

## **P2P GLOBAL INVESTMENTS PLC**

### **Annual Financial Report for the year ended to 31 December 2015**

The Directors present the Annual Financial Report of P2P Global Investments plc (the “Company”) for the year ended 31 December 2015. A copy of the Company's Annual Report will shortly be available to view and download from the Company's website, [www.p2pgi.com](http://www.p2pgi.com). Neither the contents of the Company's website nor the contents of any website accessible from hyperlinks on the Company's website (or any other website) is incorporated into or forms part of this announcement.

The following text is copied from the Annual Report & Accounts:

#### **INTRODUCTION TO THE COMPANY**

P2P Global Investments plc (the “Company”) is the first UK listed company dedicated to investing in credit assets originated by peer to peer platforms and other originators of alternative assets globally. At the end of 2015, after three further share issuances since the initial public offering (“IPO”) the Company had 46,754,919 ordinary shares in issue at a price of 1007p and an additional 40,000,000 C shares at a price of 978p, giving a total market capitalisation in excess of £862m. The Company offers its investors the ability to gain diversified, liquid exposure to an otherwise illiquid asset class that has traditionally been the preserve of global banks.

The innovative technology and receptive government policies, combined with stricter regulations of banks, are fuelling the proliferation of online lending, the peer to peer (“P2P”) lending market and the wider alternative finance market. Furthermore, big data analytics and new distribution channels have allowed P2P (“Platforms”) and other technology start-ups to compete effectively with traditional banks in credit scoring and origination. These changes are likely to solidify over the next five to ten years. The Company is therefore well positioned to grow with the emerging asset class, and aims to deliver an attractive dividend income and capital growth via exposure to diversified credit assets and selective equity stakes in Platforms.

#### **INVESTMENT OBJECTIVES**

The Company's investment objectives are to:

- a) Provide shareholders with an attractive level of dividend income and capital growth through exposure to investments in alternative finance and related instruments;
- b) Achieve investment diversification across Platforms, geographies, asset classes and credit grades; and
- c) Allow our shareholders to share the equity upside by investing (in aggregate) up to 10% of gross assets in equity or equity linked securities issued by platforms.

**The Company's net asset value (“NAV”) as at 31 December 2015 was £873m (cum income) and its market capitalisation was £862m**

#### **STRATEGIC REPORT**

##### **PERFORMANCE**

##### **COMMENTARY**

- The Company invested, directly and indirectly, in excess of £1bn of loans in 2015, allowing the deployment of more than £500m of new equity capital on behalf of both the ordinary and C shares as well as the deployment of more than £300m of new debt on behalf of ordinary shares.
- The Company achieved positive Net Asset Value (“NAV”) returns in every month of 2015, delivering a total NAV return of 6.56% for the ordinary shares. The capital raised for the C shares

issued in late July 2015 was deployed in Q3 and Q4 2015. The total NAV return for these shares was 0.99%.

- The Company delivered 6.12% in dividends to ordinary shareholders on the average NAV for the year.

#### CAPITAL STRUCTURE AS AT 31 DECEMBER 2015 ORDINARY SHARES

£467,320,091 Net Assets (Ex Income)	£473,754,605 Net Assets (Cum Income)
1,007p Share Price (31 December 2015 Close)	£470,822,034 Market Capitalisation
6.56% YTD Total NAV per share Return	-0.62% Premium / (Discount) to NAV (Cum Income)
46,754,919 Shares in Issue	1,000p Issue Price as at 29 May 2014
991.51p NAV per Share (Ex Income)	1,013.27p NAV per Share (Cum Income)

#### CAPITAL STRUCTURE AS AT 31 DECEMBER 2015 C SHARES

£395,608,000 Net Assets (Ex Income)	£399,458,266 Net Assets (Cum Income)
978p Share Price (31 December 2015 Close)	£391,200,000 Market Capitalisation
0.99% YTD Total NAV per share Return	-2.07% Premium / (Discount) to NAV (Cum Income)
40,000,000 Shares in Issue	1,000p Issue Price as at 28 July 2015
1,180p Share Price (31 December 2014 Close)	£236,000,000 Market Capitalisation
989.02p NAV per Share (Ex Income)	998.65p NAV per Share (Cum Income)

#### PORTFOLIO COMPOSITION & DEPLOYMENT

#### PERFORMANCE AND DIVIDEND HISTORY

#### TOP TEN POSITIONS

Link to graph and tables in relation to the 'Portfolio Composition & Deployment', 'Performance and Dividend History' and 'Top Ten Positions':

[http://www.rns-pdf.londonstockexchange.com/rns/9930V\\_-2016-4-21.pdf](http://www.rns-pdf.londonstockexchange.com/rns/9930V_-2016-4-21.pdf)

#### CHAIRMAN'S STATEMENT

I am pleased to present P2P Global Investments plc's second Annual Report, for the year to 31 December 2015. The Company followed through its successful IPO and raised over £670m of additional equity capital (through three issuances) in 2015 on the back of strong investor interest in the product and robust investment opportunities in the alternative and direct lending space.

2015 has proved to be a challenging year for both equity and debt markets with the FTSE All Share Index declining by 2.5% since the start of the year and most market commentators revising downward their dividend expectations for 2016. Geopolitical tensions, an economic slowdown in emerging markets, China's devaluation of its currency, a decline in commodity prices and uncertainties over US interest rates contributed to heightened volatility in the markets.

Over the year the Company's ordinary share price declined by 14.7% closing the year at 1007p and the price for the C shares issued in July 2015 declined by 5.1% closing the year at 978p. The total NAV per share return was 6.56% for the ordinary shares and 0.99% for the C shares in 2015. The Company paid a total dividend of 59.2p per ordinary share in 2015; the average NAV of the ordinary share class during the year was £338m with £20.69m of total dividends declared for the year. The ordinary shares thus delivered a yield of 6.12% in dividends on the average NAV for the year and achieved the lower end of its target range. The Company looks forward to delivering incremental returns to its shareholders as it achieves its target gearing during 2016. The Company will continue to execute its leverage strategy with a view to diversify its sources of funding. To further its objectives, in December 2015 the Company entered into a £150,000,000 secured 3-year multicurrency corporate debt facility with a consortium of institutional lenders. This facility will add valuable diversity and flexibility to the Company's funding options in 2016.

#### INVESTMENTS

With increasing availability of loans from Platforms that the Company has existing relationships with, and the addition of new Platforms, the Company's monthly deployment has been increasing month on month. The Company is now in a position to comfortably deploy over £100m per month and is confident of achieving its target gearing ratio (between 90% and 110%; debt to equity) over the course of 2016. Deployment diversification continues to be at the forefront of portfolio construction decisions with current credit asset exposure being geographically split 69% US/31% Europe and other geographies for the ordinary shares and 63% US/37% Europe and other geographies for the C shares. In 2015, the Company also expanded its presence to Australasia; there, the underlying asset exposure remains predominantly geared towards consumer loans, in line with the overall market proportions. The Company is continuously looking to diversify its portfolio and seeks attractive risk adjusted returns, to that end the Company has started to deploy its capital in loans backed by real estate. The Company expects its portfolio to continue to evolve in 2016 to enhance diversification and meet the Company's strategic objectives.

#### COSTS

The Company's ratio of ongoing charges for the year stands at 0.30% which is largely attributable to administration, advisory, legal and other set up costs incurred in establishing new Platform partnerships, leverage facilities and investing in unlisted equities.

#### SIGNIFICANT POST BALANCE SHEET EVENTS

The conversion of the July 2015 C shares took place on 21 March 2016 following the announcement of the 29 February 2016 NAV. The NAVs attributable to the ordinary shares and the C shares as at the calculation date, being the close of business on 15 March 2016, were 1007.47p per ordinary share and 996.14p per C share respectively. The conversion ratio, as calculated in accordance with the Company's articles of association and the prospectus dated 12 January 2015 was 0.9888 ordinary shares for every one C share held as at close on the conversion record date of 21 March 2016. 39,551,884 new ordinary shares were admitted to the premium listing segment of the Official List of the UK Listing Authority and admitted to trading on the London Stock Exchange's main market for listed securities on 22 March 2016. The Company's issued share capital now consists of 86,306,803 ordinary shares of £0.01 each with voting rights.

#### OUTLOOK

The world of high street banking has awoken to the challenge posed by innovative online lenders who have started to gain a noticeable market share both in the US and the UK. Financial Institutions have reacted differently to the challenge; whilst some have chosen to deploy capital directly via Platforms, others have taken equity stakes, and some have forged distribution partnerships to securitise loans. At the same time, banks continue to re-organise their balance sheets in light of Basel III and other

regulations and are only now coming to terms with higher capital requirements, lower return on equity and correspondingly lower share prices. As earnings decline, banks will continue to seek cost savings making investment in technology more challenging.

Platforms are likely to face additional regulatory scrutiny in 2016 as the FCA commences its full consumer credit licencing process for Platforms in the UK. Whilst some newer Platforms may struggle, the more established players are expected to benefit as a result of additional validation from the regulator. Increased regulatory costs may, however, prove to be a near term challenge for Platforms who typically have tight margins.

There is now significant momentum in many other countries; consequently the Company should be exposed to an increased opportunity set for investments in 2016. In addition, new lending sub-sets are opening up to the same compelling economic forces that gave rise to the sector. We are beginning to see Platforms make inroads into lending niches such as leasing, property development lending, trade finance and specialist secured lending. Leverage has evolved at a rapid pace through 2015, and rated marketplace securitisations have become commonplace. While it took some time and effort to set up the first facilities, we now see banks and insurance companies competing for our business and we are optimistic that 2016 will see us further diversify our funding sources.

More than ever before, yield opportunities are sparse in financial markets. According to Bloomberg, a record \$7 trillion in government bonds are now trading at negative yields\*. In non-investment grade credit, prices have declined due to investor concerns and uncertainty over credit risk. The outlook for inflation remains benign and whilst unemployment has declined, meaningful rate increases in the short-term are unlikely. Despite the financial markets backdrop, the Company feels confident of its ability to deliver a stable dividend yield over the next 12 months.

Stuart Cruickshank  
Chairman  
21 April 2016

\* <http://www.bloomberg.com/news/articles/2016-02-09/world-s-negative-yielding-bond-pile-tops-7-trillion-chart>

## **INVESTMENT MANAGER'S REVIEW**

### **SUMMARY**

In 2015 the Company achieved the full deployment of the £250m raised in its first C share issue in January 2015, converted the C share capital into ordinary shares in July 2015, and entered into a number of debt facility agreements to enhance shareholder returns. As at 31 December 2015, the ordinary shares had a debt to equity ratio of 69% and had achieved total NAV return of 6.6% for the year. The Company raised capital in its second C share issue of £400m in July 2015 which was 67% deployed as of 31 December 2015. During the year, the number of Platform partnerships has increased to 16. The Company further broadened its funding options by signing a three-year multicurrency corporate debt facility with a consortium of global institutions in December 2015.

### **COMPANY PERFORMANCE**

NAV per share (Cum Income) at 31 December 2015 was 1013.27p for the ordinary shares and 998.65p for the C shares. The Investment Manager has continued the implementation of the Company's strategy and was able to diversify the assets of the Company by asset class and geography. The Investment Manager continues to pursue new opportunities for achieving robust risk-adjusted returns in the marketplace and direct lending spaces.

### **PORTFOLIO COMPOSITION**

As at 31 December 2015, the Company's exposures consisted of small and medium sized enterprises (SMEs), consumer and real estate loans, as well as equity investments in selected Platforms. Typical original loan terms are between 6 months and 5 years, shorter than the maximum terms envisaged in the prospectus. Gross rates of directly owned loans are between 3% and 36% as the Company targets a range of borrowers within the prime or near-prime segments.

The positions outside the 'Top Ten Investment Positions' are individual borrower loans and therefore a full portfolio listing is not provided. Allocation of the Company's resources is undertaken within the portfolio's limits set out in the Investment Policy on page 83 of the Annual Report.

#### LOAN INVESTMENTS

As of 31 December 2015, the Company had invested in fixed rate loans with current weighted average gross yield of 10.0% for the ordinary share and 11.5% for the C share. The portfolio has relatively low interest rate sensitivity compared to other credit investments in the market with a weighted average life of less than 1.8 years for the ordinary share and 1.9 years for the C share.

#### EQUITY INVESTMENT

The Company has a mandate to invest up to 10% of gross assets in the listed or unlisted securities issued by Platforms. As at 31 December 2015, the Company was invested in the unlisted equity of 16 Platforms representing 3.4% of ordinary share NAV and 1.0% of C share NAV. The Investment Manager intends to maintain the percentage of NAV exposed to equity of Platforms at 5% or less.

#### THE MARKET UPDATE

The second half of 2015 witnessed an increase in volatility with equity indices declining and risky credit spreads substantially widening. Geopolitical tensions, an economic slowdown in emerging markets, China's devaluation of its currency, a decline in commodity prices and uncertainties over US interest rates contributed to heightened volatility in the markets. The majority of global equity and fixed income indices posted negative returns for the year.

The last quarter of 2015 marked the first US Fed interest rate rise since the global financial crisis. The much anticipated decision coincided with an almost immediate reaction by the world's largest Platform (Lending Club) to increase its own borrowing rates for prime US consumers. This increase in borrowing rates by Lending Club is a first signal of marketplace lenders' willingness to align their pricing to base rates in order to compete with other fixed income opportunities. The evolution of Lending Club interest rates over time and per credit grade can be seen in the graph contained in the link given below.

The sell-off in equity markets driven by fears of a slowdown of the global economy, further reduction in oil prices and other factors may have impacted on the Company's share price. As a listed entity, the Company is subject to overall market movements in equities, and whilst the Company's NAV growth remains stable and within target, the premium to NAV that the share price had accumulated in 2015 has been fully eroded by the end of the year. A graph illustrating the movements in share price in 2015 can be seen in the link provided below.

In the credit markets, Q4 2015 was characterised by an overall widening of spreads for risky assets and high yield indices indicating investor concerns and uncertainties with respect to the stability of corporate credit. With the majority of the Company's exposure in consumer credit and small ticket SME lending, the Company's credit performance may better correlate to economic factors such as unemployment rates and wage growth rather than short term spread volatility in the credit markets.

Chart 3, provided in the link below, illustrates the current yields by various fixed income products by their respective durations (Duration measures the percentage price change of a security for a given change in yield. The higher the modified duration of a security, the higher its interest rate risk.) For example, EUR HY Corp (Bloomberg EUR High Yield Corporate Bond Index) was yielding just above 5% with a duration of around four years which means if the yield were to rise by 1%, the price would decline by about 4%.

Chart 4, provided in the link below, illustrates the yield ranges for 2015 for a number of bond indices. The line indicates the yield highest and lowest points for the year and the circle indicates the yield as of 31 December 2015 for the relevant bond index. The riskier end of the indices have widened during the year and are showing the highs for the year, which indicates price declines for these indices.

[http://www.rns-pdf.londonstockexchange.com/rns/9930V\\_1-2016-4-21.pdf](http://www.rns-pdf.londonstockexchange.com/rns/9930V_1-2016-4-21.pdf)

## OUTLOOK

From a fundamental point of view, the macro environment remains stable in the United Kingdom. 2015 was the most positive year for UK consumers since 1974 according to Gesellschaft für Konsumforschung (GfK) (GfK Consumer Confidence 2015). The monthly household sentiment index came in above zero in every month of the year. This positive sentiment reflects falling unemployment, increased availability of credit and greater real wage growth. These indicators are at the best levels seen for many years.

The margins on consumer loans have improved over time as write-off rates and bank funding costs reached new lows.

In the United States, consumer confidence has improved since the financial crisis of 2008, as Americans grow more optimistic about the current state of the economy and job market. The jobless rate held at 5% with 292,000 (US Labor Department) people being hired in December 2015, with the consistent reduction in unemployment witnessed since 2011, continuing in 2015.

Margins on consumer loans have been improving with charge-off and funding rates reaching their low points.

