adjustments are made to the financial statements of subsidiaries to ensure consistency of accounting policies with those of the Group.

The Company includes the assets and liabilities of the Employee Benefit Trust (EBT) within its Statement of Financial Position. In the event of the winding up of the Company, neither the shareholders nor creditors would be entitled to the assets of the EBT.

Company shares held by the EBT are deducted from the shareholders' funds and classified as 'Own Shares' until such time as they are sold or vest unconditionally to participating employees. All such shares were sold during the year ended 31 December 2014.

#### (e) Investment in associates

The Group has applied IFRS 11 to its investment in associates. Under IFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations of each investor. The Company has assessed the nature of its joint arrangements and determined them to be that of an associated company, accounted for using the equity method.

Under the equity method of accounting, interests in associated companies are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in an associated company equals or exceeds its interests in the associated company, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the associated company.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

Unrealised gains on transactions between the Group and its associated company are eliminated to the extent of the Group's interest in the associated company. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of the associated company have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### **(f) Oil and gas exploration and evaluation expenditure**

All exploration and evaluation costs incurred or acquired on the acquisition of a subsidiary are accumulated in respect of each identifiable project area. These costs are classified as intangible assets and are only carried forward to the extent that they are expected to be recouped through the successful development of the area or where activities in the area have not yet reached a stage which permits reasonable assessment of the existence of economically recoverable reserves (successful efforts). Other costs are written off unless commercial reserves have been established or the determination process has not been completed. Accumulated costs in relation to an abandoned area are written off in full against profit in the year in which the decision to abandon the area is made. When production commences the accumulated costs for the relevant area of interest are transferred from intangible assets to tangible assets as 'Developed Oil and Gas Assets' and amortised over the life of the area according to the rate of depletion of the economically recoverable costs.

#### **(g) Impairment of oil and gas exploration and evaluation assets**

The carrying value of unevaluated areas is assessed at least annually or when there has been an indication that impairment in value may have occurred. The impairment of unevaluated prospects is assessed based on the Directors' intention with regard to future exploration and development of individual significant areas and the ability to obtain funds to finance such exploration and development.

#### **(h) Decommissioning costs**

Where a material liability for the removal of production facilities and site restoration at the end of the field life exists, a provision for decommissioning is made. The amount recognised is the present value of estimated future expenditure determined in accordance with local conditions and requirements. An asset of an amount equivalent to the provision is also created and depreciated on a unit of production basis. Changes in estimates are recognised prospectively, with corresponding adjustments to the provision and the associated asset. As at 31 December 2016, no provisions were deemed necessary.

#### **(i) Functional and foreign currencies**

##### *(i) Functional and presentation currency*

The individual financial statements of each entity in the Group are presented in the currency of the primary economic environment in which the entity operates, which is the functional currency.

The Consolidated Financial Statements are presented in Pounds Sterling, which is the Group's presentation currency.

##### *(ii) Transactions and balances*

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

Transactions in foreign currencies are converted into the respective functional currencies on initial recognition, using the exchange rates approximating those ruling at the transaction dates. Monetary assets and liabilities at the end of the reporting period are translated at the rates ruling as of that date. Non-monetary assets and liabilities are translated using exchange rates that existed when the values were determined. All exchange differences are recognised in profit or loss.

#### (iii) *Foreign operations*

Assets and liabilities of foreign operations are translated to Pounds Sterling at the rates of exchange ruling at the end of the reporting period. Revenues and expenses of foreign operations are translated at the average rate of exchange. All exchange differences arising from translation are taken directly to other comprehensive income and accumulated in equity under the foreign exchange translation reserve. On the disposal of a foreign operation, the cumulative amount recognised in other comprehensive income relating to that particular foreign operation is reclassified from equity to profit or loss. Goodwill and fair value adjustments arising from the acquisition of foreign operations are treated as assets and liabilities of the foreign operations and are recorded in the functional currency of the foreign operations and translated at the closing rate at the end of the reporting period. Exchange differences are recognised in other comprehensive income.

#### (j) **Impairment**

##### (i) *Impairment of financial assets*

All financial assets (other than those categorised at fair value through profit or loss), are assessed at the end of each reporting period as to whether there is any objective evidence of impairment as a result of one or more events having an impact on the estimated future cash flows of the asset.

An impairment loss in respect of loans and receivables financial assets is recognised in profit or loss and is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

In a subsequent period, if the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

##### (ii) *Impairment of non-financial assets*

The carrying values of intangible assets are reviewed at the end of each reporting period for impairment when there is an indication that the assets might be impaired. Impairment is measured by comparing the carrying values of the assets with their recoverable amounts. The recoverable amount of the assets is the higher of the assets' fair value less costs to sell and their value-in-use, which is measured by reference to discounted future cash flow. An impairment loss is recognised in profit or loss immediately.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

In respect of assets other than goodwill, and when there is a change in the estimates used to determine the recoverable amount, a subsequent increase in the recoverable amount of an asset is treated as a reversal of the previous impairment loss and is recognised to the extent of the carrying amount of the asset that would have been determined (net of amortisation and depreciation) had no impairment loss been recognised. The reversal is recognised in profit or loss immediately.

