THIS DOCUMENT IS IMPORTANT. If you are in any doubt as to what action you should take in connection with this document, you should immediately consult a person authorised for the purposes of the Financial Services and Markets Act 2000 (as amended) who specialises in advising on the acquisition of shares and other securities.

This document comprises a prospectus relating to MBH Corporation PLC (the "**Company**") and has been prepared in accordance with the Prospectus Rules of the Financial Conduct Authority (the "**FCA**") made under section 73A of FSMA and has been filed with the FCA. This document has been made available to the public as required by the Prospectus Rules.

Application has been made for the Ordinary Share Capital to be admitted to the Primärmarkt segment of Börse Düsseldorf (the "**Primärmarkt**" of the "**Düsseldorf Stock Exchange**") ("**Admission**"). It is expected that Admission will become effective, and that unconditional dealings will commence in the Ordinary Shares on the Primärmarkt, at 8.00a.m. on or around 13 November 2018. All dealings in the Ordinary Shares on the Primärmarkt prior to such time will be of no effect if Admission does not take place and such dealings will be at the sole risk of the parties concerned.

The Company and its Directors (whose names appear on page 27 of this document) accept responsibility for the information contained in this document. To the best of the knowledge of the Company and its Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and contains no omission likely to affect the import of such information.

Although the whole text of this document should be read, the attention of persons receiving this document is drawn to the section headed "Risk Factors" contained on pages 14 to 25 of this document.

All statements regarding the Group's business, financial position and prospects should be viewed in light of the risk factors set out on pages 14 to 25 of this document.

MBH CORPORATION PLC

(incorporated and registered in England and Wales under the Companies Act 2006 with registered number 10238873)

Admission to trading on the Primärmarkt of the Düsseldorf Stock Exchange

Expected Ordinary Share Capital immediately following Admission

Ordinary Shares of €1 each
Issued and fully paid

Number	Amount
29,235,236	€29,235,236

The Company is not offering any Ordinary Shares or any other securities in connection with Admission.

This document does not constitute or form part of any offer or invitation to sell or issue securities, any solicitation of any offer to purchase or subscribe for any securities to which it relates, any offer or invitation to sell or issue Ordinary Shares, or any solicitation of any offer to purchase or subscribe for any Ordinary Shares by any person in any jurisdiction.

CONTENTS

SUMMARY

Summaries are made up of disclosure requirements known as 'Elements'. These elements are numbered in Sections A - E (A.1 - E.7).

This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements.

Even though an Element may be required to be inserted in the summary because of the type of securities and issuer, it is possible that no relevant information can be given regarding the Element. In this case a short description of the Element is included in the summary with the mention of the words 'not applicable'.

Section A – Introduction and warnings		
Element		
A.1	Introduction	This summary should be read as an introduction to the prospectus. Any decision to invest in the securities should be based on consideration of the Prospectus as a whole by the investor. Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the Member States, have to bear the costs of translating this Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of this Prospectus or it does not provide, when read together with the other parts of this Prospectus, key information in order to aid investors when considering whether to invest in the Ordinary Shares.
A.2	Consent for intermediaries	Not applicable – there will be no resale or final placement of securities by financial intermediaries

Section B – Issuer		
Element		
B.1	Legal and Commercial Name	MBH Corporation PLC
B.2	Domicile/Legal Form/Legislation/Country of Incorporation	The Company is incorporated in England and Wales under the Companies Act 2006.

Section B – Issuer		
Element		
B.3	Current Operations / Principal Activities and Markets	MBH Corporation PLC ("**MBH**" or "**MBH Corporation**") was established in 2016 to acquire and then act as the holding company for established, profitable small-to-medium enterprises in different sectors. MBH made its first two acquisitions on 22 August 2018 and 3 September 2018, being the acquisitions of the entire issued share capital of Lara Group PLC ("**Lara**") and Corsora Limited ("**Corsora**"), respectively. Lara, in turn, acts as the holding company of two trading businesses in the UK education sector, Acacia Training Limited ("**Acacia**") and Parenta Group ("**Parenta**"). Lara acquired Acacia and Parenta shortly before Lara was acquired by MBH. Both Parenta and Acacia operate in the UK education sector: Parenta provides back office software systems to the early years nursery sector and also provides vocational training for sector professionals, while Acacia provides vocational training for apprentices and adults and is a registered provider with a number of accreditation bodies. Corsora acts as the holding company of Cape Limited ("**Cape**"), a trading business operating in the New Zealand property services sector which provides a variety of services including design implementation for commercial interiors, project management and related procurement activities. Corsora acquired Cape shortly before Corsora was acquired by MBH. MBH intends to acquire additional businesses in the education and property services sectors. The Company may also make acquisitions of established, profitable SMEs in other sectors. The businesses currently owned by the Company are based in the United Kingdom (in the case of the Group's operations in the education sector) and New Zealand (in the case of Cape). The Company may seek additional acquisitions in those territories but will consider acquisitions in any territory if they meet the Company's requirements and are considered by the Board to be in shareholders' best interests. MBH made its first two acquisitions (described above) and intends to make further acquisitions using the "Agglomeration Model", a proprietary methodology for acquiring and growing businesses in diverse sectors. The Agglomeration Model has been developed by The Unity Group of Companies Pte Limited, a private equity group based in Singapore. Permission to use the "Agglomeration" trade mark and strategy has been granted to MBH under a licence granted by Unity Group to the Company. Unity Group also provides