[http://www.rns-pdf.londonstockexchange.com/rns/9930V\\_2-2016-4-21.pdf](http://www.rns-pdf.londonstockexchange.com/rns/9930V_2-2016-4-21.pdf)

Judging by the headline margins, shown in Chart 8 in the link provided above, consumer loans remain as an attractive asset class both in the US and UK. As the Platforms gain more market share, they are likely to offer further opportunities to an alternative asset class via investing in well-diversified loan portfolios with low duration.

Stable labour markets, low interest rates (despite a first rise) in the US, lower oil prices and increasing consumer confidence are expected to have a positive impact on the performance of the Company's loan book. As part of the investment process, the Investment Manager continuously assesses each Platform's underwriting and servicing quality and monitors loan book performance closely. Moreover, the Investment Manager periodically updates the loan selection models as it gathers more information on the drivers of loan performance.

The Investment Manager is intending to continue adding Platform partners with unique origination channels and geographies, which is likely to offer further diversification to the existing portfolio and access to attractive asset classes.

In order to enhance shareholder returns, the Investment Manager has entered into funding agreements with a number of bank and non-bank lenders, including the corporate debt facility announced in December 2015 and will continuously pursue lower funding costs where possible.

With a sizable pipeline and access to loans originated by various Platforms, the Company is ideally positioned to continue building its loan portfolio and deliver target returns to its shareholders. The Company remains on target to meet its long-term annual target of 6% to 8% dividend yield.

## SUMMARY AND HIGHLIGHTS FOR THE YEAR

In the financial year ending 31 December 2015, the Company successfully placed 66,999,999 shares in three separate issues: an issue of 25,000,000 C shares at 1000p in January 2015, a Tap issue of 1,999,999 ordinary shares at 1075p in June 2015 and a further Issue of 40,000,000 C shares at 1000p in July 2015. The financial and business highlights of the Company for 2015 are as follows:

- *January 2015:* The Company issues 25,000,000 shares in a C share Issue
- *January 2015:* The Company enters into a £150,000,000 secured four year facility backed by UK consumer loans
- *February 2015:* 12.5p dividend per ordinary share announced for the period to 31 December 2014
- *May 2015:* The investment manager agreement between the Company and Marshall Wace LLP is novated to MW Eaglewood Europe LLP
- *May 2015:* 16.5p dividend per ordinary share announced for the period to 31 March 2015
- *June 2015:* The Company issues 1,999,999 ordinary shares via a Tap issue
- *June 2015:* 10.5p dividend per ordinary share and 8.5p dividend per C share announced for the period to 31 May 2015
- *July 2015:* The Company converts its C shares into ordinary at a ratio of 0.9902 ordinary shares for every C share
- *July 2015:* The Company issues 40,000,000 shares in a C share issue
- *September 2015:* Following approval of the Court, the Company cancels £832,647,915 of share premium, which accordingly was transferred to the distributable reserves
- *November 2015:* 18.5p dividend per ordinary share announced for the period to 30 September 2015
- *December 2015:* The Company enters into a £150,000,000 secured 3-year multicurrency corporate debt facility with a consortium of institutional lenders

#### INVESTMENT PORTFOLIO

The return for the year is in line with the Company's target return. As the gearing ratio reaches the target level, the Investment Manager expects further incremental uplift to the returns. The average NAV of the ordinary share class during the year was £338m with £20.69m of total dividends declared for the year. The Company delivered a 6.12% yield in dividends on the average NAV for the year.

At the end of 2015, the Company's ordinary share class had a leverage ratio of 69% whilst the C share class was still deploying the equity capital raised in July 2015. The Company anticipates deploying debt in Q1 2016, primarily from the corporate debt facility that it announced on 17 December 2015. Furthermore, the Company continues to pursue arrangements with debt providers in order to reduce the cost and increase the flexibility of its debt funding. The Investment Manager currently has a target gearing ratio between 90% and 110% (debt to equity) which it expects to achieve over the course of 2016.

With increasing availability of loans from Platforms the Company has existing relationships with, and the addition of new Platforms, the Company's monthly deployment has been increasing month on month, allowing the C share class to achieve 66.63% deployment at the end of 2015, five months after its launch.

.Portfolio Composition as at 31 December 2015 (Net Asset Value Basis\*) Ordinary Shares

US Consumer	60.45%
European Consumer	17.46%
European SME	9.18%
Cash and Money Market	6.05%
Equity	3.40%
US SME	1.74%
Australasia Consumer	1.71%

Portfolio Composition as at 31 December 2015 (Net Asset Value Basis\*) C Shares

US Consumer	40.06%
European Consumer	15.03%

European SME	2.24%
Cash and Money Market	33.56%
Equity	0.98%
US SME	0.99%
Australasia Consumer	2.29%
European Real Estate	5.05%

\*Each asset class percentage is calculated as: (Gross Assets invested in asset class – Debt attributed to or drawn against asset class)/Net Asset Value

#### INVESTMENT OBJECTIVE

The Company's investment objective is to provide Shareholders with an attractive level of dividend income and capital growth through exposure to investments in alternative finance and related instruments.

#### INVESTMENT POLICY

The Company's investment policy was amended pursuant to a resolution passed at a general meeting held on 15 June 2015 in order to provide increased flexibility for the investment and management of the Company's assets. The new investment policy as adopted at that meeting is as follows:

The Company invests in consumer loans, SME loans, corporate loans, and advances and loans against corporate trade receivables and other assets, which have been originated via Platforms. The Company may also invest in facilities, securities or other interests backed by a portfolio of any of the aforementioned loans, assets or receivables (all of the foregoing, "Credit Assets"). The Company will typically seek to invest in Credit Assets with targeted net annualised returns of 5 to 15 per cent.

The Company purchases Credit Assets directly (via Platforms) and also invests in Credit Assets indirectly via other investment funds (including those managed by the Investment Manager, the Sub-Manager or their affiliates) that it deems suitable with a view to enhancing Shareholder returns and providing diversification of the Company's assets. The Company will generally only seek to invest via other investment funds where these enable investments in Credit Assets from Platforms that the Company either cannot gain direct access to or could only gain direct access to on less favourable terms than an investment via another investment fund. The Company's investments in Credit Assets may be made through subsidiaries of the Company.

The Company may also invest (in aggregate) up to 10 per cent. of Gross Assets (at the time of investment) in the listed or unlisted securities issued by one or more Platforms. This restriction shall not apply to any consideration paid by the Company for the issue to it of any convertible securities by a Platform. however, it will apply to any consideration payable by the Company at the time of exercise of any such convertible securities or any warrants issued by a Platform.

The Company invests across various Platforms, asset classes, geographies (primarily US and Europe) and credit risk bands in order to ensure diversification and to seek to mitigate concentration risks. The following investment limits and restrictions apply to the Company, to ensure that the diversification of the Company's portfolio is maintained and that concentration risk is limited:

#### PLATFORM RESTRICTIONS

The Company will not invest more than 33 per cent. of Gross Assets via any single Platform. This limit may be increased to 66 per cent. of Gross Assets via any single Platform, provided that where this limit is so increased in respect of any Platform the Company does not invest an amount which is greater than 25 per cent. (by value) of the total loan origination of the preceding calendar year through such Platform.

#### ASSET CLASS AND GEOGRAPHICAL RESTRICTIONS

No single loan acquired by the Company will have an Expected Average Life of greater than 5 years. No single trade receivable asset acquired by the Company will be for a term longer than 180 days.

The Company will not invest more than 20 per cent. of Gross Assets, at the time of investment, via any single investment fund investing in Credit Assets. The Company will not invest, in aggregate, more than 60 per cent. of Gross Assets, at the time of investment, in other investment funds that invest in Credit Assets.

The Company will not invest more than 10 per cent. of its Gross Assets, at the time of investment, in other listed closed-ended investment funds, whether managed by the Investment Manager or not, except that this restriction shall not apply to investments in listed closed-ended investment funds which themselves have stated investment policies to invest no more than 15 per cent. of their gross assets in other listed closed-ended investment funds.

The following apply, in each case at the time of investment by the Company, to both Credit Assets acquired by the Company directly and on a look-through basis to any Credit Assets held by another investment fund in which the Company invests (proportionate to the percentage interest the Company has in such investment fund). It is intended that:

No single consumer loan shall exceed 0.25 per cent. of Gross Assets.

No single SME loan shall exceed 5.0 per cent. of Gross Assets.

No single advance or loan against a trade receivable asset shall exceed 5.0 per cent. of Gross Assets.

No single corporate loan shall exceed 5 per cent. of Gross Assets.

No single facility, security or other interest backed by a portfolio of loans, assets or receivables (excluding any borrowing ring-fenced within any SPV which would be without recourse to the Company) shall exceed 20 per cent. of Gross Assets.

For illustrative purposes only, if the Company acquires a 10 per cent. interest in another investment fund which invests in Credit Assets, at the time of investment in that other investment fund, no single consumer loan held by that investment fund may exceed 2.5 per cent. of Gross Assets.

The following restrictions apply to both Credit Assets acquired by the Company directly and on a lookthrough basis to any Credit Assets held by another investment fund in which the Company invests (proportionate to the percentage interest the Company has in such investment fund):

At least 10 per cent. of Gross Assets will be maintained in consumer Credit Assets, not more than 50 per cent. of Gross Assets will be maintained in SME Credit Assets and not more than 50 per cent. of Gross Assets will be maintained in trade receivable assets.

The Company will maintain at least 10 per cent. of Gross Assets in Credit Assets in Europe and at least 10 per cent. of Gross Assets in Credit Assets in the United States.

#### OTHER RESTRICTIONS

The Company may invest in cash, cash equivalents and fixed income instruments for cash management purposes and with a view to enhancing returns to Shareholders or mitigating credit exposure. However, the Company will only invest in fixed income instruments of investment grade. The Company will not invest in Collateralised Debt Obligations ("CDOs").

#### BORROWING POLICY

Borrowings may be employed at the level of the Company and at the level of any investee entity (including, without limitation, any other investment fund in which the Company invests or any special purpose vehicle ("SPV") that may be established by the Company in connection with obtaining leverage against any of its assets or any issuer vehicle of facilities, securities or other interests backed by a portfolio of Credit Assets).

The aggregate leverage of the Company and any investee entity (on a look-through basis, proportionate to the percentage interest the Company retains in the most junior tranche of such investee entity) shall not exceed 1.5 times Net Asset Value.

The Company may seek to securitise portfolios of Credit Assets and may establish one or more SPVs in connection with any such securitisation.

The Company may also use SPVs in connection with obtaining leverage against Credit Assets to seek to protect the levered portfolio from group level bankruptcy or financing risks. The Company may also, in connection with seeking such leverage or securitising its loans, seek to assign existing assets to one or more SPVs and/or seek to acquire loans using an SPV. The Company will ensure that any SPV used by it to acquire or receive (by way of assignment or otherwise) any loans to UK consumers shall first obtain any required authorisation from the FCA for consumer credit business.

No material change will be made to the investment policy without the approval of Shareholders by ordinary resolution.

## **STRATEGY & BUSINESS MODEL**

### **FIRST MOVER ADVANTAGE**

The emergence of marketplace lending, originally funded by retail capital, is rapidly attracting the interest of professionally managed capital seeking to gain exposure to attractive returns with lower correlation to traditional asset classes. The Company and the Investment Manager pioneered a number of developments within the marketplace lending industry that allowed them to capture a first mover advantage and position themselves well for the growth of the industry. Firstly, by introducing permanent, listed capital, the Company allows investors to gain instant, direct exposure to marketplace lending whilst maintaining the liquidity advantages of holding shares in a listed entity. Secondly, the Company was one of the first to pioneer a global strategy in marketplace lending spread across a number of asset classes, allowing for further diversification compared to strategies focused on single asset classes and single geographies. The Company will look to continue to stay at the forefront of the fast-growing industry with an aim to capture new Platform opportunities, where superior returns can be attained.

### **FOCUS ON CREDIT**

Despite the market enthusiasm for the process of marketplace lending itself, and the ability of such marketplace or balance sheet operators to offer risk-based priced loans to borrowers in a quick and efficient manner, the Investment Manager remains focused on the underlying creditworthiness of the borrowers. The Investment Manager is of the belief that, irrespective of origination source or the convenience of the product to the borrower, credit performance will vary depending on the quality of verification, underwriting, servicing, and the ability to construct diversified portfolios of selective loans. Due diligence on the credit process and overall business of the Platform operators is of primary importance to the Investment Manager and its global team of credit professionals.

### **GLOBAL OPPORTUNITIES**

To date, successful marketplace originators have based their growth and credit performance on a number of characteristics in the markets where they operate including:

- high quality credit data to enable accurate assessment of creditworthiness and pricing;
- focus on geographies where oligopolistic credit markets allow traditional lenders to enforce large spreads between deposit rates and borrowing rates; and
- a focus on types of lending where the overhead cost of traditional lenders bears the biggest weight on gross margin and makes lending unprofitable, unless conducted at high interest rates.

By acknowledging these characteristics, which enable disruptive marketplace lenders to offer borrowers a high quality product and their lenders an attractive return for the level of risk they are taking, the Company is seeking opportunities to meet these criteria, in order to extract additional value for shareholders. As marketplace lending becomes more mainstream in certain geographies and asset classes, the Company will look to position itself to take advantage of the next wave of Platforms that repeat these characteristics, in new asset classes and new geographies.

### **PRINCIPAL RISKS**

Risk is inherent in the Company's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The Company currently invests via a significant number of Platforms across asset classes and geographies. The investment may take the form of individual loan purchases in a Platform's standard marketplace product; in other cases it is purchasing specific pools with bespoke criteria. The Investment Manager closely monitors performance of the Platforms and operational delivery and is making use of data delivered by the Platforms and its own proprietary systems. The Company's performance may be adversely impacted by a deterioration in the macroeconomic environment.

The Platforms the Company invests through remain subject to operational and regulatory risks, however no Platform that the Company has purchased loans through has suffered failure or materially adverse developments. The P2P and marketplace lending universe is in the early stages of high growth and therefore has to make concerted efforts to maintain high standards and conform to all applicable laws and regulation.

The key risks faced by the Company are set out below. The Board has in place a robust process to assess and monitor the principal risks of the Company. A core element of this is the Company's risk register, which identifies the risks facing the Company and assesses the likelihood and potential impact of each risk, and the quality of the controls operating to mitigate the risk.

The register, its method of preparation and the operation of the key controls in the Investment Manager's systems of internal control are reviewed, and reported to the Board, on a regular basis by the Audit and Valuation Committee. In order to gain a more comprehensive understanding of the Investment Manager's risk management processes and how these apply to the Company's business, the Audit and Valuation Committee periodically receives on-site presentations from the Investment Manager.

Some of the key risks potentially facing the Company are:

A. Investment Strategy – An inappropriate investment strategy, for example asset allocation or the level of gearing, may lead to underperformance resulting in the Company's shares trading on a narrower premium or a wider discount.

Mitigant – The Board manages these risks by diversification of investments through its investment restrictions and guidelines, which are monitored and reported on by the Investment Manager. The Investment Manager provides the Directors with timely and accurate management information, including performance data and attribution analyses, revenue estimates, liquidity reports and shareholder analyses. The Portfolio Manager also presents to the Board on a regular basis. The Portfolio Manager also employs the Company's gearing strategically, within a range set by the Board.

B. Income – Insufficient income generation leading to a cut in the dividend.

Mitigant – The Board regularly reviews the Company's income statement and receives forecasts prepared by the Investment Manager on future dividends of investments in the portfolio. The Investment Manager continuously monitors the Company's level of income.

C. Financial – The financial risks faced by the Company include credit risk, market price risk, interest rate risk, foreign currency risk and liquidity risk. Credit risk is the primary financial risk of the Company. Credit risk is the risk that borrowers do not fully repay the loans made by the Company or do so with significant delays, causing principal losses and write-offs. Further details on financial risks are disclosed in note 6 of the Financial Statements.

Mitigant – The Directors are ultimately responsible for identifying and controlling risks. Day to day management has been delegated to MW Eaglewood Europe LLP as Investment Manager and AFM to the Group. The Investment Manager and its partner Platforms strive to employ best-in-class credit underwriting processes, and engage in continuous monitoring of actual performance. The Investment Manager monitors that debt collection responsibilities are carried out in accordance with arrangements

that are in place between the Investment Manager and partner Platforms. The Investment Manager may also actively pursue a sale of bad debts and/or charged off loans to third party buyers to the extent that it believes that such sale price exceeds the net present value of expected future recoveries.