#### (k) Income taxes

Income tax for each reporting period comprises current and deferred tax.

Current tax is the expected amount of income taxes payable in respect of the taxable profit for the year and is measured using the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Financial Statements.

Deferred tax liabilities are recognised for all taxable temporary differences other than those that arise from goodwill or excess of the Group's interest in the net fair value of the acquired company's identifiable assets, liabilities and contingent liabilities over the business combination costs or from the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction, affects neither accounting profit nor taxable profit.

Deferred tax assets are recognised for all deductible temporary differences, unused tax losses and unused tax credits to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences, unused tax losses and unused tax credits can be utilised. The carrying amounts of deferred tax assets are reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient future taxable profits will be available to allow all or part of the deferred tax assets to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on the tax rates that have been enacted or substantively enacted at the end of the reporting period.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred income taxes relate to the same taxation authority.

Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow deferred tax assets to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss. Deferred tax items are recognised in correlation to the underlying transactions either in other comprehensive income or directly in equity.

Deferred tax arising from a business combination is included in the resulting goodwill or excess of the Group's interest in the net fair value of the acquired company's identifiable assets, liabilities and contingent liabilities over the business combination costs.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### (l) Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, bank balances, deposits with financial institutions and short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

#### (m) Employee benefits

##### (i) *Short-term benefits*

Wages, salaries, paid annual leave and sick leave, bonuses and non-monetary benefits are accrued in the period in which the associated services are rendered by employees of the Group.

##### (ii) *Post-employment benefits*

The Group does not currently make provision for post-employment benefits by way of pension plans or similar arrangements.

#### (n) Provisions, contingent liabilities and contingent assets

Provisions are recognised when the Group has a present or constructive obligation as a result of past events, when it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and when a reliable estimate of the amount can be made. Provisions are reviewed at the end of each financial reporting period and adjusted to reflect the current best estimate. Where the effect of the time value of money is material, the provision is the present value of the estimated expenditure required to settle the obligation.

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the Financial Statements. When a change in the probability of an outflow occurs so that the outflow is probable, it will then be recognised as a provision.

A contingent asset is a probable asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group. The Group does not recognise contingent assets but discloses its existence where inflows of economic benefits are probable, but not virtually certain.

#### (o) Operating segments

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. An operating segment's operating results are reviewed regularly by the chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

## **Cap Energy Plc**

### **Notes to the consolidated financial statements for the year ended 31 December 2016**

#### **(p) Share-based payment arrangements**

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the date of issue. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 21 to the Consolidated Financial Statements.

The fair value determined at the date of issue of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to other reserves.

#### **(q) Leases**

The Group leases certain property under operating leases. Operating lease payments are recognised as an expense on a straight-line basis over the lease term, except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. There were no leases classified under the category of finance leases.

#### **(r) Loans and borrowings**

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method. Gains and losses are recognised in the income statement when the liabilities are derecognised. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate.

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

### **3. Summary of critical accounting estimates and judgements**

The preparation of financial information in conformity with IFRS requires the use of certain critical accounting estimates. It also requires the directors to exercise their judgement in the process of applying the accounting policies which are detailed above. These judgements are continually evaluated by the directors and management and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The key estimates and underlying assumptions concerning the future and other key sources of estimation uncertainty at the Statement of Financial Position date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period are reviewed on an ongoing 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.

The prime areas involving a higher degree of judgement or complexity, where assumptions and estimates are significant to the financial statements, are as follows:

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### *Going concern*

The financial statements have been prepared on a going concern basis as the Directors have assessed the Company's ability to continue in operational existence for the foreseeable future. The operations of the Company and Group are currently being financed from funds which the Company has raised from private placings of its shares and by loans from certain of its Directors.

The Company and Group are reliant on the continuing support from its existing shareholders and Directors and the expected support of future shareholders and Directors.

The financial statements do not include the adjustments that would result if the Company were not to continue as a going concern.

#### *Impairment of capitalised exploration and evaluation expenditure and recoverability of inter-company balances*

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether it successfully recovers the related exploration and evaluation asset through sale. Factors which could impact the future recoverability include the level of proved, probable and inferred resources, future technological changes which could impact on the cost of drilling and extraction, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices. To the extent that capitalised exploration and evaluation expenditure is determined to be irrecoverable in the future, this will reduce profits and net assets in the period in which this determination is made. In addition, exploration and evaluation expenditure is capitalised if activities in the area of interest have not yet reached a stage which permits reasonable assessment of the existence or otherwise of economically recoverable reserves. To the extent that it is determined in the future that this capitalised expenditure should be written off, this will reduce profits and net assets in the period in which this determination is made.

Determining whether inter-company balances are impaired requires an estimation of whether there are any indications that their carrying values are not recoverable. This in turn is directly dependent on the future recoverability of capitalised exploration and evaluation expenditure.

#### **4. Segment analysis**

IFRS 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker (which takes the form of the Board of Directors of the Company) as defined in IFRS 8, in order to allocate resources to the segment and to assess its performance.