Section B – Issuer		
Element		
		other services to the Company in connection with the implementation of the Company's strategy, including introducing acquisition opportunities to the Company. The Agglomeration Model enables business owners of SMEs to sell their business by swapping shares in their trading businesses for shares in a publicly-listed holding company. The Agglomeration Model seeks to address the scale-based problems commonly facing many SMEs. It enables the founders of those SMEs to unlock the full potential of their businesses by providing them with greater access to capital, sectoral knowledge and the benefits that come from top-down corporate governance processes provided by MBH as a publicly-listed company, whilst at the same time maintaining the individual businesses' freedom to operate with a high degree of autonomy. This continuity of ownership facilitates the ongoing profitability of the established trading business and allows the original owners to continue operating their business substantially as they had done before acquisition, incentivising them to maintain profitability and increase returns for the Group as a whole (thereby driving increases in shareholder value at the holding company level). The Group's operations in each sector are led by an independent board of subject-matter experts, who are successful entrepreneurs with track records of growing and selling businesses in their respective sector, together with independent directors. Each sector board is tasked with facilitating the growth of the Group's businesses within the relevant sector and ensuring that the necessary resources are available to achieve that growth. MBH also has an overarching board of directors who provide structure and guidance to the sector boards, as well as being responsible for the overall governance and management of the Group.
B.4a	Significant Trends	For the nine months to 30 September 2018, MBH's trading results have been in line with management's expectations and there have not been any adverse trading conditions faced by the operating businesses. The directors are not currently aware of any material adverse conditions that will have a negative impact on the operating businesses for the remainder of FY2018.
B.5	Description of Issuer's Group	The Company is the holding company of the Group. The Issuer has two direct subsidiary undertakings: Lara and Corsora, which were acquired by the Company on 22 August 2018 and 3 September 2018, respectively.

<table>
<tr><th colspan="3">Section B – Issuer</th></tr>
<tr><td colspan="3">Element</td></tr>
<tr><td></td><td></td><td>The subsidiary arms of the Group are structured as follows:
(1) Corsora has one direct wholly-owned subsidiary, Cape Limited; and
(2) Lara has two direct subsidiaries:
• Amplify Investments Limited, which has one wholly-owned direct subsidiary, Smart Allicks Limited, which in turn owns the entire issued share capital of each of the Parenta Companies; and
• Daytrum Limited, which has one direct wholly-owned subsidiary, Acacia Training Limited.</td></tr>
<tr><td>B.6</td><td>Notifiable Interests</td><td>As at 7 November 2018, being the last practicable date prior to the publication of this document, the interests (all of which are or will be beneficial unless otherwise stated) of the Directors and their Connected Persons and Senior Management in the share capital of the Company are as follows:
<table>
<tr><th>Director/ Senior Manager</th><th>Number of Ordinary Shares held</th><th>Percentage of issued share capital</th></tr>
<tr><td>Toby Street</td><td>34,806</td><td>0.1</td></tr>
<tr><td>Callum Laing</td><td>30,906</td><td>0.1</td></tr>
<tr><td>Victor Tan</td><td>90,723</td><td>0.3</td></tr>
<tr><td>Allan Presland</td><td>11,802,308</td><td>40.4</td></tr>
<tr><td>David Hallam</td><td>610,935</td><td>2.1</td></tr>
<tr><td>Barnaby Wynter</td><td>143,159</td><td>0.5</td></tr>
<tr><td>Raphael Sandhu</td><td>12,725</td><td>0.04</td></tr>
<tr><td>David Michael Howes</td><td>2,454,742</td><td>8.4</td></tr>
</table>
The Ordinary Shares all carry the same voting rights.</td></tr>
<tr><td>B.7</td><td>Selected key historical financial information</td><td>The following information relates to MBH Corporation PLC only. It should be noted that the Company did not trade during the period covered by this financial information.