D. Accounting, Legal and Regulatory - In order to qualify as an investment trust, the Company must comply with Section 1158 of the Corporation Tax Act 2010 ('Section 1158'). The Company has been approved by HM Revenue & Customs and an investment trust. Were the Company to breach Section 1158, it would lose its investment trust status and, as a consequence, gains within the Company's portfolio could be subject to Capital Gains Tax. The Section 1158 qualification criteria are continually monitored by the Investment Manager and the results reported to the Board. The Company must also comply with the provisions of the Companies Act 2006 and, since its shares are listed on the London Stock Exchange, the UKLA Listing Rules and the Disclosure & Transparency Rules ('DTRs'). A breach of the Companies Act could result in the Company and/or the Directors being fined or the subject of criminal proceedings. Breach of the UKLA Listing Rules or DTRs could result in the Company's shares being suspended from listing which in turn would breach Section 1158. The Board relies on the services of its Company Secretary, the Investment Manager and its professional advisers to ensure compliance with the Companies Act, the UKLA Listing Rules, DTRs and the Alternative Investment Fund Managers Directive.

## **VIABILITY STATEMENT**

In accordance with provision C.2.2 of the UK Corporate Governance Code, published by the Financial Reporting Council in September 2014 (the "Code"), the Directors have assessed the prospects of the Company over the five year period to the Annual General Meeting ("AGM") in 2021. The Directors believe this period to be appropriate as they will be required by the Articles of Association to put a proposal for the continuation of the Company at that meeting and therefore cannot presume that it will continue as an investment trust thereafter.

In their assessment of the viability of the Company, the Directors have considered each of the Company's principal risks and uncertainties detailed above. The Directors have also considered the Company's revenue and expenditure projections, working capital requirements and the fact that the Company's investments do not comprise readily realisable securities which can be sold to meet funding requirements if necessary.

Based on the Company's current position, the principal risks that it faces and their potential impact on its future development and prospects, the Directors have concluded that there is a reasonable expectation that the Company will be able to continue in operation and meet its liabilities as they fall due over the five year period to the AGM in 2021.

## **ENVIRONMENTAL, HUMAN RIGHTS, EMPLOYEE, SOCIAL AND COMMUNITY ISSUES**

The Company is required, by company law, to provide details of the environmental matters (including the impact of the Company's business on the environment), employee, human rights, social and community issues; including information about any policies it has in relation to these matters and the effectiveness of those policies. The Company does not have any employees nor, as an investment trust, does it have any direct impact on the community or environment and as a result does not maintain specific policies in relation to these matters. In carrying out its investment activities and in relationships with suppliers, the Company aims to conduct itself responsibly, ethically and fairly.

## **GENDER DIVERSITY**

The Board of Directors of the Company comprises three male Directors. Further information in relation to the Board's policy on diversity can be found on page 24 of the Annual Report.

On behalf of the Board  
Stuart Cruickshank

Chairman  
21 April 2016

## **BOARD OF DIRECTORS**

Stuart Cruickshank  
Simon King  
Michael Cassidy

## **GOING CONCERN**

Having assessed the principal risks and the other matters discussed in connection with the viability statement, the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the financial statements.

The full Annual Report contains the following statements regarding responsibility for the financial statements.

## **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors are responsible for preparing the Annual Report, the Directors' Remuneration Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group and Parent Company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 the Parent 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;
- state whether applicable IFRSs as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the 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 and the Directors' Remuneration Report comply with the Companies Act 2006 and, as regards the Group financial statements, Article 4 of the IAS Regulation. 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.

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

The Directors consider that the Annual Report and Financial Statements, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess a company's performance, business model and strategy.

Each of the Directors, confirm that, to the best of their knowledge:

- the Group financial statements, which have been prepared in accordance with IFRSs as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit of the Group; and
- the Annual Report includes a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces.

For and on behalf of P2P Global Investments plc  
 Stuart Cruickshank  
 Chairman  
 21 April 2016

### **NON-STATUTORY ACCOUNTS**

The financial information set out below does not constitute the Company's statutory accounts for the year ended 31 December 2015 but is derived from those accounts. Statutory accounts for the year ended 31 December 2015 will be delivered to the Registrar of Companies in due course. The Auditors have reported on those accounts; their report was (i) unqualified, (ii) did not include a reference to any matters to which the Auditors drew attention by way of emphasis without qualifying their report and (iii) did not contain a statement under Section 498 (2) or (3) of the Companies Act 2006. The text of the Auditors' report can be found in the Company's full Annual Report and Accounts on the Company's website at [www.p2pgi.com](http://www.p2pgi.com)

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### **CONSOLIDATED STATEMENT OF FINANCIAL POSITION** **As at 31 December 2015**

	Notes	31 December 2015 £	31 December 2014 £
<b>Non current assets</b>			
Investment assets designated as held at fair value through profit or loss	3	587,047,140	122,491,753
Loans at amortised cost	3	311,114,121	61,314,163
		<b>898,161,261</b>	<b>183,805,916</b>
<b>Current assets</b>			
Derivative financial instruments	3	897,005	24,832
Cash and cash equivalents	7	45,639,509	16,166,498
Cash pledged as collateral	7	25,640,000	1,030,000
Other current assets and prepaid expenses		2,403,839	337,806
		<b>74,580,353</b>	<b>17,559,136</b>
<b>Total assets</b>		<b>972,741,614</b>	<b>201,365,052</b>
<b>Current liabilities</b>			
Derivative financial instruments	3	11,470,531	530,114
Investment management fees payable	9	212,736	108,365

Performance fees payable	9	342,256	–
Accrued expenses and other liabilities		2,503,220	375,428
		<b>14,528,743</b>	<b>1,013,907</b>
<b>Total assets less current liabilities</b>		<b>958,212,871</b>	<b>200,351,145</b>
Borrowings	10	85,000,000	–
<b>Total net assets</b>		<b>873,212,871</b>	<b>200,351,145</b>
<b>Equity attributable to Shareholders of the Parent Company</b>			
Called-up share capital	13	4,467,549	200,000
Share premium account		24,187,399	196,889,944
Capital reserves		1,479,199	617,765
Revenue reserve		10,430,809	2,643,436
Special distributable reserve	13	832,647,915	–
<b>Total equity</b>		<b>873,212,871</b>	<b>200,351,145</b>
<b>Net Asset Value per ordinary share</b>	12	<b>1,013.27p</b>	<b>1,001.76p</b>
<b>Net Asset Value per C share</b>	12	<b>998.65p</b>	<b>–</b>

Stuart Cruickshank

Chairman  
21 April 2016

*See notes to the consolidated financial statements*

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## **PARENT COMPANY STATEMENT OF FINANCIAL POSITION**

### **As at 31 December 2015**

	<b>Notes</b>	<b>31 December 2015 £</b>	<b>31 December 2014 £</b>
<b>Non current assets</b>			
Investment assets designated as held at fair value through profit or loss	3	587,047,139	122,491,753
Investment in debt securities at amortised cost	3	28,336,581	–
Loans at amortised cost	3	202,334,542	61,314,163
Investment in subsidiary		1	–
		<b>817,718,263</b>	<b>183,805,916</b>
<b>Current assets</b>			

Derivative financial instruments	3	537,880	24,832
Cash and cash equivalents	7	41,979,609	16,166,498
Cash pledged as collateral	7	25,640,000	1,030,000
Other current assets and prepaid expenses		1,851,830	337,806
		<b>70,009,319</b>	<b>17,559,136</b>
<b>Total assets</b>		<b>887,727,582</b>	<b>201,365,052</b>
<b>Current liabilities</b>			
Derivative financial instruments	3	11,470,531	530,114
Investment management fees payable	9	212,736	108,365
Performance fees payable	9	342,256	–
Accrued expenses and other liabilities		2,489,188	375,428
		<b>14,514,711</b>	<b>1,013,907</b>
<b>Total assets less current liabilities</b>		<b>873,212,871</b>	<b>200,351,145</b>
<b>Total net assets</b>		<b>873,212,871</b>	<b>200,351,145</b>
<b>Equity attributable to Shareholders of the Company</b>			
Called-up share capital	13	4,467,549	200,000
Share premium account		24,187,399	196,889,944
Capital reserves		1,479,199	617,765
Revenue reserve		10,430,809	2,643,436
Special distributable reserve	13	832,647,915	–
<b>Total equity</b>		<b>873,212,871</b>	<b>200,351,145</b>
<b>Net Asset Value per ordinary share</b>	12	<b>1,013.27p</b>	<b>1,001.76p</b>
<b>Net Asset Value per C share</b>	12	<b>998.65p</b>	<b>–</b>

Signed on behalf of the Board of Directors by:

Stuart Cruickshank  
Chairman  
21 April 2016

*See notes to the consolidated financial statements*

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**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**  
**For the year ended 31 December 2015**

	Notes	Revenue £	Capital £	Total £
Net gains on investments	5	–	1,491,938	1,491,938
Foreign exchange loss		–	(12,003)	(12,003)
Income	5	<u>38,369,003</u>	<u>–</u>	<u>38,369,003</u>
<b>Total return</b>		<b><u>38,369,003</u></b>	<b><u>1,479,935</u></b>	<b><u>39,848,938</u></b>
<b>Expenses</b>				
Investment management fee	9	2,146,419	19,278	2,165,697
Performance fee	9	342,256	–	342,256
Administration fee	9	299,928	–	299,928
Impairment of loans		5,850,609	–	5,850,609
Other expenses		<u>2,586,715</u>	<u>–</u>	<u>2,586,715</u>
<b>Total operating expenses</b>		<b><u>11,225,927</u></b>	<b><u>19,278</u></b>	<b><u>11,245,205</u></b>
<b>Net profit on ordinary activities before finance costs and taxation</b>				
		27,143,076	1,460,657	28,603,733
Finance costs		<u>1,070,266</u>	<u>–</u>	<u>1,070,266</u>
<b>Net profit on ordinary activities before taxation</b>				
		<u>26,072,810</u>	<u>1,460,657</u>	<u>27,533,467</u>
Taxation on ordinary activities	11	–	–	–
<b>Net profit on ordinary activities after taxation</b>				
		<u>26,072,810</u>	<u>1,460,657</u>	<u>27,533,467</u>
<b>Profit per Ordinary Share (basic and diluted)</b>				
		<u>47.62p</u>	<u>2.85p</u>	<u>50.47p</u>
<b>Profit per Ordinary Share C (basic and diluted)</b>				
		<u>9.49p</u>	<u>0.07p</u>	<u>9.56p</u>

*The total column of this statement represents the Group's Consolidated Statement of Comprehensive Income, prepared in accordance with International Financial Reporting Standards ("IFRS"). The supplementary revenue and capital columns are both prepared under guidance published by the Association of Investment Companies ("AIC"). All items in the above Statement derive from continuing operations. There is no other comprehensive income.*

*See notes to the consolidated financial statements*

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**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (Continued)**  
**For the period from 6 December 2013 (date of incorporation) to 31 December 2014**

	Notes	Revenue £	Capital £	Total £
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Net gains on investments	5	–	614,388	614,388
Foreign exchange gain		–	6,190	6,190
Income	5	5,313,043	–	5,313,043
<b>Total return</b>		<b>5,313,043</b>	<b>620,578</b>	<b>5,933,621</b>
<b>Expenses</b>				
Investment management fee	9	347,042	2,813	349,855
Administration fee	9	57,948	–	57,948
Impairment of loans		382,474	–	382,474
Other expenses		682,143	–	682,143
<b>Total operating expenses</b>		<b>1,469,607</b>	<b>2,813</b>	<b>1,472,420</b>
<b>Net profit on ordinary activities before taxation</b>		3,843,436	617,765	4,461,201
<b>Taxation on ordinary activities</b>	11	–	–	–
<b>Net profit on ordinary activities after taxation</b>		3,843,436	617,765	4,461,201
<b>Profit per Ordinary Share (basic and diluted)</b>		19.22p	3.09p	22.31p

*The total column of this statement represents the Group's Consolidated Statement of Comprehensive Income, prepared in accordance with International Financial Reporting Standards ("IFRS"). The supplementary revenue and capital columns are both prepared under guidance published by the Association of Investment Companies ("AIC"). All items in the above Statement derive from continuing operations. There is no other comprehensive income.*

*See notes to the consolidated financial statements*

## **CONSOLIDATED AND PARENT COMPANY STATEMENT OF CHANGES IN SHAREHOLDERS' FUNDS**

**For the year ended 31 December 2015**

	Called up share capital £	Share premium £	Capital reserve £	Revenue reserve £	Special distributable reserve £	Total £
<b>Net assets attributable to Shareholders at the beginning of the year</b>	200,000	196,889,944	617,765	2,643,436	–	200,351,145
Reclassification of prior year capital to revenue	–	–	(599,223)	599,223	–	–
Amounts receivable on issue of ordinary shares	20,000	21,479,989	–	–	–	21,499,989

Amounts receivable on issue of C shares	6,500,000	643,500,000	–	–	–	650,000,000
Conversion of C shares to ordinary Shares	247,549	247,210,422	–	–	–	247,457,971
Cancellation of C shares converted to ordinary shares	(2,500,000)	(244,957,971)	–	–	–	(247,457,971)
Share issue costs	–	(7,287,070)	–	–	–	(7,287,070)
Transfer of share premium to special distributable reserve	–	(832,647,915)	–	–	832,647,915	–
Profit on ordinary activities after taxation	–	–	1,460,657	26,072,810	–	27,533,467
Dividends declared and paid	–	–	–	(18,884,660)	–	(18,884,660)
<b>Net assets attributable to Shareholders at 31 December 2015</b>	<b><u>4,467,549</u></b>	<b><u>24,187,399</u></b>	<b><u>1,479,199</u></b>	<b><u>10,430,809</u></b>	<b><u>832,647,915</u></b>	<b><u>873,212,871</u></b>

*See notes to the consolidated financial statements*

**CONSOLIDATED AND PARENT COMPANY STATEMENT OF CHANGES IN SHAREHOLDERS' FUNDS**  
**For the period from 6 December 2013 (date of incorporation) to 31 December 2014**

	Called up share capital £	Share premium £	Capital reserve £	Revenue reserve £	Total £
<b>Net assets attributable to Shareholders at the beginning of the year</b>	–	–	–	–	–
Amounts receivable on issue of management shares	50,000	–	–	–	50,000
Management shares redeemed	(50,000)	–	–	–	(50,000)
Amounts receivable on issue of ordinary shares	200,000	199,800,000	–	–	200,000,000
Share issue costs	–	(2,910,056)	–	–	(2,910,056)
Profit on ordinary activities after taxation	–	–	617,765	3,843,436	4,461,201
Dividends declared and paid	–	–	–	(1,200,000)	(1,200,000)

Net assets attributable to  
Shareholders at 31 December  
2014

200,000    196,889,944    617,765    2,643,436    200,351,145

*See notes to the consolidated financial statements*

**CONSOLIDATED CASH FLOW STATEMENT**  
**For the year ended 31 December 2015**

	<b>31 December 2015</b>	<b>31 December 2014*</b>
	<b>£</b>	<b>£</b>
<b>Cash flows from operating activities:</b>		
Net return on ordinary activities after taxation	27,533,467	4,461,201
<b>Adjustments to reconcile net return on ordinary activities after taxation to net cash outflow from operating activities:</b>		
Unrealised depreciation/(appreciation) on investment assets	12,778,208	(1,482,123)
Realised gain on investment assets	(3,837,587)	–
Increase in accrued income	(37,080,908)	(7,615,735)
Increase in cash pledged as collateral	(24,610,000)	(1,030,000)
Increase in other assets and prepaid expenses	(2,066,033)	(337,806)
Increase in trade and other payables	2,574,419	483,793
Impairment of loans	5,850,609	384,654
	<u><b>(18,857,825)</b></u>	<u><b>(5,136,016)</b></u>
<b>Capital expenditure and financial investments</b>		
Purchase of investments	(436,893,640)	(253,388,613)
Sale of investments	45,046,784	140,500,000
Net purchases and sales of money market funds	(34,500,000)	–
Purchase of loans	(255,650,567)	(61,698,817)
<b>Net cash outflow from capital expenditure and financial investments</b>	<u><b>(681,997,423)</b></u>	<u><b>(174,587,430)</b></u>
<b>Net cash outflow from operating activities</b>	<u><b>(700,855,248)</b></u>	<u><b>(179,723,446)</b></u>
<b>Cash flows from financing activities:</b>		
Proceeds from subscription of ordinary shares	21,499,989	200,000,000
Proceeds from subscription of C shares	650,000,000	–
Proceeds from debt issued	85,000,000	–
Proceeds from issue of management shares	–	50,000
Share issue costs	(7,287,070)	(2,910,056)
Redemption of management shares	–	(50,000)
Dividends declared and paid	(18,884,660)	(1,200,000)
<b>Net cash provided by financing activities</b>	<u><b>730,328,259</b></u>	<u><b>195,889,944</b></u>

Net change in cash and cash equivalents	29,473,011	16,166,498
Cash and cash equivalents at the beginning of the year/period	16,166,498	–
<b>Net cash and cash equivalents</b>	<b>45,639,509</b>	<b>16,166,498</b>

\*For the period from 6 December 2013 (date of incorporation) to 31 December 2014.