The Group's business involves exploring for hydrocarbon liquids and gas. As at 31 December 2016, there are two reportable operating segments: Africa and Head Office. Intangible assets and operating assets and liabilities are located in Africa, whilst the majority of current assets are carried at Head Office. The Group has not yet commenced production and therefore has no revenue. Each reportable segment adopts the same accounting policies.

In compliance with IFRS 8 'Operating Segments' the following tables reconcile the operational loss for the year of each reportable segment with the consolidated figures presented in these Financial Statements, with comparatives for the year ended 31 December 2015, and the net assets together with comparative figures as at 31 December 2015. The Group's loss before tax and equity attributable to owners of the parent are detailed below.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

	Africa	Head Office	Total
	£'000	£'000	£'000
<b>31 December 2016</b>			
Loss before tax	(21)	(1,745)	(1,766)
Equity attributable to owners of parent	8,158	(5,409)	2,749
<b>31 December 2015</b>			
Loss before tax	(62)	(1,016)	(1,078)
Equity attributable to owners of parent	6,998	(3,665)	3,333

#### 5. Finance costs

	31 Dec 2016 £'000	31 Dec 2015 £'000
On loans from Directors	286	168
	<u>286</u>	<u>168</u>

#### 6. Loss before taxation

Loss before taxation is arrived at after charging:-

	31 Dec 2016 £'000	31 Dec 2015 £'000
Depreciation of plant and equipment	5	4
Fees payable to the Company's auditor for the audit of the Company's annual accounts	10	10
Directors' remuneration	313	363
Staff costs (including Directors):		
- salaries, allowances and bonuses	362	388
- social security costs	-	5
Rental of office	54	54
	<u>54</u>	<u>54</u>

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### 7. Staff costs

	31 Dec 2016 No.	31 Dec 2015 No.
The average monthly number of employees was:	5	5
	31 Dec 2016 £'000	31 Dec 2015 £'000
Aggregate remuneration (including directors):	362	388
Wages and salaries	-	5
Social security costs	362	393

#### 8. Income tax

There Group has made no provision for taxation as the Group has not yet generated any taxable income. A reconciliation of income tax expense applicable to the loss before taxation at the statutory tax rate to the income tax expense at the effective tax rate of the Group is as follows:

	31 Dec 2016 £'000	31 Dec 2015 £'000
Loss before taxation	(1,767)	(1,080)
Tax calculated at statutory tax rates applicable to results in the respective countries	(349)	(203)
Tax effects of:-		
Non-deductible expenses	-	1
Depreciation less capital allowances	4	(1)
Unrelieved tax losses	345	203
Income tax expense for the financial year	-	-

The weighted average statutory applicable tax rate was 19.75% (2015: 18.80%).

The Group has tax losses of approximately £3.6 million (year ended 31 December 2015: £2.9 million) which, subject to agreement with taxation authorities, are available to carry forward against future profits. A deferred tax asset in respect of these losses has not been established as the Group has not yet generated any revenues and the Directors have therefore assessed the likelihood of future profits being available to offset such deferred tax assets to be uncertain.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### 9. Loss per share

Basic loss per share is calculated by dividing the loss after tax attributable to the equity holders of the Group by the weighted average number of shares in issue during the year. The calculation of loss per share is based on the following:

	<b>31 Dec 2016 £'000</b>	<b>31 Dec 2015 £'000</b>
Loss after tax from continuing operations attributable to owners of the Group :	(1,767)	(1,078)
Weighted average number of shares:		
Basic and diluted	30,516,631	29,952,748

**Cap Energy Plc**

**Notes to the consolidated financial statements for the year ended 31 December 2016**

**10. Property, plant and equipment**

	Office equipment, fixtures and fittings £'000	Motor vehicles £'000	Total £'000
<b>Cost</b>			
At 1 January 2015	14	17	31
Additions	5	-	5
At 31 December 2015	19	17	36
Additions	-	-	-
<b>At 31 December 2016</b>	<b>19</b>	<b>17</b>	<b>36</b>
<b>Accumulated Depreciation</b>			
At 1 January 2015	5	17	22
Charge for the year	4	-	4
At 31 December 2015	9	17	26
Charge for the year	5	-	5
<b>At 31 December 2016</b>	<b>14</b>	<b>17</b>	<b>31</b>
<b>Net Book Value</b>			
At 31 December 2016	5	-	5
At 31 December 2015	10	-	10

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### 11. Intangible assets

	Exploration and evaluation expenditure £'000
<b>Cost</b>	
At 1 January 2015	4,456
Additions	<u>732</u>
At 31 December 2015	5,188
Additions	<u>469</u>
<b>At 31 December 2016</b>	<b><u>5,657</u></b>
<b>Accumulated amortisation</b>	
At 1 January 2015	-
Charge for the year	<u>-</u>
At 31 December 2015	-
Charge for the year	<u>-</u>
<b>At 31 December 2016</b>	<b><u>-</u></b>
<b>Net Book Value</b>	
At 31 December 2016	<u>5,657</u>
At 31 December 2015	<u>5,188</u>