*See notes to the consolidated financial statements*

## PARENT COMPANY CASH FLOW STATEMENT

### For the year ended 31 December 2015

	31 December 2015 £	31 December 2014* £
<b>Cash flows from operating activities:</b>		
Net return on ordinary activities after taxation	27,533,467	4,461,201
<b>Adjustments to reconcile net return on ordinary activities after taxation to net cash outflow from operating activities:</b>		
Unrealised depreciation/(appreciation) on investment assets	12,647,333	(1,482,123)
Realised gain on investment assets	(3,837,587)	–
Increase in accrued income	(37,080,908)	(7,615,735)
Increase in cash pledged as collateral	(24,610,000)	(1,030,000)
Increase in other assets and prepaid expenses	(1,514,024)	(337,806)
Increase in trade and other payables	2,560,387	483,793
Impairment of loans	4,871,501	384,654
	<b>(19,429,831)</b>	<b>(5,136,016)</b>
<b>Capital expenditure and financial investments</b>		
Purchase of investments	(464,740,221)	(253,388,613)
Sale of investments	45,046,784	140,500,000
Net purchases and sales of money market funds	(34,500,000)	–
Purchase of loans	(145,891,880)	(61,698,817)
<b>Net cash outflow from capital expenditure and financial investments</b>	<b>(600,085,317)</b>	<b>(174,587,430)</b>
<b>Net cash outflow from operating activities</b>	<b>(619,515,148)</b>	<b>(179,723,446)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from subscription of ordinary shares	21,499,989	200,000,000
Proceeds from subscription of C shares	650,000,000	–
Proceeds from issue of management shares	–	50,000
Share issue costs	(7,287,070)	(2,910,056)
Redemption of management shares	–	(50,000)
Dividends declared and paid	(18,884,660)	(1,200,000)
<b>Net cash provided by financing activities</b>	<b>645,328,259</b>	<b>195,889,944</b>

Net change in cash and cash equivalents	25,813,111	16,166,498
Cash and cash equivalents at the beginning of the year/period	16,166,498	–
<b>Net cash and cash equivalents</b>	<b>41,979,609</b>	<b>16,166,498</b>

\*For the period from 6 December 2013 (date of incorporation) to 31 December 2014.

*See notes to the consolidated financial statements*

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## **NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS**

### **For the year ended 31 December 2015**

#### **1. GENERAL INFORMATION**

P2P Global Investments plc (the “Company”) is a closed- ended investment company incorporated in England and Wales on 6 December 2013 with registered number 8805459. The Company commenced operations on 30 May 2014.

The investment objective of the Company is to provide shareholders with an attractive level of dividend income and capital growth through exposure to investments in alternative finance and related instruments.

The Company’s investment manager is MW Eaglewood Europe LLP (the “Investment Manager”). The Investment Manager replaced Marshall Wace LLP as investment manager pursuant to a deed of novation on 1 May 2015. MW Eaglewood Americas LLC, an affiliate of the Investment Manager and an SEC registered investment adviser, has been appointed as sub investment manager (the “Sub-Manager”) to the Company. The Investment Manager has, pursuant to the Sub-Management Agreement, delegated certain of its responsibilities and functions, including its discretionary management of the Company’s portfolio of credit assets, to the Sub-Manager.

MW Eaglewood Europe LLP is authorised as an Alternative Investment Fund Manager (“AIFM”) under the Alternative Investment Fund Managers Directive (“AIFMD”) from 27 April 2015, replacing Marshall Wace LLP from 1 May 2015, who had acted as AIFM from 30 April 2014. The Company is defined as an Alternative Investment Fund and is subject to the relevant articles of the AIFMD.

The Company invests, directly and indirectly, in consumer loans, small and medium sized enterprises (“SME”) loans, advances against corporate trade receivables and/or purchases of corporate trade receivables (“Credit Assets”) which have been originated via Platforms. The Company will typically seek to invest in Credit Assets with targeted net annualised returns of 5 to 15 per cent. The Company will seek to purchase Credit Assets directly (via Platforms) and will also invest in such assets indirectly via funds, partnerships or special purpose vehicles (including those managed by the Investment Manager, the Sub-Manager or their affiliates) that it deems suitable with a view to enhancing Shareholder returns and providing diversification of the Company’s assets.

As at 31 December 2015 the Company held equity in the form of 46,754,919 ordinary shares (2014: 20,000,000) and 40,000,000 C shares (2014: None). These shares are listed on the Premium listing segment of the Official List of the UK Listing Authority and trade on the London Stock Exchange’s main market for listed securities.

Citco Fund Services (Ireland) Limited has been appointed as the administrator of the Company. The Administrator is responsible for the Company's general administrative functions, such as the calculation and publication of the Net Asset Value ("NAV") and maintenance of the Company's accounting records.

## **2. SIGNIFICANT ACCOUNTING POLICIES**

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

The consolidated financial statements for the Company are prepared in accordance with International Financial Reporting Standards ("IFRS"). They comprise standards and interpretations approved by the International Accounting Standards Board and International Financial Reporting Committee, interpretations issued by the International Accounting Standard Committee that remain in effect, to the extent they have been adopted by the European Union. The consolidated financial statements are also in compliance with relevant provisions of the Companies Act 2006 as applicable to companies reporting under IFRS.

As disclosed in note 15 'Related Party Transactions', the Company invests in a special purpose vehicle, Eaglewood SPV I LP (the "SPV") and at 31 December is the sole Limited Partner in that SPV. The principal activity of Eaglewood SPV I LP is to invest in alternative finance investments and related instruments, including marketplace loans, with a view to achieving the Company's investment objective. The Company's position with regards to the SPV is that of an investor where its maximum loss is restricted to its investment in the vehicle and in return for this receives a quarterly income distribution. The financial statements of the Company do not consolidate Eaglewood SPV1 LP as the Company does not exercise control over its activities, which are vested in the General Partner who, subject to its powers to delegate such functions, shall have and may exercise on behalf of the SPV, all powers and right necessary, proper, convenient or advisable to effectuate and carry out the purposes, business and objectives of the SPV.

Advantage has been taken of the exemption under section 408 of the Companies Act 2006 and accordingly the Group has not presented a Statement of Comprehensive Income for the Company alone. The net return on ordinary activities after taxation of the Company for the year ended 31 December 2015 was £27,533,467 (2014: £4,462,201).

The consolidated financial statements have been prepared on a going concern basis under the historical cost convention, as modified by the valuation of investments and derivative financial instruments at fair value. The Directors consider that the Group has adequate financial resources to enable it to continue operations for a period of no less than 12 months from the reporting date. Accordingly, the Directors believe that it is appropriate to continue to adopt the going concern basis in preparing the Group's consolidated financial statements.

Where presentational guidance set out in the Statement of Recommended Practice ("SORP") for investment trusts issued by the Association of Investment Companies ("AIC") in January 2009 is consistent with the requirements of IFRS, the Directors have sought to prepare the consolidated financial statements on a basis compliant with the recommendations of the SORP.

The Group's presentational and functional currency is Pounds Sterling (£). Pounds Sterling reflects the currency in which funds from financing activities are generated.

Subsidiaries are investees controlled by the Company. The Company controls an investee if it is exposed to, or has the rights to, variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. The Company reassesses whether it has control if there are changes to one or more elements of control.

The Company controls P2PCL1 PLC (the "Subsidiary") (together "the Group"), a limited liability company incorporated in England and Wales, through its ownership of one class A Share in the Subsidiary which confers control of the voting rights in that entity. Intra-group balances and transactions, and any unrealised income and expenses (except for currency transaction gains or losses) arising from intra-group transactions, are eliminated in preparing the consolidated financial statements. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment. Subsidiaries are valued at fair value which is deemed to be net asset value.

**(b) Presentation of Statement of Comprehensive Income**

In order to better reflect the activities of an investment trust company and in accordance with the guidance set out by the AIC, supplementary information which analyses the Consolidated Statement of Comprehensive Income between items of revenue and capital nature has been presented alongside the Consolidated Statement of Comprehensive Income. Net revenue is the measure the Directors believe appropriate in assessing the Group's compliance with certain requirements set out in section 1158 of the Corporation Taxes Act 2010.

In respect of the analysis between revenue and capital items presented within the Consolidated Statement of Comprehensive Income, all expenses and finance costs, which are accounted for on an accruals basis, have been presented as revenue items except those items listed below:

- Expenses are allocated to capital where a direct connection with the maintenance or enhancement of the value of the investments can be demonstrated. Investment management fees and finance costs are allocated to capital in accordance with accounting policy 2(d); and
- Expenses which are incidental to the disposal of an investment are deducted from the disposal proceeds of the investment.

The following are presented as capital items:

- gains and losses on the realisation of investments;
- increases and decreases in the valuation of investments held at the year-end;
- realised and unrealised gains and losses on transactions undertaken to hedge an exposure of a capital nature;
- realised and unrealised exchange differences of a capital nature; and
- expenses, together with the related taxation effect, allocated to capital in accordance with the above policies.

**(c) Income**

For financial instruments measured at amortised cost the effective interest rate (EIR) method is used to measure the carrying value of a financial asset or liability and to allocate associated interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the

financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial asset or financial liability.

In calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument (for example, early redemption penalty charges) but does not consider future credit losses. The calculation includes all fees received and paid and costs borne that are an integral part of the effective interest rate and all other premiums or discounts above or below market rates.

Once a financial asset or a group of similar financial assets becomes impaired, interest income is recognised using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss and is recognised over the period to which the expected cash flows relate.

Dividend income from investments is taken to the revenue column of the Statement of Comprehensive Income on an ex-dividend basis.

Bank interest and other income receivable are accounted for on an accruals basis.

The increase in the Group's share of the distributable profit in SPV vehicles is treated as revenue return provided that the underlying assets of the SPV comprises solely of income generating loans, or investments in lending Platforms which themselves generate net interest income.

**(d) Expenses, fees and commissions**

Fees and commissions not directly attributable to generating a financial instrument are recognised as services are provided, or on the performance of a significant act which means the Group has become contractually obligated to settle those amounts.

The Group currently charges performance fees to revenue return as it is the current expectation that the majority of the Group's return will be generated through revenue rather than capital gains on investments. Investment management fees are allocated between the revenue and capital accounts based on the prospective split of the gross revenue between revenue and capital. The percentage of management expenses allocated to capital is less than 1% of the total. Refer to Note 9 for further details of the management and performance fees.

Gains and losses arising from derivative instruments are credited or charged to the Statement of Comprehensive Income. Gains and losses of a revenue nature are reflected in the revenue column and gains and losses of a capital nature are reflected in the capital column. All other expenses are accounted for on an accruals basis.

**(e) Dividends payable to shareholders**

Dividends to shareholders are accounted for in the period which they are paid or approved in general meetings. Dividends payable to shareholders are recognised in the Statement of Changes in Equity when they are paid, or have been approved by shareholders in the case of a final dividend and become a liability to the Group.

**(f) Taxation**

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from net profit as reported in the Consolidated Statement of Comprehensive Income because it excludes

items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the Consolidated Statement of Financial Position date.

In line with the recommendations of the SORP, the allocation method used to calculate tax relief on expenses presented against capital returns in the supplementary information in the Consolidated Statement of Comprehensive Income is the "marginal basis". Under this basis, if taxable income is capable of being offset entirely by expenses presented in the revenue return column of the Consolidated Statement of Comprehensive Income, then no tax relief is transferred to the capital return column.

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

Investment trusts which have approval as such under section 1158 of the Corporation Taxes Act 2010 are not liable for taxation on capital gains. The carrying amount of deferred tax assets is reviewed at each Consolidated Statement of Financial Position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax rates that have been enacted or substantively enacted at the Consolidated Statement of Financial Position date.

Deferred tax is charged or credited in the Consolidated Statement of Comprehensive Income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

**(g) Financial assets and financial liabilities**

The Group classifies its financial assets and financial liabilities at inception into the following categories:

**(i) Financial assets and financial liabilities at fair value through profit or loss**

This category consists of forward foreign exchange contracts, option contracts, money market funds, unlisted equities positions, equities, fixed income securities and the investment in the SPV. Assets and liabilities in this category are carried at fair value.

The fair values of derivative instruments are estimated using discounted cash flow models using yield curves that are based on observable market data or are based on valuations obtained from counterparties.

Investments in money market funds and the SPV are carried at fair value. This is determined using the NAV for the units at the balance sheet date as provided by the relevant fund administrator.

The unlisted equities are valued at fair value. The fair value is based on primary issuance of stock, secondary market transactions or third party valuations which are considered representative of the fair value. Gains and losses arising from the changes in the fair values are recognised in the Consolidated Statement of Comprehensive Income.

**(ii) Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. The Group's loan assets are classified as loans and receivables.

Loans are recognised when the funds are advanced to borrowers. Loans and receivables are carried at amortised cost using the effective interest rate method less provisions for impairment.

**(iii) Purchases and sales of financial assets**

Purchases and sales of financial assets are accounted for at trade date. Financial assets are derecognised when the rights to receive cash flows have expired or where the assets have been transferred and substantially all of the risks and rewards of ownership have been transferred.

**(iv) Impairment of financial assets**

**Assets carried at amortised cost**

The Group assesses at each balance sheet date whether, as a result of one or more events that occurred after initial recognition, there is objective evidence that a financial asset or group of financial assets is impaired. Evidence of impairment may include:

- indications that the borrower or group of borrowers is experiencing significant financial difficulty;
- default or delinquency in interest or principal payments; or
- debt being restructured to reduce the burden on the borrower.

The Group assesses whether objective evidence of impairment exists either individually for assets that are separately significant or individually or collectively for assets that are not separately significant.

If there is no objective evidence of impairment for an individually assessed asset it is included in a group of assets with similar credit risk characteristics and collectively assessed for impairment.

If there is objective evidence that an impairment loss has incurred, the amount of the loss is measured as the difference between the assets carrying amount and the present value of estimated future cash flows discounted at the asset's original effective interest rate. The resultant provisions are deducted from the appropriate asset values in the Consolidated Statement of Financial Position.

The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group to reduce any differences between loss estimates and actual loss experience.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the provision is

adjusted and the amount of the reversal is recognised in the Consolidated Statement of Comprehensive Income.

Where a loan is not recoverable, it is written off against the related provision for loan impairment once all the necessary procedures have been completed and the amount of the loss has been determined. Subsequent recoveries of amounts previously written off are reflected against the impairment losses recorded in the Consolidated Statement of Comprehensive Income.

***Key estimates and assumptions in impairment of financial assets***

The assessment of impairment of the investments at amortised cost requires the use of accounting estimates and assumptions that could cause material adjustment to the carrying value of those investments. The methodology and assumptions used for estimating future cash flows are reviewed regularly by the Group.