At 31 December 2016, the aggregate capitalised Exploration and Evaluation ("E&E") costs in relation to the Group's Guinea Bissau licences was £5,657,00 (2015: £5,188,100). These amounts have not been impaired because commercial reserves have not yet been established or the determination process has not been completed. In accordance with IFRS 6, the Directors have assessed whether any indication of impairment exists in respect of those intangible assets. In their opinion, based on a review of the expiry dates of licences and the likelihood of their renewal, available funds and the intention to continue exploration and evaluation, no indications of impairment were identified. Further details of the exploration activities are included within the Chairman's Statement and Strategic Report.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### 12. Subsidiary companies of the Group

As at the date of these financial statements, the Company's subsidiaries, both of which are private companies limited by shares, are as follows:

	Registered office	Class of shares	% holding
<b>Subsidiaries</b>			
Sphere Petroleum Corporation BVI	Clarence Thomas Building, P.O Box 4649 Road Town, Tortola, British Virgin Islands	Ordinary	85.7%
Sencap Limited	Clarence Thomas Building, P.O Box 4649 Road Town, Tortola, British Virgin Islands	Ordinary	100%
Omcap Limited	Clarence Thomas Building, P.O Box 4649 Road Town, Tortola, British Virgin Islands	Ordinary	100%
<b>Associates</b>			
TAOL Senegal Djiffere Limited	Vanterpool Plaza, 2 <sup>nd</sup> Floor, Wickhams Cay I, Road Town, Tortola, British Virgin Islands	Ordinary	49%

The accounting reference date of the subsidiaries is co-terminous with that of the Company.

#### 13. Investment in associated company

On 19 February 2014, Sencap Limited ("Sencap"), a newly formed and wholly-owned subsidiary of the Company incorporated on 6 February 2014, acquired from Trace Atlantic Oil Limited ("TAOL") a 49 per cent interest in TAOL Senegal (Djiffere) Limited ("TAOL Djiffere"), the company holding the Djiffere Licence. TAOL Djiffere was incorporated in the British Virgin Islands. TAOL is the owner of the remaining 51 per cent interest in TAOL Djiffere and also the operating partner in TAOL Djiffere.

The total consideration for the acquisition of the 49 per cent interest in TAOL Djiffere was US\$150,000 (equivalent to approximately £90,000). At the same time Sencap made a shareholders' contribution of US\$3 million (equivalent to approximately £1,831,000) payable to TAOL Djiffere, of which US\$ 0.4 million was in respect of historic costs. The Djiffere Licence area covers approximately 4,459 km<sup>2</sup> in shallow waters in the Senegal Basin off the West African coast and is adjacent to the Block Rufisque Offshore area operated by Cairn Energy PLC.

The investment in TAOL Djiffere has been accounted for using the equity method of accounting whereby the investment is initially recognised at cost and the carrying value is increased or decreased to recognise the Group's share of the profit or loss of the associate after the date of acquisition.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

At 31 December 2016, the carrying value of the investment is summarised as follows:

	£'000
Cash consideration payable on acquisition	90
Shareholder's contribution	2,489
Group's share of post-acquisition losses	(80)
<b>Carrying value</b>	<b>2,499</b>

TAOL Djiffere is a private company and there is no quoted market price available for its shares. The accounting reference date of TAOL Djiffere is co-terminous with that of the Company. There are no contingent liabilities or commitments relating to the Group's interest in TAOL Djiffere.

#### Summarised financial information for the associated company

Set out below is summarised financial information for TAOL Djiffere which is accounted for using the equity method. The information reflects the amounts presented in the Financial Statements of TAOL Djiffere adjusted for differences in accounting policies between the Group and the associated company where appropriate, and not the Group's share of those amounts.

Summarised statement of financial position:

	31 December 2016 £'000	31 December 2015 £'000
<b>Non-current assets</b>	6,807	5,617
<b>Current assets</b>		
Cash and cash equivalents	216	489
<b>Total assets</b>	<b>7,023</b>	<b>6,106</b>
<b>Current liabilities</b>		
Financial liabilities	20	1,017
Other current liabilities	731	667
<b>Total liabilities</b>	<b>751</b>	<b>1,684</b>
<b>Net assets</b>	<b>6,272</b>	<b>4,422</b>

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

Summarised statement of comprehensive income:	Year ended 31 December 2016 £'000	Year ended 31 December 2015 £'000
Revenue	-	-
Depreciation and amortisation	-	-
Interest income	-	3
<b>Loss from continuing operations</b>	<b>(30)</b>	<b>(109)</b>
Income tax expense / release	-	-
<b>Loss for the year</b>	<b>(30)</b>	<b>(106)</b>
Other comprehensive (expense) / income	-	-
<b>Total comprehensive loss for the year</b>	<b>(30)</b>	<b>(106)</b>

#### 14. Other receivables, deposits and prepayments

	31 Dec 2016 £'000	31 Dec 2015 £'000
Called up share capital unpaid	-	80
Sundry receivables	15	13
Prepayments and accrued income	76	75
	<u>91</u>	<u>168</u>

The fair value of sundry receivables approximates their carrying amount, as the impact of discounting is not significant. The sundry receivables are not impaired and are not past due.

#### 15. Share capital

The allotted, called-up and fully paid share capital of the Company is as follows:-

	31 Dec 2016 £'000	31 Dec 2015 £'000
Allotted, and called-up: Ordinary shares of £0.05 each	<u>1,535</u>	<u>1,504</u>

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

The Board is authorised to allot and issue shares in the Company or grant rights to subscribe for or to convert any securities into shares in the Company up to an aggregate number of equity securities not to exceed 100% of the Company's issued ordinary share capital on a fully-diluted basis.

During the year ended 31 December 2016, the following issues of ordinary shares took place:

- I. On 15 April 2016, 619,619 Ordinary shares of 5p each in the Company were issued at a total of \$1,200,200, with a sterling consideration equivalent to £1,182,362.

A reconciliation of Ordinary share capital is set out below:

	<b>31 Dec 2016 No.</b>	<b>31 Dec 2015 No.</b>
As at 1 January:	30,073,560	29,362,256
Issue of shares of £0.05 each	619,619	711,304
Total number of ordinary shares	<u>30,693,179</u>	<u>30,073,560</u>

#### 16. Reserves

The share premium account represents the amount received on the issue of ordinary shares by the Company in excess of their nominal value and is non-distributable.

In accordance with the requirements of SIC 12 "Consolidation – special purpose entities" and IAS 32 "Financial Instruments: Presentation", certain of the assets and liabilities were included in the Company's and Group's Statement of Financial Position resulting in the inclusion of £132 in respect of 25,654 ordinary shares in the Company held by the EBT ("Own Shares"). These shares were disposed of in December 2014 and the gain of £38,148 recognised in the EBT reserve.

#### 17. Amounts due to shareholders

	<b>31 Dec 2016 £'000</b>	<b>31 Dec 2015 £'000</b>
<b>Current</b>		
Non-trade balances	<u>7</u>	<u>11</u>

The amounts owing to shareholders are unsecured, interest-free and repayable on demand. The amounts owing are to be settled in cash.

#### 18. Cash and cash equivalents

For the purpose of the statement of cash flows, cash and cash equivalents comprise the following:-

	<b>31 Dec 2016 £'000</b>	<b>31 Dec 2015 £'000</b>
Cash and bank balances	<u>4</u>	<u>3</u>

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### 19. Related party disclosures

Balances and transactions between the Company and its subsidiaries are eliminated on consolidation and are not disclosed in this note. Balances and transactions between the Group and other related parties are disclosed below.

##### Directors' remuneration, interests and transactions

The remuneration of the senior Executive Management Committee members, who are the key management personnel of the Group, is set out below in aggregate for each of the categories specified in IAS 24 'Related Party Disclosures'.

Year ended 31 December 2016	Salary or fees £'000	Other £'000	Total £'000
Lina Haidar	124	-	124
Pierantonio Tassini	120	-	120
Alexander Haly	69	-	69
	<u>313</u>	<u>-</u>	<u>313</u>

During 2016 Guy Hustinx was awarded 38,000 shares in lieu of fees for the period from 1 July 2016 to 30 June 2017, which were issued subsequent to the year end in May 2017 (equivalent to £36,000).

Year ended 31 December 2015	Salary or fees £'000	Other £'000	Total £'000
Lina Haidar	120	-	120
Pierantonio Tassini	120	-	120
Alexander Haly	60	-	60
Tim Hearley	27	-	27
	<u>327</u>	<u>-</u>	<u>327</u>

During 2015 Guy Hustinx was awarded and issued 38,000 shares in lieu of fees for the period from 1 July 2015 to 30 June 2016 (equivalent to £36,000).

Directors' emoluments and benefits are stated for the Directors of Cap Energy Plc only. The amounts shown were recognised as an expense during the year.

Total social security costs related to Directors during the year was £nil (2015: £nil).

There were no other short-term or long-term benefits, post-employment benefits or termination benefits paid to Directors in either of the years ended 31 December 2016 or 31 December 2015.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### Transactions with key management personnel

##### *Amounts due to Directors*

	<b>31 Dec 2016 £'000</b>	<b>31 Dec 2015 £'000</b>
Amounts due to Directors (including interest)	<u>4,264</u>	<u>3,200</u>

The amounts owing to Directors are unsecured, bear interest at 8% per annum and are repayable on demand. The amounts owing are to be settled in cash.

During the year ended 31 December 2016, interest charged on Directors' loans amounted to £286,000 (2015: £168,000).

#### Ultimate controlling party

The ultimate controlling party of the Company is Global Energy Trade Limited, a private company incorporated in the British Virgin Islands owned jointly by Lina Haidar and Alex Haly one third to two thirds respectively. Each Director therefore has a beneficial interest in Global Energy Trade Limited.

## 20. Financial instruments

The Group's activities are exposed to a variety of market risk (including foreign currency risk, interest rate risk and equity price risk) and liquidity risk. The Group's overall financial risk management policy focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on its financial performance.