**(v) *Financial liabilities***

Financial liabilities are derecognised when the obligation is discharged, cancelled or has expired.

**(vi) *Derivatives***

Derivatives are entered into to reduce exposures to fluctuations in interest rates, exchange rates, market indices and credit risk and are not used for speculative purposes.

Derivatives are carried at fair value with movements in fair values recorded in the Consolidated Statement of Comprehensive Income. Derivative financial instruments are valued using discounted cash flow models using yield curves that are based on observable market data or are based on valuations obtained from counterparties.

All derivatives are classified as assets where their fair value is positive and liabilities where their fair value is negative. Where there is the legal ability and intention to settle net, then the derivative is classified as a net asset or liability, as appropriate.

**(vii) *Offsetting financial instruments***

Financial assets and liabilities are offset and the net amount reported in the Consolidated Statement of Financial Position if, and only if, there is a currently enforceable legal right to set off the recognised amounts and there is an intention to settle on a net basis, or to realise an asset and settle the liability simultaneously.

**(h) *Other receivables***

Other receivables do not carry any interest and are short-term in nature and are accordingly stated at their nominal value as reduced by appropriate allowances for estimated impairment.

**(i) *Cash and cash equivalents***

Cash comprises cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments with a maturity of 3 months or less that are readily convertible to known amounts of cash.

**(j) *Current liabilities***

Current liabilities, other than derivatives, are not interest-bearing and are stated at their nominal value.

**(k) Ordinary and C Shares**

Ordinary and C shares are classified as equity. The costs of issuing or acquiring equity are recognised in equity (net of any related income tax benefit), as a reduction of equity on the condition that these are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

The costs of an equity transaction that is abandoned are recognised as an expense. Those costs might include registration and other regulatory fees, amounts paid to legal, accounting and other professional advisers, printing costs and stamp duties.

The Group's equity NAV per unit is calculated by dividing the equity – net assets attributable to the holder of redeemable shares divided by the total number of outstanding shares.

**(l) Rates of exchange**

Transactions in foreign currencies are translated into sterling at the rate of exchange ruling on the date of each transaction. Monetary assets, liabilities and equity investments in foreign currencies at the Consolidated Statement of Financial Position date are translated into sterling at the rates of exchange ruling on that date. Profits or losses on exchange, together with differences arising on the translation of foreign currency assets or liabilities, are taken to the capital return column of the Consolidated Statement of Comprehensive Income. Foreign exchange gains and losses arising on investments held at fair value are included within changes in fair value.

**(m) Capital reserves**

Capital reserve – arising on investments sold includes:

- gains/losses on disposal of investments;
- exchange differences on currency balances and on settlement of loan balances;
- cost of own shares bought back; and
- other capital charges and credits charged to this account in accordance with the accounting policies above.

Capital reserve – arising on investments held includes:

- increases and decreases in the valuation of investments held at the year end.

All of the above are accounted for in the Statement of Comprehensive Income except the cost of own shares bought back which is accounted for in the Statement of Changes in Shareholders' Funds.

**(n) Segmental reporting**

The Chief Operating Decision Maker is the Board of Directors. The Directors are of the opinion that the Group is engaged in a single segment of business, being the investment of the Group's capital in financial assets comprising consumer loans, small and medium sized enterprise ("SME") loans, corporate trade receivables and/or advances thereon.

**(o) Critical accounting estimates and assumptions**

Estimates and assumptions used in preparing the consolidated financial statements are reviewed on an ongoing basis and are based on historical experience and various other factors that are believed to be reasonable under the circumstances.

The results of these estimates and assumptions form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources.

The Group's loans are held at amortised costs less impairments. Loans are assessed individually for impairment based on specific evidence of an impairment having occurred, for example a borrower being a certain number of days late. Through a review of the Group's own data as well as that reported by Platforms and other comparable public data, a percentage of principal is impaired at different stages of delinquency as a borrower becomes progressively later on their payment. This rate varies by geography and loan type. Recovery assumptions are made depending on any security posted against a loan, any sale agreements for charged-off loans, actual recoveries observed over time on comparable loans, or as determined by the Investment Manager and approved by the Valuation Committee. The amount of impairment loss experienced for any given loan may ultimately differ from these assumptions. As the Group records further data about impairment losses, the estimates applied to the impairment assessment continue to be refined and updated as applicable. A further breakdown of the impairments can be found in Note 8.

Estimates and assumptions made in the valuation of unquoted investments and investments for which there is an inactive market may cause material adjustment to the carrying value of those assets and liabilities. These are valued in accordance with the techniques set out in Note 2(g).

**(p) New standards and amendments to existing standards**  
**Accounting standards issued but not yet effective**

At the date of this document, the following applicable standards were in issue but not yet effective:

IFRS 15, 'Revenue from contracts with customers', effective 1 January 2018. This is the converged standard on revenue recognition and replaces IAS 11, 'Construction contracts', IAS 18, 'Revenue' and related interpretations.

IFRS 11 'Accounting for Acquisitions of Interests in Joint Operations', effective 1 January 2016. The amendments to IFRS 11 clarify the accounting for the acquisition of an interest in a joint operation where the activities of the operation constitute a business. They require an investor to apply the principles of business combination accounting when it acquires an interest in a joint operation that constitutes a business.

IAS 16 and IAS 38, 'Clarification of Acceptable Methods of Depreciation and Amortisation', effective 1 January 2016. The amendments to IAS 16 and IAS 38 clarify that a revenue-based method of depreciation or amortisation is generally not appropriate.

IAS 27, 'Equity method in separate financial statements', effective 1 January 2016. The amendments to IAS 27 allow entities to use the equity method in their separate financial statements to measure investments in subsidiaries, joint ventures and associates.

IFRS 10 and IAS 28, 'Sale or contribution of assets between an investor and its associate or joint venture', effective 1 January 2016. The amendments clarify the accounting treatment for sales or contribution of assets between an investor and its associates or joint ventures. They confirm that

the accounting treatment depends on whether the non-monetary assets sold or contributed to an associate or joint venture constitute a 'business' (as defined in IFRS 3 Business Combinations).

IAS 1, 'Disclosure Initiative', effective 1 January 2016. The amendments to IAS 1 provide clarifications on a number of issues including: materiality (an entity should not aggregate or disaggregate information in a manner that obscures useful information), disaggregation and subtotals (line items specified in IAS 1 may need to be disaggregated where this is relevant to an understanding of the entity's financial position of performance), notes (notes do not need to be presented in a particular order), and OCI arising from investments accounted for under the equity method.

IFRS 10, IFRS 12 and IAS 28, 'Investment entities: Applying the consolidation exception', effective 1 January 2016. These amendments clarify that the exception from preparing consolidated financial statements is also available to intermediate parent entities which are subsidiaries of investment entities, an investment entity should consolidate a subsidiary which is not an investment entity and whose main purpose and activity is to provide services in support of the investment entity's investment activities, and entities which are not investment entities but have an interest in an associate or joint venture which is an investment entity have a policy choice when applying the equity method of accounting. The fair value measurement applied by the investment entity associate or joint venture can either be retained, or a consolidation may be performed at the level of the associate or joint venture, which would then unwind the fair value measurement.

These new standards are not expected to have a significant impact on the Group's financial statements or performance.

IFRS 9, 'Financial instruments', specifies how an entity should classify and measure financial assets and liabilities, including some hybrid contracts. The standard improves and simplifies the approach for classification and measurement of financial assets compared with the requirements of IAS 39. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged. The standard applies a consistent approach to classifying financial assets and replaces the numerous categories of financial assets in IAS 39, each of which had its own classification criteria. IFRS 9 now divides all financial assets that are under the scope of IAS 39 into two classifications – those measured at amortised cost and those measured at fair value. The determination is made at initial recognition. Specifically, under IFRS 9 loans and receivables can be measured at amortised cost only if the objective of the entity is to hold the financial asset to collect contractual cash flows and that the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding. All other debt instruments will be measured at fair value through profit or loss. Also, IFRS 9 requires expected credit losses to be recognised in contrast to IAS 39 which only recognises incurred credit losses. The Directors are currently evaluating the impact of this standard upon the Group.

### **3. FAIR VALUE MEASUREMENT**

Financial instruments measured and reported at fair value are classified and disclosed in one of the following fair value hierarchy levels based on the significance of the inputs used in measuring its fair value:

- Level 1 – Quoted prices (unadjusted) in active markets for identical assets and liabilities.  
Level 2 – Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices).  
Level 3 – Pricing inputs for the asset or liability that are not based on observable market data (unobservable inputs).

An investment is always categorised as Level 1, 2 or 3 in its entirety. In certain cases, the fair value measurement for an investment may use a number of different inputs that fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The assessment of the significance of a particular input to the fair value measurement requires judgement and is specific to the investment.

### Group at 31 December 2015

The following table analyses within the fair value hierarchy the Group's assets and liabilities measured at fair value at 31 December 2015:

	<b>Total</b> £	<b>Level 1</b> £	<b>Level 2</b> £	<b>Level 3</b> £
<b>Investment assets at fair value through profit or loss</b>				
Investments in the SPV	484,034,539	–	–	484,034,539
Fixed income	45,505,318	–	42,996,000	2,509,318
Money market funds	44,000,000	44,000,000	–	–
Unlisted equities	13,033,545	–	–	13,033,545
Equity	473,738	473,738	–	–
<b>Total</b>	<b><u>587,047,140</u></b>	<b><u>44,473,738</u></b>	<b><u>42,996,000</u></b>	<b><u>499,577,402</u></b>
<b>Derivative financial assets</b>				
Forward foreign exchange contracts	165,588	–	165,588	–
Option contracts	731,417	–	731,417	–
<b>Total</b>	<b><u>897,005</u></b>	<b><u>–</u></b>	<b><u>897,005</u></b>	<b><u>–</u></b>
<b>Derivative financial liabilities</b>				
Forward foreign exchange contracts	(11,470,531)	–	(11,470,531)	–
<b>Total</b>	<b><u>(11,470,531)</u></b>	<b><u>–</u></b>	<b><u>(11,470,531)</u></b>	<b><u>–</u></b>

The following table presents the movement in the Group's Level 3 positions for the year ended 31 December 2015.

	<b>Fixed income</b>	<b>Unlisted equities</b>	<b>Investments in the SPV</b>	<b>Total</b> £
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	£	£	£	£
Opening balance	–	1,026,715	111,965,038	112,991,753
Purchases	2,450,000	10,923,131	333,750,465	347,123,596
Sales	–	(285,349)	–	(285,349)
Net change in realised/ unrealised gains	59,318	1,369,048	24,538,168	25,966,534
Distributed income re- invested	–	–	13,780,868	13,780,868
<b>Closing balance</b>	<b>2,509,318</b>	<b>13,033,545</b>	<b>484,034,539</b>	<b>499,577,402</b>

The net change in realised/unrealised gains is recognised within gains on investments in the Consolidated Statement of Comprehensive Income.

Quantitative information regarding the unobservable inputs for the Group's Level 3 positions is given below:

	<b>Fair Value at 31 December 2015</b>	<b>Valuation technique</b>
	£	
Fixed income	2,509,318	Recent transactions
Unlisted equities	13,033,545	Recent transactions
Investments in the SPV	484,034,539	Net Asset Value

The investment in the SPV is valued based on the NAV as calculated by the administrators at the Statement of Financial Position date. No adjustment has been determined to be necessary to the NAV as supplied by the administrator as this reflects the fair value of the underlying investments. The NAV of the other funds are sensitive to movements in interest rates due to their investment in loans.

The investments in unlisted equities are valued based on recent transactions and recent rounds of funding by the investee entities. The investments in fixed income securities included within level 3 of the above hierarchy are valued based on recent transactions.

If the price of fixed income, the investment in other funds and unlisted equities held at 31 December 2015 year end had increased/decreased by 5% it would have resulted in an increase/decrease in the total value of fixed income of £125,466, the investments in other funds of £24,201,727 and the unlisted equities of £651,677.

#### **Assets and liabilities not carried at fair value but for which fair value is disclosed**

The following table presents the fair value of the Group's assets and liabilities (by class) not measured at fair value through profit and loss at 31 December 2015 but for which fair value is disclosed:

	<b>Total</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>
	£	£	£	£
<b>Assets</b>				

Cash and cash equivalents	45,639,509	45,639,509	–	–
Cash pledged as collateral	25,640,000	25,640,000	–	–
Other current assets and prepaid expenses	2,403,839	–	2,403,839	–
Loans at amortised cost	312,876,221	–	–	312,876,221
<b>Total</b>	<b>386,559,569</b>	<b>71,279,509</b>	<b>2,403,839</b>	<b>312,876,221</b>

#### Liabilities

Investment management fees payable	212,736	–	212,736	–
Performance fees payable	342,256	–	342,256	–
Accrued expenses and other liabilities	2,503,220	–	2,503,220	–
<b>Total</b>	<b>3,058,212</b>	<b>–</b>	<b>3,058,212</b>	<b>–</b>

The table below provides details of the loans at amortised cost held by the Group at 31 December 2015.

	Amortised cost before impairment £	Cumulative impairment £	Amortised cost £	Carrying value £
Loans at amortised cost	317,483,761	(6,369,640)	311,114,121	311,114,121
<b>Total</b>	<b>317,483,761</b>	<b>(6,369,640)</b>	<b>311,114,121</b>	<b>311,114,121</b>

Accumulated impairment included in the Consolidated Statement of Financial Position for the year is reported in impairment of loans.

#### Company at 31 December 2015

The following table analyses within the fair value hierarchy the Company's assets and liabilities measured at fair value at 31 December 2015:

	Total £	Level 1 £	Level 2 £	Level 3 £
<b>Investment assets at fair value through profit or loss</b>				
Investments in the SPV	484,034,539	–	–	484,034,539
Fixed income	45,505,318	–	42,996,000	2,509,318
Money market funds	44,000,000	44,000,000	–	–
Unlisted equities	13,033,545	–	–	13,033,545
Equity	473,738	473,738	–	–
<b>Total</b>	<b>587,047,140</b>	<b>44,473,738</b>	<b>42,996,000</b>	<b>499,577,402</b>

#### Derivative financial assets

Forward foreign exchange	165,588	–	165,588	–
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contracts				
Option contracts	372,292	–	372,292	–
<b>Total</b>	<b>537,880</b>	<b>–</b>	<b>537,880</b>	<b>–</b>

**Derivative financial liabilities**

Forward foreign exchange contracts	(11,470,531)	–	(11,470,531)	–
<b>Total</b>	<b>(11,470,531)</b>	<b>–</b>	<b>(11,470,531)</b>	<b>–</b>

The following table presents the movement in the Company's Level 3 positions for the year ended 31 December 2015.

	Fixed income £	Unlisted equities £	Investments in the SPV £	Total £
Opening balance	–	1,026,715	111,965,038	112,991,753
Purchases	2,450,000	10,923,131	333,750,465	347,123,596
Sales	–	(285,349)	–	(285,349)
Net change in realised/unrealised gains	59,318	1,369,048	24,538,168	25,966,534
Distributed income re-invested	–	–	13,780,868	13,780,868
<b>Closing balance</b>	<b>2,509,318</b>	<b>13,033,545</b>	<b>484,034,539</b>	<b>499,577,402</b>

The net change in realised/unrealised gains is recognised within gains on investments in the Consolidated Statement of Comprehensive Income.

Quantitative information regarding the unobservable inputs for the Group's Level 3 positions is given below:

	Fair Value at 31 December 2015 £	Valuation technique
Fixed income	2,509,318	Recent transactions
Unlisted equities	13,033,545	Recent transactions
Investments in the SPV	484,034,539	Net Asset Value

The investment in the SPV is valued based on the NAV as calculated by the respective administrator at the Statement of Financial Position date. No adjustment have been determined to be necessary to the NAV as supplied by the administrator as this reflects the fair value of the underlying investments. The NAV of the other funds are sensitive to movements in interest rates due to their investment in loans.

The investments in unlisted equities are valued based on recent transactions and recent rounds of funding by the investee entities. The investments in fixed income securities included within level 3 of the above hierarchy are valued based on recent transactions.