### (a) Financial risk management policies

The Group's policies in respect of the major areas of treasury activity are as follows:-

#### (i) Market risk

##### (i) *Foreign currency risk*

The Group is exposed to foreign currency risk on transactions and balances that are denominated in currencies other than Pounds Sterling. The currencies giving rise to this risk are primarily the United States Dollar. Foreign currency risk is monitored closely on an ongoing basis to ensure that the net exposure is at an acceptable level.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

The carrying amounts of the Group's foreign currency denominated monetary assets and liabilities at the end of year were as follows:-

	United States Dollar £'000	Other £'000	Total £'000
31 December 2016			
Financial assets	1	2	3
Financial liabilities	3,634	-	3,634
31 December 2015			
Financial assets	1	2	3
Financial liabilities	3,913	-	3,913

#### Foreign currency risk sensitivity analysis

The Group maintains a natural hedge whenever possible, by matching the cash inflows (revenue stream) and cash outflows used for purposes such as capital and operational expenditure in the respective currencies.

The following table details the sensitivity analysis to possible changes in the relative values of foreign currencies to which the Group is exposed as at the end of each year, with all other variables held constant:-

	31 December 2016 Increase/ (Decrease) £'000	31 December 2015 Increase/ (Decrease) £'000
<b>Effects on profit after taxation/equity</b>		
United States Dollar		
- strengthened by 10%	(385)	(394)
- weakened by 10%	385	394

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### (ii) *Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to interest rate risk arises mainly from interest-bearing financial liabilities. The Group's policy is to obtain the most favourable interest rates available on fixed interest rate terms. Any surplus funds will be placed with licensed financial institutions to generate interest income.

#### Interest rate risk sensitivity analysis

As the interest rates on the Group's borrowings are fixed, the Directors consider that the Group is not exposed to material interest rate risk.

#### (ii) **Credit risk**

The Group does not have any perceived credit risks on its trade and other receivables.

#### (iii) **Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities.

The Group maintains a level of cash and cash equivalents and bank facilities deemed adequate by the management to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they fall due. The maturity profile of the financial liabilities of the Group is short term, all amounts falling due within 12 months.

#### (b) **Capital risk management**

The Group defines capital as the total equity of the Group. The Group's objectives when managing capital are to safeguard the its ability to continue as a going concern in order to provide returns for shareholders 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 adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt. It also ensures that distributions to shareholders do not exceed working capital requirements.

The Group has no external debt finance and is not subject to any external capital requirements.

## Cap Energy Plc

### Notes to the consolidated financial statements for the year ended 31 December 2016

#### (c) Classification of financial instruments

	31 Dec 2016 £'000	31 Dec 2015 £'000
<b>Financial assets</b>		
<u>Loans and receivables financial assets</u>		
Sundry receivables	16	93
Cash and cash equivalents	4	3
	<u>20</u>	<u>96</u>
<b>Financial liabilities</b>		
<u>At amortised cost</u>		
Trade payables	364	524
Amounts due to shareholders	7	11
Amount owing to directors	4,264	3,200
Other payables	-	4
Accruals and deferred income	654	588
	<u>5,289</u>	<u>4,327</u>

#### (d) Fair values of financial instruments

The financial assets and financial liabilities maturing within the next 12 months approximated their fair values due to the relatively short-term maturity of the financial instruments.

The Group had no financial assets or liabilities carried at fair values at the end of each reporting date.

## 21. Share-based payment transactions

The Group's share-based payment arrangements are summarised below.

### *The Cap Energy Employee Benefit Trust*

The Company has established an Employee Benefit Trust, which in due course may be used to provide appropriate share based incentives to senior management of the Company. The EBT's shareholding of 25,654 Ordinary Shares in the Company was sold in December 2014 for a consideration of £38,281. A gain on disposal of these shares of £38,148 has been recognised within the EBT reserve.

### *Share warrants*

On 17 April 2015, the Company issued 160,000 share warrants to Tim Hearley, a director of the Company, for a cash consideration of £31,650. The warrant holder is entitled to subscribe in cash for ordinary shares at a warrant subscription price of £2.00 per share, at any time between the date of issue and 31 December 2017.

The proceeds of issue have been credited directly to equity.

**Cap Energy Plc****Notes to the consolidated financial statements for the year ended 31 December 2016****22. Commitments**

The future aggregate minimum lease payments under non-cancellable operating leases are as follows:

	<b>At 31 Dec 2016 Land and buildings £'000</b>	<b>At 31 Dec 2015 Land and buildings £'000</b>
Within one year	54	54
In the second to fifth years inclusive	204	217
After more than five years	-	41
Aggregate amounts payable	<u>258</u>	<u>312</u>

**23. Subsequent events**

There have been no significant events subsequent to year end to note.