If the price of fixed income, the investment in other funds and unlisted equities held at 31 December 2015 year end had increased/decreased by 5% it would have resulted in an increase/decrease in the total value of fixed income of £125,466, the investments in other funds of £24,201,727 and the unlisted equities of £651,677.

#### Assets and liabilities not carried at fair value but for which fair value is disclosed

The following table presents the fair value of the Company's assets and liabilities (by class) not measured at fair value through profit and loss at 31 December 2015 but for which fair value is disclosed:

	Total £	Level 1 £	Level 2 £	Level 3 £
<b>Assets</b>				
Cash and cash equivalents	41,979,609	41,979,609	–	–
Cash pledged as collateral	25,640,000	25,640,000	–	–
Other current assets and prepaid expenses	1,851,830	–	1,851,830	–
Investment in debt securities at amortised cost	28,336,581	–	–	28,336,581
Loans at amortised cost	203,120,064	–	–	203,120,064
<b>Total</b>	<b>300,928,084</b>	<b>67,619,609</b>	<b>1,851,830</b>	<b>231,456,645</b>
<b>Liabilities</b>				
Investment management fees payable	212,736	–	212,736	–
Performance fees payable	342,256	–	342,256	–
Accrued expenses and other liabilities	2,489,188	–	2,489,188	–
<b>Total</b>	<b>3,044,180</b>	<b>–</b>	<b>3,044,180</b>	<b>–</b>

The table below provides details of the loans at amortised cost held by the Company at 31 December 2015.

	Amortised cost before impairment £	Impairment £	Amortised cost £	Carrying value £
Loans at amortised cost	207,725,074	(5,390,532)	202,334,542	202,334,542
<b>Total</b>	<b>207,725,074</b>	<b>(5,390,532)</b>	<b>202,334,542</b>	<b>202,334,542</b>

#### Group and Company at 31 December 2014

The following table analyses within the fair value hierarchy the Group and Company's assets and liabilities measured at fair value at 31 December 2014:

	Total £	Level 1 £	Level 2 £	Level 3 £
<b>Investment assets at fair value through profit or loss</b>				
Investment in the SPV	111,965,038	–	–	111,965,038
Money market funds	9,500,000	9,500,000	–	–
Unlisted equities	1,026,715	–	–	1,026,715
<b>Total</b>	<b>122,491,753</b>	<b>9,500,000</b>	<b>–</b>	<b>112,991,753</b>
<b>Derivative financial assets</b>				
Forward foreign exchange contracts	24,832	–	24,832	–
<b>Total</b>	<b>24,832</b>	<b>–</b>	<b>24,832</b>	<b>–</b>
<b>Derivative financial liabilities</b>				
Forward foreign exchange contracts	(530,114)	–	(530,114)	–
<b>Total</b>	<b>(530,114)</b>	<b>–</b>	<b>(530,114)</b>	<b>–</b>

The above table represents both the Group and Company at 31 December 2014, therefore separate tables are not presented.

There were no movements between Level 1 and Level 2 fair value measurements during the period ended 31 December 2014 and no transfers into and out of Level 3 fair value measurements.

The following table presents the movement in Level 3 positions for the period ended 31 December 2014:

	Unlisted equities £	Investments in other funds £	Total £
Opening balance	–	–	–
Purchases	1,011,550	102,377,064	103,388,614
Net change in realised/unrealised gains	15,165	6,343,156	6,358,321
Distributed income re-invested	–	3,244,818	3,244,818
<b>Closing balance</b>	<b>1,026,715</b>	<b>111,965,038</b>	<b>112,991,753</b>

The net change in realised/unrealised gains is recognised within gains on investments in the Consolidated Statement of Comprehensive Income.

Quantitative information regarding the unobservable inputs for Level 3 positions is given below:

	<b>Fair value at 31 December 2014 £</b>	<b>Valuation technique</b>
Unlisted equities	1,026,715	Recent transactions
Investments in other funds	111,965,038	Net Asset Value

The investment in the SPV is valued based on the NAV as calculated by the respective administrator at the Statement of Financial Position date. No adjustment have been determined to be necessary to the NAV as supplied by the administrator as this reflects the fair value of the underlying investments. The NAV of the other funds are sensitive to movements in interest rates due to their investment in loans.

The investments in unlisted equities are valued based on recent transactions and recent rounds of funding by the investee entities. The investments in fixed income securities included within level 3 of the above hierarchy are valued based on recent transactions.

If the price of the investment in other funds and unlisted equities held at 31 December 2014 had increased/decreased by 5% it would have resulted in an increase/decrease in the total value of the funds of £5,598,252 and the unlisted equities of £51,336.

#### **Assets and liabilities not carried at fair value but for which fair value is disclosed**

The following table presents the fair value of the Group and Company's assets and liabilities (by class) not measured at fair value through profit and loss at 31 December 2014 but for which fair value is disclosed:

	<b>Total £</b>	<b>Level 1 £</b>	<b>Level 2 £</b>	<b>Level 3 £</b>
<b>Assets</b>				
Cash and cash equivalents	16,166,498	16,166,498	–	–
Cash pledged as collateral	1,030,000	1,030,000	–	–
Other current assets and prepaid expenses	337,806	–	337,806	–
Loans at amortised cost	61,604,163	–	–	61,604,287
<b>Total</b>	<b>79,138,591</b>	<b>17,196,498</b>	<b>337,806</b>	<b>61,604,287</b>
<b>Liabilities</b>				
Investment management fees payable	108,365	–	108,365	–
Accrued expenses and other liabilities	375,428	–	375,428	–
<b>Total</b>	<b>483,793</b>	<b>–</b>	<b>483,793</b>	<b>–</b>

The above table represents both the Group and Company at 31 December 2014, therefore separate tables are not presented.

The table below provides details of the loans at amortised cost held by the Company at 31 December 2014:

	<b>Amortised cost before impairment</b>	<b>Impairment</b>	<b>Amortised cost</b>	<b>Carrying value</b>
	£	£	£	£
Loans at amortised cost	<u>61,696,327</u>	<u>(384,474)</u>	<u>61,314,163</u>	<u>61,314,163</u>
<b>Total</b>	<b><u>61,696,637</u></b>	<b><u>(384,474)</u></b>	<b><u>61,314,163</u></b>	<b><u>61,314,163</u></b>

#### 4. DERIVATIVES

Typically, derivative contracts serve as components of the Group's investment strategy and are utilised primarily to structure and hedge investments to enhance performance and reduce risk to the Group (the Group does not currently designate any derivatives as hedges for hedge accounting purposes as described under IAS 39). Derivative instruments may also be used for trading purposes where the Investment Manager believes this would be more effective than investing directly in the underlying financial instruments. The derivative contracts that the Group currently holds are forward foreign exchange contracts and option contracts.

The Group records its derivative activities on a fair value basis. See Note 2(g)(vi) for valuation of financial instruments.

##### **Forward contracts**

Forward contracts entered into by the Group represent a firm commitment to buy or sell an underlying asset, or currency at a specified value and point in time based upon an agreed or contracted quantity. The realised/unrealised gain or loss is equal to the difference between the value of the contract at the onset and the value of the contract at settlement date/year end date and is included in the Consolidated Statement of Comprehensive Income.

As of 31 December 2015, the following forward foreign exchange contracts were included in the Group's Consolidated Statement of Financial Position at fair value through profit or loss:

##### **Assets**

<b>Settlement date</b>	<b>Purchase currency</b>	<b>Purchase amount</b>	<b>Sale currency</b>	<b>Sale amount</b>	<b>Fair value £</b>
4 January 2016	USD	34,700,000	GBP	(23,377,393)	165,588
					<u><u>165,588</u></u>

##### **Liabilities**

Settlement date	Purchase currency	Purchase amount	Sale currency	Sale amount	Fair value £
3 March 2016	GBP	642,774	EUR	(910,000)	(28,809)
3 March 2016	GBP	8,509,705	NZD	(19,332,000)	(437,362)
3 March 2016	GBP	12,568,459	NZD	(28,468,000)	(606,854)
3 March 2016	GBP	296,464,013	USD	(446,400,000)	(6,376,528)
3 March 2016	GBP	202,632,097	USD	(304,600,000)	(4,010,441)
3 March 2016	GBP	550,535	AUD	(1,140,000)	(10,537)
					<b><u>(11,470,531)</u></b>

As of 31 December 2014, the following forward foreign exchange contracts were included in the Group's Consolidated Statement of Financial Position at fair value through profit or loss:

#### Assets

Settlement date	Purchase currency	Purchase amount	Sale currency	Sale amount	Fair value £
4 March 2015	GBP	714,779	EUR	(900,000)	15,634
4 March 2015	GBP	296,776	AUD	(550,000)	9,198
					<b><u>24,832</u></b>

#### Liabilities

Settlement date	Purchase currency	Purchase amount	Sale currency	Sale amount	Fair value £
4 March 2015	GBP	114,000,690	USD	(178,500,000)	(530,114)
					<b><u>(530,114)</u></b>

All forward contracts held by the Group are held at the Company level, therefore no separate tables are presented for the Company.

#### Option contracts

The option contracts presented in the tables in Note 3 are interest rate caps entered into by the Group. An interest rate cap is an interest rate agreement in which the seller agrees to compensate the buyer for the amount by which the reference rate exceeds a specified rate on a series of dates during the life of the contract.

#### Offsetting

The Group may be eligible to present net on the Consolidated Statement of Financial Position, certain financial assets and financial liabilities according to criteria described in Note 2(g)(vii).

At 31 December 2015 and 31 December 2014, none of the financial assets and financial liabilities met the eligibility criteria and therefore none were presented net on the Consolidated Statement of Financial Position. Accordingly the amounts disclosed in the following tables as “Net amounts of recognised assets presented in the Consolidated Statement of Financial Position” are the same as the gross amounts.

The following tables provide information on the financial impact of netting for instruments subject to an enforceable master netting arrangement or similar agreement at 31 December 2015 and 31 December 2014.

The columns “related amounts not eligible to be set-off in the Consolidated Statement of Financial Position” disclose the amounts with respect to derivative financial instruments which are subject to master netting arrangements but were not offset due to not meeting the net settlement/simultaneous settlement criteria or because the rights to set-off are conditional upon the default of the counterparty only.

#### Financial assets and collateral received by counterparty

31 December 2015	Net amounts of recognised assets presented in the Consolidated Statement of Financial Position £	Related amounts not eligible to be set-off in the Consolidated Statement of Financial Position		Net amount £
		Financial instruments £	Collateral received £	
<b>Counterparty</b>				
Deutsche Bank	897,005	(165,588)	–	731,417
<b>Total</b>	<b>897,005</b>	<b>(165,588)</b>	<b>–</b>	<b>731,417</b>

#### Financial liabilities and collateral pledged by counterparty

31 December 2015	Net amounts of recognised liabilities presented in the Consolidated Statement of Financial Position £	Related amounts not eligible to be set-off in the Consolidated Statement of Financial Position		Net amount £
		Financial instruments £	Collateral pledged £	
<b>Counterparty</b>				
Deutsche Bank	(11,470,531)	165,588	11,304,943	–
<b>Total</b>	<b>(11,470,531)</b>	<b>165,588</b>	<b>11,304,943</b>	<b>–</b>

**Financial assets and collateral received by counterparty**

31 December 2014	Net amounts of recognised assets presented in the Consolidated Statement of Financial Position £	Related amounts not eligible to be set-off in the Consolidated Statement of Financial Position		Net amount £
		Financial instruments £	Collateral received £	
<b>Counterparty</b>				
Deutsche Bank	24,832	(24,832)	–	–
<b>Total</b>	<b>24,832</b>	<b>(24,832)</b>	<b>–</b>	<b>–</b>

**Financial liabilities and collateral pledged by counterparty**

31 December 2014	Net amounts of recognised liabilities presented in the Consolidated Statement of Financial Position £	Related amounts not eligible to be set-off in the Consolidated Statement of Financial Position		Net amount £
		Financial instruments £	Collateral pledged £	
<b>Counterparty</b>				
Deutsche Bank	(530,114)	24,832	505,282	–
<b>Total</b>	<b>(530,114)</b>	<b>24,832</b>	<b>505,282</b>	<b>–</b>

**5. INCOME AND GAINS ON INVESTMENTS**

	31 December 2015 £	31 December 2014 £
<b>Interest income</b>		
Distributed income from the SPV	21,026,739	3,244,818
Interest income	17,034,657	2,068,225
Other income	307,607	–
	<b>38,369,003</b>	<b>5,313,043</b>

**Net gains on investments**

Gain on investment in unlisted equities	1,417,591	15,165
Gain on investment in the SPV	17,413,598	6,741,364
Gain on fixed income	737,820	–
Loss on option contracts	(232,214)	–
Loss on foreign exchange	(17,856,860)	(6,142,141)
<b>Total</b>	<b>1,479,935</b>	<b>614,388</b>

Realised and unrealised gains and losses on financial instruments are shown in the table below:

	<b>31 December 2015</b>		
	<b>Gains</b>	<b>Losses</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
Realised on financial instruments	18,666,165	(8,937,236)	9,728,929
Unrealised on financial instruments	2,267,485	(10,504,476)	(8,236,991)

	<b>31 December 2014</b>		
	<b>Gains</b>	<b>Losses</b>	<b>Total</b>
	<b>£</b>	<b>£</b>	<b>£</b>
Realised on financial instruments	1,479	(5,474,887)	(5,473,408)
Unrealised on financial instruments	6,472,632	(384,836)	6,087,796

## 6. FINANCIAL INSTRUMENTS AND ASSOCIATED RISKS

### Introduction

Risk is inherent in the Group's activities but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The Group is exposed to market risk (which includes currency risk, interest rate risk and other price risk), credit risk and liquidity risk arising from the financial instruments held by the Group.

### Risk management structure

The Directors are ultimately responsible for identifying and controlling risks. Day to day management of the risk arising from the financial instruments held by the Group has been delegated to MW Eaglewood Europe LLP as Investment Manager and AIFM to the Group. The Investment Manager has delegated certain of its responsibilities and functions, including its discretionary management of the Group's portfolio of Credit Assets, to the Sub-Manager.

The Group has no employees and the Directors have all been appointed on a non-executive basis. Whilst the Group has taken all reasonable steps to establish and maintain adequate procedures, systems and controls to enable it to comply with its obligations, the Group is reliant upon the performance of third party service providers for its executive function. In particular, the Investment Manager, the Sub-Manager, the Depositary, the Administrator, the Loan Administrator and the Registrar are performing services which are integral to the operation of the Group. Failure by any service provider to carry out its obligations to the Group in accordance with the terms of its appointment could have a materially detrimental impact on the operation of the Group.

The principal risks and uncertainties that could have a material impact on the Group's performance have not changed from those set out in detail on pages 18-38 of the Company's Prospectus dated 30 June 2015, available on the Group's website, [www.p2pgi.com](http://www.p2pgi.com).

Namely:

- (i) There can be no guarantee that the investment objective will be achieved or that the portfolio of investments will generate the rates of return expected. There is no guarantee that any dividends will be paid in respect of any financial year or period.
- (ii) The Group has no employees and is reliant on the performance of third party service providers.
- (iii) The Group is reliant on the effective operation of the Investment Manager's and the Sub-Manager's IT systems for the loan acquisition process. Any IT systems failure could have a material adverse effect on the ability to acquire and realise investments.
- (iv) The Group may borrow money for investment purposes, which exposes the Group to risks associated with borrowings.
- (v) Loans acquired through "Platforms" are subject to risks of borrower default. The default history for loans is limited and actual defaults may be greater than indicated by historical data. Platforms means origination platforms that allow non-bank capital to engage with and:
  - lend to consumer or SME borrowers;
  - advance capital against corporate trade receivables; and/or
  - purchase trade receivables from sellers; together with any other origination platforms agreed between the Group and the Investment Manager.
- (vi) The P2P industry in the UK faced increased regulation from 1 April 2014. These and any future regulatory changes may result in interruptions in operations, increased costs and reduced returns to the Group.
- (vii) The Group, in common with other Platform lender members, may be exposed to the following risks relating to compliance and regulation of the Platforms and the Group in the United States:
  - Federal and state regulators could subject the Platforms and their lender members, such as the Company, to legal and regulatory examination or enforcement action.
  - Non-compliance with laws and regulations may impair the Platforms' ability to arrange or service borrower member loans, which could impact the Company's ability to purchase loans or Notes or receive payments on the loans or Notes it has already purchased.
  - Potential characterisation of loan marketers and other originators as lenders may have a material adverse effect on the Company.
- (viii) Any change in the Group's tax status or in taxation legislation or practice generally could adversely affect the value of the investments held by the Group, or the Group's ability to provide returns to Shareholders, or alter the post-tax returns to Shareholders.
- (ix) The value of the ordinary and C shares and the income derived from those shares (if any) can fluctuate and may go down as well as up. The ordinary and C shares may trade at a discount to NAV.
- (x) It may be difficult for Shareholders to realise their investment and there may not be a liquid market in the ordinary shares.
- (xi) If the Directors decide to issue C shares or further ordinary shares, the proportions of the voting rights held by Shareholders may be diluted.
- (xii) Dividend payments on the ordinary and C shares are not guaranteed.
- (xiii) Changes in tax law may reduce any return for investors in the Group.