**Cap Energy Plc**  
**Company Balance Sheet**  
**As at 31 December 2016**

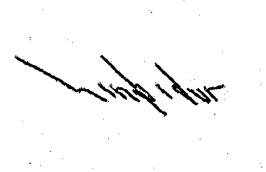
**Registered number: 05351398**

		<b>31 Dec 2016 £'000</b>	<b>31 Dec 2015 £'000</b>
	<b>Note</b>		
<b>ASSETS</b>			
<b>FIXED ASSETS</b>			
Tangible assets	4	5	10
Investment in subsidiaries	5	8,193	7,537
		<u>8,198</u>	<u>7,547</u>
<b>CURRENT ASSETS</b>			
Debtors	6	91	168
Cash and bank balances		3	1
		<u>94</u>	<u>169</u>
<b>CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR</b>			
	9	(5,289)	(4,149)
		<u>(5,195)</u>	<u>(3,980)</u>
Net current assets liabilities			
<b>NET ASSETS</b>		<b><u>3,003</u></b>	<b><u>3,567</u></b>
<b>CAPITAL AND RESERVES</b>			
Share capital	7	1,535	1,504
Share premium account		4,078	2,927
EBT reserve		38	38
Retained profits /(accumulated losses)		<u>(2,648)</u>	<u>(902)</u>
		<b><u>3,003</u></b>	<b><u>3,567</u></b>

The loss for the financial year dealt with in the financial statements of the parent company was £1,746,000 (2015: £984,000).

The notes on pages 43 to 47 form an integral part of these financial statements.

The financial statements on pages 41 to 47 were authorised for issue by the board of directors on 6 June 2017 and were signed on its behalf.



Lina Haidar

**Chief Executive Officer**

**Cap Energy Plc**  
**Company Statement of Changes in Equity**  
**For the year ended 31 December 2016**

	Share capital £'000	Share premium £'000	Retained profits (accumulated losses) £'000	EBT reserve £'000	Total shareholders' funds £'000
<b>Balance at 31 December 2014</b>	<b>1,468</b>	<b>1,942</b>	<b>82</b>	<b>38</b>	<b>3,530</b>
Loss for the year	-	-	(1,015)	-	(1,015)
Issue of warrants		-	31	-	
Issue of ordinary shares		985			1
<b>Balance at 31 December 2015</b>	<b>1,504</b>	<b>2,927</b>	<b>(902)</b>	<b>38</b>	<b>3,567</b>
Loss for the year	-	-	(1,746)	-	(1,767)
Issue of ordinary shares		1,151			1
<b>Balance at 31 December 2016</b>	<b>1,535</b>	<b>4,078</b>	<b>(2,648)</b>	<b>38</b>	<b>2,982</b>

The notes on pages 43 to 47 form an integral part of these financial statements

## **Cap Energy Plc**

### **Notes to the Company financial statements for the year ended 31 December 2016**

#### **1. General information**

The Company was re-registered in England on 12 December 2013 as a public company limited by shares and is domiciled in England and incorporated and registered in England and Wales. The Company's shares were listed on the ICAP Securities & Derivatives Exchange ("ISDX") until 2 October 2015. With effect from 5 October 2015, the Company's Ordinary Shares commenced trading on J P Jenkins Limited's matched bargain platform. The address of its registered office is 2nd Floor, 20 Berkeley Square, London, W1J 6EQ. The registered number of the Company is 05351398.

#### **2. Summary of significant accounting policies**

##### **(a) Basis of preparation**

The Company's financial statements have been prepared in accordance with applicable law and accounting standards in the United Kingdom and under the historical cost accounting rules (Generally Accepted Accounting Practice in the United Kingdom).

The directors have assessed the Company's ability to continue in operational existence for the foreseeable future in accordance with the FRC Going Concern and Liquidity Risk guidance (October 2009). It is considered appropriate to continue to prepare the financial statements on a going concern basis notwithstanding that the Company has not yet earned any revenue. The Company is reliant on the continuing support from its shareholders and Directors and has funding plans in place for further capital to meet the Company's planned activities. This is more fully described in Note 2 (b) to the Consolidated Financial Statements.

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006.

The Company has taken advantage of Section 408 of the Companies Act 2006 and has not included a Profit and Loss account in these separate financial statements. The loss attributable to members of the Company for the year ended 31 December 2016 is £2,648,000 (year ended 31 December 2015: loss of £1,015,000). Auditor's remuneration is disclosed in Note 6 to the Consolidated Financial Statements.

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows
- the requirements of Section 11 Financial Instruments

##### **(b) Fixed asset investments**

Fixed asset investments are carried at cost less any provision for impairment.

## **Cap Energy Plc**

### **Notes to the Company financial statements for the year ended 31 December 2016**

#### **(c) Foreign currencies**

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

#### **(d) Income taxes**

The charge for taxation is based on the profit/loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date.

#### **(e) Leases**

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease.

#### **(f) Share-based payment arrangements**

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the date of issue. Details regarding the determination of the fair value of equity-settled share-based transactions are set out in Note 21 to the Consolidated Financial Statements.

The fair value determined at the date of issue of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the entity revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to other reserves.

The proceeds of the issue of share warrants are credited directly to equity.

### **3. Segment reporting**

The principal activity of the Company is that of a parent holding company which manages the Group's strategic direction and underlying subsidiaries. The Directors consider this to constitute one reportable segment.

**Cap Energy Plc**

**Notes to the Company financial statements for the year ended 31 December 2016**

**4. Tangible fixed assets**

	Office equipment, fixtures and fittings £'000	Motor vehicles £'000	Total £'000
<b>Cost</b>			
At 1 January 2015	14	17	31
Additions	5	-	5
At 31 December 2015	19	17	36
Additions	-	-	-
<b>At 31 December 2016</b>	<b>19</b>	<b>17</b>	<b>36</b>
<b>Accumulated Depreciation</b>			
At 1 January 2015	5	17	22
Charge for the year	4	-	4
At 31 December 2015	9	17	26
Charge for the year	5	-	5
<b>At 31 December 2016</b>	<b>14</b>	<b>17</b>	<b>31</b>
<b>Net Book Value</b>			
At 31 December 2016	5	-	5
At 31 December 2015	10	-	10

**5. Fixed asset investments**

Investments and long term loans in subsidiary undertakings	Investments £'000	Long term loans £'000	31 Dec 2016 Total £'000	31 Dec 2015 Total £'000
<b>Cost</b>				
Brought forward	1,162	6,375	7,537	6,227
Additions	-	656	656	1,310
Carried forward	1,162	7,031	8,193	7,537

Details of the Company's subsidiaries as at 31 December 2016 are set out in Note 12 to the Consolidated Financial Statements. Long term loans represent amounts owed by Sphere Petroleum Corporation and Sencap Limited, are unsecured and are interest free. The Directors do not intend to recall the loan for the foreseeable future.

## Cap Energy Plc

### Notes to the Company financial statements for the year ended 31 December 2016

#### 6. Debtors

	31 Dec 2016 £'000	31 Dec 2015 £'000
Called up share capital unpaid	-	80
Other debtors	16	13
Prepayments and accrued income	75	75
	<u>91</u>	<u>168</u>

#### 7. Share capital

Details of the Company's allotted, called-up and fully paid share capital are set out in Note 15 to the consolidated financial statements.

The ordinary shares of the Company carry one vote per share and an equal right to receive any dividend declared.

#### 8. Reserves

The share premium account represents the amount received on the issue of ordinary shares by the Company in excess of their nominal value and is non-distributable.

The EBT reserve arises from the inclusion of £132 in respect of 25,654 ordinary shares in the Company held by the EBT ("Own Shares"). These shares were disposed of in December 2014 and the gain of £38,148 recognised in the EBT reserve. The EBT reserve is non-distributable.

#### 9. Creditors: amounts falling due within one year

	31 Dec 2016 £'000	31 Dec 2015 £'000
Trade creditors	385	524
Shareholder loans	7	11
Amounts due to directors	4,264	3,200
Other creditors	-	4
Accruals and deferred income	654	410
	<u>5,310</u>	<u>4,149</u>

The amounts owing to shareholders are unsecured, interest-free and repayable on demand. The amounts owing are to be settled in cash.

The amounts owing to Directors are unsecured, bear interest at 8% per annum and are repayable on demand. The amounts owing are to be settled in cash.

During the year ended 31 December 2015, interest charged on Directors' loans amounted to £286,000 (2015: £168,000).

## Cap Energy Plc

### Notes to the Company financial statements for the year ended 31 December 2016

#### 10. Related party transactions

The only key management personnel of the Company are the directors. Details of their remuneration and other related party transactions are contained in the Note 19 to the Consolidated Financial Statements.

In addition, the Company advanced amounts to its subsidiaries during the year, summarised as follows:

	31 Dec 2016 £'000	31 Dec 2015 £'000
Opening amount due from subsidiary	6,375	5,065
Amounts advanced in the year	656	1,310
Closing amount due from subsidiaries	7,031	6,375

#### 11. Share based payments

Details of the Company's Employee Benefits Trust are contained in Note 21 to the Consolidated Financial Statements.

#### 12. Commitments

The amounts of minimum lease payments under non-cancellable operating leases are as follows:

	At 31 Dec 2016 Land and buildings £'000	At 31 Dec 2015 Land and buildings £'000
Operating leases which expire:		
Within one year	-	-
Years two to five	258	-
After more than five years	-	312
Aggregate amounts payable	258	312

#### 13. Subsequent events

Disclosures in relation to events subsequent to 31 December 2016 are shown in Note 23 to the consolidated financial statements.

## **Company information**

### **Directors**

Lina Haidar, Chief Executive Officer  
Pierantonio Tassini, Chief Operating Officer  
Alexander Haly, Non-Executive Director  
Guy Hustinx, Non-Executive Director

### **Company secretary**

Michael Butler

### **Company number**

05351398

### **Registered address**

2<sup>nd</sup> Floor,  
20 Berkeley Square  
London, W1J 6EQ

### **Independent auditors**

Crowe Clark Whitehill LLP  
Chartered Accountants and Statutory Auditors  
St Bride's House  
10 Salisbury Square  
London, EC4Y 8EH

### **Legal adviser**

Fox Williams LLP  
Ten Dominion Street  
London, EC2M 2EE

### **Registrars**

SLC Registrars  
42-50 Hersham Road  
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Surrey  
KT12 1RZ