The risks faced by the Group have not changed significantly since the commencement of operations and are not expected to change materially in the next 12 months.

The investment objective and operating environment of the Subsidiary is consistent with that of the Company. Therefore the above risks and uncertainties are applicable to both the Company and the Group.

In seeking to implement the investment objectives of the Group while limiting risk, the Group is subject to the investment limits restrictions set out in the Credit Risk section of this note.

**Market risk (incorporating price, currency and interest rate risk)**

Market risk is the risk of loss arising from movements in observable market variables such as foreign exchange rates, equity prices and interest rates. The Group is exposed to market risk primarily through its Financial Instruments.

The Investment Manager regularly reviews the investment portfolio and industry developments to ensure that any events which may impact the Group are identified and considered. This also ensures that any risks affecting the investment portfolio are identified and mitigated to the fullest extent possible.

**Market price risk**

The Group is exposed to price risk arising from the investments held by the Group for which prices in the future are uncertain. The investment in the SPV, investment in money market funds, unlisted equities and equities are exposed to market price risk. Refer to Note 3 for further details on the sensitivity of the Group's Level 3 investments to price risk.

**Interest rate risk**

Interest rate risk arises from the possibility that changes in interest rates will affect future cash flows or the fair values of financial instruments.

The Group is exposed to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows.

Loans held by the Group at amortised cost, with a fixed interest rate, are not exposed to interest rate changes. Fixed income securities with fixed interest rates are exposed to fair value interest rate risk. At 31 December 2015 the Group had 0.21% (2014: Nil) of the total assets classified as bonds with a fixed interest rate.

Financial Instruments with a floating interest rate that resets as market rates change are exposed to cash flow interest rate risk. At 31 December 2015 the Group had 7.33% (2014: 8.54%) of the total assets classified as cash and cash equivalents and 4.42% of fixed income securities with floating interest rates. At 31 December 2015, if interest rates had increased/decreased by 1% with all other variables held constant, the change in the value of future expected interest cash flows of these assets would have been £1,142,755 (2014: £171,965). 1% is considered to be a reasonably possible movement in interest rates.

The Group has, through the Subsidiary, entered into a revolving bank credit facility which is subject to a variable interest rate. At 31 December 2015 the Group had £85,000,000 drawn down under the facility.

The Group does not intend to hedge interest rate risk on a regular basis. However, where it enters floating-rate liabilities against fixed-rate loans, it may at its sole discretion seek to hedge out the interest rate exposure, taking into consideration amongst other things the cost of hedging and the general interest rate environment.

### **Currency risk**

Currency risk is the risk that the value of net assets will fluctuate due to changes in foreign exchange rates. Relevant risk variables are generally movements in the exchange rates of non-functional currencies in which the Group holds financial assets and liabilities.

The assets of the Group are invested in Credit Assets which are denominated in US Dollars, Euros, Pounds Sterling and other currencies. Accordingly, the value of such assets may be affected favourably or unfavourably by fluctuations in currency rates. The Group hedges currency exposure between Pounds Sterling and any other currency in which the Group's assets may be denominated, in particular US Dollars and Euros.

### **Concentration of foreign currency exposure**

The Investment Manager monitors the fluctuations in foreign currency exchange rates and may use forward foreign exchange contracts to hedge the currency exposure of the Group's non GBP denominated investments. The Investment Manager re-examines the currency exposure on a regular basis in each currency and manages the Group's currency exposure in accordance with market expectations.

The below table presents the net exposure to foreign currency at 31 December 2015. The table includes forward foreign exchange contracts at their notional exposure value and excludes all GBP assets and liabilities recorded on the Consolidated Statement of Financial Position.

	<b>Asset</b>	<b>Liability</b>	<b>Forward contract</b>	<b>Net exposure</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
Australian Dollar	474,223	–	(561,072)	(86,849)
Euro	473,320	–	(671,583)	(198,263)
US Dollar	485,949,041	(254,334)	(485,940,098)	(245,391)
New Zealand Dollar	22,518,677	(402,500)	(22,122,380)	(6,203)

If the GBP exchange rate simultaneously increased/decreased by 5% against the above currencies, the impact on profit would be an increase/decrease of £26,835. 5% is considered to be a reasonably possible movement in foreign exchange rates.

The below table presents the net exposure to foreign currency at 31 December 2014. The table includes forward foreign exchange contracts at their notional exposure value and excludes all GBP assets and liabilities recorded on the Consolidated Statement of Financial Position.

	<b>Asset</b>	<b>Liability</b>	<b>Forward contract</b>	<b>Net exposure</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>

Australian Dollar	289,126	–	(287,579)	1,547
Euro	698,102	–	(699,144)	(1,042)
US Dollar	116,098,796	(200,071)	(114,530,804)	1,367,921

If the GBP exchange rate simultaneously increased/decreased by 5% against the above currencies, the impact on profit would be an increase/decrease of £68,421. 5% is considered to be a reasonably possible movement in foreign exchange rates.

### **Liquidity risk**

Liquidity risk is defined as the risk that the Group may not be able to settle or meet its obligations on time or at a reasonable price. Ordinary shares and C shares are not redeemable at the holder's option.

The Investment Manager manages the Group's liquidity risk through active capital management, including monitoring of amortising cash flows, monitoring of debt requirements and monitoring and forecasting of cash flows.

Financial liabilities consisting of forward foreign exchange contracts, amounts due to brokers, dividends and interest payable, broker fees payable, and accrued expenses and other liabilities are all due within three months.

### **Credit risk**

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation.

The Group's credit risks arise principally through exposures to loans acquired by the Group, which are subject to risk of borrower default. The ability of the Group to earn revenue is completely dependent upon payments being made by the borrower of the loan acquired by the Group through a Platform. The Group (as a lender member) will receive payments under any loans it acquires through a Platform only if the corresponding borrower through that Platform (borrower member) makes payments on the loan.

Consumer loans are typically unsecured obligations of borrowers. They are not secured by any collateral, not guaranteed or insured by any third party and not backed by any governmental authority in any way. SME Loans are typically not secured against collateral but are backed by personal guarantees of the business' director(s). Real estate loans are secured against collateral. Depending on specific circumstances, the Platforms and their designated third party collection agencies may be limited in their ability to collect on loans. The Group must rely on the collection efforts of the Platforms and their designated collection agencies and has no direct recourse against borrower members.

The Group will invest across various Platforms, asset classes, geographies (primarily United States and Europe) and credit bands in order to ensure diversification and to seek to mitigate concentration risks.

The credit quality of loans is assessed through evaluation of various factors, including credit scores, payment data and other information. Set out below is the analysis of the Group's loan investments by grade:

	<b>SME, consumer &amp; real estate 2015</b>	<b>SME, consumer &amp; real estate 2014</b>
<b>Internal grade</b>		
A	132,993,415	42,819,908
B	120,434,834	6,407,272
C	18,872,395	10,903,598
D	38,526,158	752,648
E	287,319	815,387
<b>Total</b>	<b><u>311,114,121</u></b>	<b><u>61,698,813</u></b>

Set out below is the analysis of the Company's loan investments by grade:

	<b>SME, consumer &amp; real estate 2015</b>	<b>SME, consumer &amp; real estate 2014</b>
<b>Internal grade</b>		
A	61,397,573	42,819,908
B	83,310,588	6,407,272
C	18,852,932	10,903,598
D	38,486,427	752,648
E	287,022	815,387
<b>Total</b>	<b><u>202,334,542</u></b>	<b><u>61,698,813</u></b>

<b>Internal grade</b>	<b>Definition</b>
A	Highest quality with minimal indicators of credit risk.
B	High quality, subject to low credit risk, minor adverse indicators.
C	Medium-grade, moderate credit risk, may have some adverse credit risk indicators.
D	Elevated credit risk, significant adverse indicators.
E	High credit risk, with serious adverse indicators (e.g. lower affordability, credit history, existing debt).

#### **Platform restrictions**

The Group will not invest more than 33 per cent of gross assets via any single Platform. This limit may be increased to 66 per cent of Gross Assets via any single Platform, provided that where this limit is so increased in respect of any Platform the Group does not invest an amount which is greater than 25 per cent (by value) of the total loan origination of the preceding calendar year through such Platform.

#### **Asset class and geographic restrictions**

- (i) No single loan acquired by the Group will have an expected average life of greater than 5 years. No single trade receivable asset acquired by the Group will be for a term longer than 180 days.
- (ii) The Group will not invest more than 20 per cent of gross assets, at the time of investment, via any single investment fund investing in Credit Assets. The Group will not invest, in aggregate, more than 60 per cent of gross assets, at the time of investment, in other investment funds that invest in Credit Assets.
- (iii) The Group will not invest more than 10 per cent of its gross assets, at the time of investment, in other listed closed-ended investment funds, whether managed by the Investment Manager or not, except that this restriction shall not apply to investments in listed closed-ended investment funds which themselves have stated investment policies to invest no more than 15 per cent of their gross assets in other listed closed-ended investment funds.
- (iv) The following restrictions apply, in each case at the time of investment by the Group, to both Credit Assets acquired by the Group directly and on a look-through basis to any Credit Assets held by another investment fund in which the Group invests:
  - No single consumer loan acquired by the Group shall exceed 0.25 per cent of gross assets.
  - No single SME loan acquired by the Group shall exceed 5.0 per cent of gross assets.
  - No single advance or loan against a trade receivable asset shall exceed 5.0 per cent of gross assets.
  - No single corporate loan shall exceed 5 per cent of gross assets.
  - No single facility, security or other interest backed by a portfolio of loans, assets or receivables excluding any borrowing ring-fenced within any SPV which would be without recourse to the Group shall exceed 20 per cent of gross assets.
- (v) The following restrictions apply to both Credit Assets acquired by the Group directly and on a look-through basis to any Credit Assets held by another investment fund in which the Group invests:
  - At least 10 per cent (but not more than 75 per cent) of gross assets will be maintained in consumer Credit Assets, not more than 50 per cent of gross assets will be maintained in SME Credit Assets and not more than 50 per cent of gross assets will be maintained in trade receivable assets.
  - The Group will maintain at least 10 per cent of gross assets in Credit Assets in Europe and at least 10 per cent of gross assets in Credit Assets in the United States.

**Other restrictions**

- (i) The Group may invest in cash, cash equivalents and fixed income instruments for cash management purposes and with a view to enhancing returns to shareholders or mitigating credit exposure. However, the Group will only invest in fixed income instruments of investment grade.
- (ii) The Group will not invest in collateralised debt obligations (“CDOs”).

The Group's maximum exposure to credit risk (not taking into account the value of any collateral or other security held) in the event that counterparties fail to perform their obligations as of 31 December 2015 and 31 December 2014 in relation to each class of recognised financial assets, is the carrying amount of those assets as indicated in the Consolidated Statement of Financial Position.

## 7. CASH AND CASH EQUIVALENTS

	<b>Group</b> <b>31 December</b> <b>2015</b> <b>£</b>	<b>Group</b> <b>31 December</b> <b>2014</b> <b>£</b>
Cash held at bank	45,639,509	16,166,498
Cash collateral	25,640,000	1,030,000
<b>Total</b>	<b>71,279,509</b>	<b>17,196,498</b>
	<b>Company</b> <b>31 December</b> <b>2015</b> <b>£</b>	<b>Company</b> <b>31 December</b> <b>2014</b> <b>£</b>
Cash held at bank	41,979,609	16,166,498
Cash collateral	25,640,000	1,030,000
<b>Total</b>	<b>67,619,609</b>	<b>17,196,498</b>

## 8. IMPAIRMENT OF INVESTMENTS AT AMORTISED COST

A financial asset is past due when the counterparty has failed to make a payment when contractually due. The Group assesses at each Statement of Financial Position date whether there is objective evidence that a loan or group of loans, classified as investments at amortised cost, is impaired. In performing such analysis, the Group assesses the probability of default based on the number of days the loans are past due, using recent historical rates of default on loan portfolios with credit risk characteristics similar to those of the Group.

The following impairment charges have been recorded in the Consolidated Statement of Financial Position relating to investments at amortised cost:

	<b>Group</b> <b>31 December</b> <b>2015</b> <b>£</b>	<b>Group</b> <b>31 December</b> <b>2014</b> <b>£</b>
Loans with payments 15-30 days past due	426,848	81,898
Loans with payments 30-60 days past due	740,541	256,435
Loans with payments more than 60 days past due	5,202,251	44,141
<b>Total impairment</b>	<b>6,369,640</b>	<b>382,474</b>

	<b>Company 31 December 2015 £</b>	<b>Company 31 December 2014 £</b>
Loans with payments 15-30 days past due	381,640	81,898
Loans with payments 30-60 days past due	510,184	256,435
Loans with payments more than 60 days past due	<u>4,498,708</u>	<u>44,141</u>
<b>Total impairment</b>	<b><u>5,390,532</u></b>	<b><u>382,474</u></b>

Loans that have payments of principal or interest less than 15 days past due are not considered to be impaired.

## 9. FEES AND EXPENSES

### **Investment management and performance fees**

Under the terms of the Management Agreement, the Investment Manager is entitled to a management fee and a performance fee together with reimbursement of reasonable expenses incurred by it in the performance of its duties.

The management fee is payable monthly in arrears and is at the rate of 1/12 of 1.0 per cent per month of NAV (the "Management Fee"). For the period from admission to trading on the London Stock Exchange's main market for listed securities (the "Admission") until the date on which 90 per cent of the net proceeds of the Issue have been invested or committed for investment, directly or indirectly, in Credit Assets, the value attributable to any assets of the Group other than Credit Assets (including any cash) will be excluded from the calculation of NAV for the purposes of determining the Management Fee. Following Admission, the Management Fee will be charged on the net assets attributable to the Ordinary Shares and the C Shares respectively.

The Investment Manager shall not charge a management fee or performance fee twice. Accordingly, if at any time the Group invests in or through any other investment fund or special purpose vehicle and a management fee or advisory fee is charged to such investment fund or special purpose vehicle by the Investment Manager, the Sub-Manager or any of their affiliates, the value of such investment shall be excluded from the calculation of NAV for the purposes of determining the Management Fee payable.

Notwithstanding the above, the Investment Manager may charge a fee based on a percentage of gross assets (such percentage not to exceed 1.0 per cent) to any entity which is within the same group of companies of which the Company forms part, provided that such an entity employs leverage for the purpose of its investment policy or strategy.

Management fees charged for the year ended 31 December 2015 totalled £2,165,697 (2014: £349,855) of which £212,736 was payable at the year-end (2014: £108,365).

The performance fee will be calculated in respect of each twelve month starting on 1 January and ending on 31 December in each calendar year (the "Calculation Period"), save that the first Calculation Period was the period commencing on Admission and ending on 31 December 2014 and provided further that if at the end of what would otherwise be a Calculation Period no performance fee has been earned in respect of that period, the Calculation Period shall carry on for the next 12 month period and shall be deemed to be the same Calculation Period and this process shall continue until a performance fee is next earned at the end of the relevant period.

The performance fee is calculated by reference to the movements in the Adjusted Net Asset Value (as defined below) since the end of the Calculation Period in respect of which a performance fee was last earned or Admission if no performance fee has yet been earned (the "High Water Mark").

The performance fee will be a sum equal to 15 per cent of such amount (if positive) and will only be payable if the Adjusted NAV at the end of a Calculation Period exceeds the High Water Mark. The performance fee shall be payable to the Investment Manager in arrears within 30 calendar days of the end of the relevant Calculation Period.

Performance fees for the year ended 31 December 2015 totalled £342,256 (2014: £Nil) of which £342,256 was payable at the year-end (2014: £Nil).

"Adjusted Net Value" means the NAV adjusted for: (i) any increases or decreases in NAV arising from issues or repurchases of ordinary or C shares during the relevant Calculation Period; (ii) adding back the aggregate amount of any dividends or distributions (for which no adjustment has already been made under (i)) made by the Group at any time during the relevant Calculation Period; (iii) before deduction for any accrued performance fees; and (iv) to the extent that the Group invests in any other investment fund or via any special purpose vehicle ("SPV") or via any separate managed account arrangement which is managed or advised by the Investment Manager, the Sub-Manager or any of their affiliates, if the Investment Manager, the Sub-Manager or such affiliate is entitled to (including where it is not yet earned) receive a performance fee or performance allocation at the level of that investee entity or under such separate managed account arrangement, excluding any gain or loss attributable to those investments during the relevant Calculation Period.

### **Administration**

The Company has entered into an administration agreement with Citco Fund Services (Ireland) Limited. The Company pays to the Administrator out of the assets of the Company an annual administration fee based on the Company's net assets subject to a monthly minimum charge. Administration fees for the year ended 31 December 2015 totalled £299,928 (2014: £57,948) of which £60,460 was payable at the year-end (2014: £16,691).

The Administrator shall also be entitled to be repaid out of the assets of the Company all of its reasonable out-of-pocket expenses incurred on behalf of the Company.

### **Company Secretary**

Under the terms of the Company Secretarial Agreement, Capita Company Secretarial Services Limited is entitled to an annual fee of £45,000 (exclusive of VAT and disbursements).

### **Registrar**

Under the terms of the Registrar Agreement, the Registrar is entitled to an annual maintenance fee of £1.25 per Shareholder account per annum, subject to a minimum fee of £2,500 per annum (exclusive of VAT).

#### **Depository**

Under the terms of the Depository Agreement, the Depository is entitled to be paid a fee of up to 0.025 per cent per annum of NAV, subject to a minimum monthly fee of £3,000 (exclusive of VAT).

#### **Loan administration**

The Group has appointed Deutsche Bank AG, London Branch (the “Loan Administrator”) to provide loan administration services following Admission.

The Loan Administrator will be entitled to receive a fee of 0.025 per cent of NAV, subject to a minimum monthly fee of £2,000 (exclusive of VAT), for the provision of loan administration services.

#### **Other operational expenses**

Other on-going operational expenses (excluding fees paid to service providers as detailed above) of the Group will be borne by the Group including printing, audit, finance costs, due diligence and legal fees. All reasonable out of pocket expenses of the Investment Manager, the Administrator, the Company Secretary, the Registrar, the Depository, the Custodian, and the Directors relating to the Group will be borne by the Group.

#### **Auditors’ remuneration**

Remuneration for all work carried out for the Group by the statutory audit firm in each of the following categories of work is disclosed below:

- the audit of the accounts; and
- other non-audit services.

For the year ended 31 December 2015, total fees charged by PricewaterhouseCoopers LLP amounted to £315,864 (2014: £290,969) of which £117,600 (2014: £95,000) related to audit and audit related services to the Group and the SPV and £198,264 (2014: £195,969) in respect of non-audit services (£192,000 (2014: £97,056) for other assurance services (reporting accountant services in relation to the C Share issue) and £6,264 (2014: £98,913) for tax advisory services).

## **10. BORROWINGS**

	<b>Group 31 December 2015 £</b>	<b>Group 31 December 2014 £</b>
Revolving bank facility	85,000,000	–
<b>Total</b>	<b>85,000,000</b>	<b>–</b>

The Subsidiary entered into a two year revolving bank facility on 16 January 2015 with a European bank. The revolving bank facility has no recourse to the assets of the Group and is secured by a pool of UK consumer loans. The facility has a term of four years and will pay down as the assets securing the debt amortise after the expiry of the revolving period. Interest on the facility is charged at one month LIBOR plus a margin.

## 11. TAXATION

### Investment trust status

It is the intention of the Directors to conduct the affairs of the Company so as to satisfy the conditions for approval as an investment trust. As at 31 December 2015, the Company does not hold more than 15% of its investments in any single company. As an investment trust the Company is exempt from corporation tax on capital gains. The Company's revenue income from loans is taxable in the hands of the Company's shareholders and likewise is not subject to corporation tax.

Any change in the Company's tax status or in taxation legislation generally could affect the value of the investments held by the Group, affect the Company's ability to provide returns to shareholders, lead the Company to lose its exemption from UK corporation tax on chargeable gains or alter the post-tax returns to shareholders. It is not possible to guarantee that the Company will remain a non-close company, which is a requirement to maintain status as an investment trust, as the Ordinary or C Shares are freely transferable. The Company, in the unlikely event that it becomes aware that it is a close company, or otherwise fails to meet the criteria for maintaining investment trust status, will, as soon as reasonably practicable, notify shareholders of this fact.

The tax charge for the year differs from the standard rate of corporation tax in the UK of 21.49%. The differences are explained below:

<b>2015</b>	<b>Revenue</b> £	<b>Capital</b> £	<b>Total</b> £
Net return on ordinary activities before taxation	—	—	—
Tax at the standard UK corporation tax rate of 21.49%	—	—	—
<b>Effects of:</b>			
Capital items exempt from corporation tax	—	—	—
Non-taxable income	—	—	—
<b>Total tax charge</b>	<b>—</b>	<b>—</b>	<b>—</b>
<b>2014</b>	<b>Revenue</b> £	<b>Capital</b> £	<b>Total</b> £
Net return on ordinary activities before taxation	3,843,436	617,765	4,461,201
Tax at the standard UK corporation tax rate	825,954	132,758	958,712

of 21.49%

**Effects of:**

Capital items exempt from corporation tax	–	(132,758)	(132,758)
Non-taxable income	(825,954)	–	(825,954)
<b>Total tax charge</b>	<b>–</b>	<b>–</b>	<b>–</b>

**Overseas taxation**

The Company may be subject to taxation under the tax rules of the jurisdictions in which it invests, including by way of withholding of tax from interest and other income receipts. Although the Company will endeavour to minimise any such taxes this may affect the level of returns to shareholders.

**12. NET ASSET VALUE PER SHARE**

	<b>Company 31 December 2015</b>	<b>Company 31 December 2014</b>
<b>Ordinary Shares</b>		
Net assets attributable at end of year	473,754,605	200,351,145
Shares in issue	46,754,919	20,000,000
Net asset value per Ordinary Share	1,013.27p	1,001.76p
<b>C Shares</b>		
Net assets attributable at end of period	399,458,266	–
Shares in issue	40,000,000	–
Net asset value per C Share	998.65p	–

**13. SHAREHOLDERS' CAPITAL**

Set out below is the issued share capital of the Company as at 31 December 2015.

	<b>Nominal value £</b>	<b>Number of shares</b>	<b>Voting rights of shares</b>
Ordinary Shares	467,549	46,754,919	46,754,919
C Shares	4,000,000	40,000,000	40,000,000
<b>Total</b>	<b>4,467,549</b>	<b>86,754,919</b>	<b>86,754,919</b>

Set out below is the issued share capital of the Company as at 31 December 2014:

<b>Nominal value £</b>	<b>Number of shares</b>	<b>Voting rights of shares</b>
--------------------------------	-----------------------------	------------------------------------

Ordinary Shares	200,000	20,000,000	20,000,000
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On incorporation, the issued share capital of the Company was £0.01 represented by one ordinary share, held by the subscriber to the Company's memorandum of association.

50,000 management shares of £1 par value were paid up in full on Admission and redeemed out of the proceeds of the issue.

### **Rights attaching to the C Shares and Ordinary Shares**

The holders of ordinary shares shall be entitled to all of the Company's remaining net assets after taking into account any net assets attributable to the C shares.

The holders of the C shares and ordinary shares are only entitled to receive, and to participate in, any dividends declared in relation to the relevant class of shares that they hold.

The C shares and ordinary shares shall carry the right to receive notice of, attend and vote at general meetings of the Company.

On a winding-up or a return of capital by the Company, if there are C shares in issue, the net assets of the Company attributable to the C shares shall be divided pro rata among the holders of the C shares. For so long as C shares are in issue, and without prejudice to the Company's obligations under the Act, the assets attributable to the C shares shall, at all times, be separately identified and shall have allocated to them such proportion of the expenses or liabilities of the Company as the Directors fairly consider to be attributable to the C shares.

The consent of either the holders of C shares or the holders of ordinary shares will be required for the variation of any rights attached to the relevant class of shares.

### **Voting rights**

Subject to any rights or restrictions attached to any shares, on a show of hands every Shareholder present in person has one vote and every proxy present who has been duly appointed by a Shareholder entitled to vote has one vote, and on a poll every Shareholder (whether present in person or by proxy) has one vote for every share of which he is the holder.

A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way. In the case of joint holders, the vote of the senior who tenders a vote shall be accepted to the exclusion of the vote of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the Register.

No Shareholder shall have any right to vote at any general meeting or at any separate meeting of the holders of any class of shares, either in person or by proxy, in respect of any share held by him unless all amounts presently payable by him in respect of that share have been paid.

### **Variation of rights & distribution on winding up**

If at any time the share capital of the Company is divided into different classes of shares, the rights attached to any class may be varied either in writing of the holders of three-quarters in nominal value of the issued shares of that class or with the sanction of an extraordinary resolution passed at a separate meeting of the holders of the shares of that class.

The Company has no fixed life but, pursuant to the Articles, an ordinary resolution for the continuation of the Company will be proposed at the annual general meeting of the Company to be held in 2021 and, if passed, every five years thereafter. Upon any such resolution not being passed, proposals will be put forward to the effect that the Company be wound up, liquidated, reconstructed or unitised.

If the Company is wound up, the liquidator may divide among the shareholders in specie the whole or any part of the assets of the Company and for that purpose may value any assets and determine how the division shall be carried out as between the shareholders or different classes of shareholders.

The table below shows the movement in shares during the year ended 31 December 2015.

<b>For the year ended 31 December 2015</b>	<b>Shares in issue at the beginning of the year</b>	<b>Shares subscribed</b>	<b>Conversion of</b>	<b>Shares in issue at the end of the</b>
Ordinary Shares	20,000,000	1,999,999	24,754,920	46,754,919
C Shares	–	65,000,000	(25,000,000)	40,000,000

The table below shows the movement in shares during the period ended 31 December 2014.

<b>For the period from 6 December 2013 to 31 December 2014</b>	<b>Shares in issue at the beginning of the period</b>	<b>Shares subscribed</b>	<b>Shares redeemed</b>	<b>Shares in issue at the end of the</b>
Management Shares	–	50,000	(50,000)	–
Ordinary Shares	1	19,999,999	–	20,000,000

Cash consideration was received for all subscriptions for shares.

#### **Special Distributable Reserve**

At a general meeting of the Company held on 15 June 2015, special resolutions were passed approving the cancellation of the amount standing to the credit of the Company's share premium account as at 29 May 2015 and additional share premium following the issue of new C shares, which occurred on 28 July 2015.

Following the approval of the Court and the subsequent registration of the Court order with the Registrar of Companies on 17 September 2015, the reduction has now become effective. Accordingly £832,647,915, previously held in the share premium account, has been transferred to the special distributable reserves of the Group as disclosed in the Consolidated Statement of Financial Position.

#### **14. DIVIDENDS PER SHARE**

The following table summarises the year end dividends payable to equity shareholders in the year:

	<b>Group and Company 2015 £</b>	<b>Group and Company 2014 £</b>
6.00p per ordinary share for the period to 30 September 2014 paid on 30 December 2014	–	1,200,000
12.5p per ordinary share for the period to 31 December 2014 paid on 2 April 2015	2,500,000	–
16.5p per ordinary share for the period to 31 March 2015 paid on 26 June 2015	3,300,000	–
10.5p per ordinary share for the period to 31 May 2015 paid on 7 August 2015	2,310,000	–
8.5p per C share for the period to 31 May 2015 paid on 7 August 2015	2,125,000	–
18.5p per C share for the period to 30 September 2015 paid on 18 December 2015	8,649,660	–
<b>Total</b>	<b><u>18,884,660</u></b>	<b><u>1,200,000</u></b>

An interim dividend of 13.7p per ordinary share and 9.5p per C share was declared by the Board on 28 January 2016 in respect of the three month period to 31 December 2015, which was paid on 4 March 2016 to shareholders on the register as of 5 February 2016. The interim dividend has not been included as a liability in these accounts in accordance with International Accounting Standard 10: Events After the Balance Sheet Date.

## 15. RELATED PARTY TRANSACTIONS

Each of the Directors is entitled to receive a fee from the Group at such rate as may be determined in accordance with the Articles. Save for the Chairman of the Board, the fees are £30,000 for each Director per annum. The Chairman's fee is £35,000 per annum. The Directors may also receive additional fees for acting as Chairmen of any Board Committee. The current fee for serving as the Chairman of a Board Committee is £5,000 per annum.

All of the Directors are also entitled to be paid all reasonable expenses properly incurred by them in attending general meetings, Board or Committee meetings or otherwise in connection with the performance of their duties. The Board may determine that additional remuneration may be paid, from time to time, to any one or more Directors in the event such Director or Directors are requested by the Board to perform extra or special services on behalf of the Group.

Investment management fees and performance fees for the year ended 31 December 2015 and 31 December 2014 are paid by the Group to the Investment Manager and these are presented on the Consolidated Statement of Comprehensive Income. Details of Investment management fees and performance fees paid during the year are disclosed in Note 9.

As at 31 December 2015, the Directors' interests in the Group's shares were as follows:

	<b>31 December 2015</b>	<b>31 December 2014</b>
Simon King - Ordinary Shares	10,000	10,000
- C Shares	5,000	–

Partners and Principals of the Investment Manager held 1,765,200 (2014: 854,216) ordinary shares as well as 12,309 (2014: n/a) C shares in the Company at 31 December 2015.

The Group has invested in the SPV. The Investment Manager and the Sub-Manager of the Company also act in the same roles for the SPV. The principal activity of the SPV is to invest in alternative finance investments and related instruments, including P2P loans, with a view to achieving the Group's investment objective. As at 31 December 2015, the value of the Group's investment in the SPV was £484,034,540 (31 December 2014: £70,428,208). The Group received income from the SPV of £13,780,868 (2014:£2,667,617).

## **16. SUBSEQUENT EVENTS**

An interim dividend of 13.7p per Ordinary Share and 9.5p per C Share was declared by the Board on 28 January 2016 in respect of the three month period to 31 December 2015, which was paid on 4 March 2016 to shareholders on the register as of 5 February 2016.

On 21 March 2016, the Company's C shares were converted to ordinary shares at a ratio of 0.9888 ordinary shares per C share.

## **17. APPROVAL OF CONSOLIDATED FINANCIAL STATEMENTS**

The financial report was approved and authorised for issue by the Directors on 21 April 2016.

### **ANNUAL REPORT**

Printed copies of the Annual Report will be sent to shareholders shortly. Additional copies may be obtained from the Corporate Secretary, Capita Company Secretarial Services Limited, on 0207 954 9796.

### **ANNUAL GENERAL MEETING**

The Annual General Meeting of the Company will be held on Thursday, 9 June 2016 at 3:00pm at RSA House, 8 John Adam Street, London, WC2N 6EZ.

### **NATIONAL STORAGE MECHANISM**

A copy of the Annual Report and Accounts will be submitted shortly to the National Storage Mechanism ("NSM") and will be available for inspection at the NSM, which is situated at: [www.morningstar.co.uk/nsm](http://www.morningstar.co.uk/nsm)

### **ENDS**