<u>Statement of Comprehensive income</u></td></tr>
</table>

Section B – Issuer		
Element		
		For the financial years ended 31 December 2017 and 31 December 2016

	2017 €	2016 €
Administrative expenses	(21)	-
Operating loss	(21)	-
Interest receivable and similar income	1	-
Loss before tax	(20)	-
Loss for the financial year	(20)	-

<u>Statement of Financial Position</u>

For the financial years ended 31 December 2017 and 31 December 2016

	2017 €	2016 €
<u>Non-current asset</u>		
Intangible assets	249,997	-
<u>Current assets</u>		
Cash at bank and in hand	3	3
<u>Current liabilities</u>		
Creditors	(20)	-
Net current (liabilities)/assets	(17)	3

During and subsequent to the period covered by the historical financial information, the following significant

Section B – Issuer		
Element		
		changes occurred in the issuer's financial condition and operating results: (1) the allotment of 249,997 new Ordinary Shares on 31 December 2017 to Unity Group in connection with the entry into a trade mark licence with the Company; (2) the Company acquired Lara on 22 August 2018 and allotted a total of 13,369,170 new Ordinary to the vendors of Lara, to Unity Group and to certain of its directors in connection with that acquisition; (3) the Company acquired Corsora on 3 September 2018 and allotted a total of 12,470,249 new Ordinary Shares to the vendors of Corsora and certain of its directors; (4) the Company allotted a total of 160,312 new Ordinary Shares on 5 September 2018 to certain of its directors in consideration for their services in relation to the above acquisitions; and (5) the Company allotted a total of 2,985,505 new Ordinary Shares on 5 September 2018 to the vendors of Lara by way of deferred consideration in connection with that acquisition.
B.8	Selected pro forma financial information	The tables below summarise the unaudited pro forma financial information for the Group for the year ended, and as at, 31 December 2017, on a consolidated basis, as if the Company and the Subsidiaries had formed a single group throughout that period. **Statement of Comprehensive income for the year ended 31 December 2017** **£'000** Revenue 24,880 Cost of goods sold (16,119) **Profit from operations 8,761** Administrative expenses (5,666) Depreciation and amortisation expense (480) Net finance expense (31) **Profit before tax 2,584** Tax expense (453) **Profit after tax 2,131** **EBITDA 3,095** **Statement of Financial Position As at 31 December 2017** **£'000**

Section B – Issuer		
Element		
		Non-current assets Property, plant and equipment 225 Intangible assets 2,545 **2,770** **Current assets** Trade and other receivables 4,182 Cash and cash equivalents 395 **4,577** **Total assets 7,347** **Current liabilities** Trade and other payables 2,033 Bank overdraft 189 Income tax payable 299 **2,522** **Non-current liabilities** Trade and other payables 146 Deferred tax provisions 13 **159** **Total liabilities 2,681** **Net assets 4,666** **Equity attributable to owners of the parent** Share capital 273 Equity reserve 380 Merger reserve 249 Translation reserve 162 Retained earnings 3,603 **Total equity attributable to owners of the parent 4,666** **Non-controlling interest -** **Total equity 4,666**
B.9	Profit forecast/estimate	Not applicable: This Prospectus does not contain profit forecasts or estimates.
B.10	Audit report – qualifications	Not applicable: The audit reports on the historical financial information contained in this Prospectus do not contain any qualifications.
B.11	Insufficient working capital	Not applicable: The Directors are of the opinion that the working capital of the Group is sufficient for its present requirements, that is, for at least the period of 12 months from the date of this Prospectus.

Section C - Securities		
Element		
C.1	Description of type and class	The securities being admitted to trading are Ordinary Shares of the Company of €1.00 nominal value each, whose

Section C - Securities		
Element		
	of securities being offered	ISIN is GB00BF1GH114 and SEDOL is BF1GH11.
C.2	Currency of securities	The Ordinary Shares are denominated in Euros.
C.3	Issued Share Capital	29,235,236 Ordinary Shares of €1.00 each. The Company has no other securities in issue.
C.4	Rights attaching to the Ordinary Shares	The Ordinary Shares rank equally for voting purposes. On a show of hands, each Shareholder has one vote and on a poll each Shareholder has one vote per Ordinary Share held. The Ordinary Shares rank equally for dividends declared and for any distributions on a winding-up. The Ordinary Shares rank equally in the right to receive a relative proportion of shares in the case of a capitalisation of reserves.
C.5	Restrictions on transfer	The Ordinary Shares are freely transferrable and there are no restrictions on transfer.
C.6	Admission to trading	Application has been made for the Ordinary Shares to be admitted to trading on the Primärmarkt segment of the Düsseldorf Stock Exchange. It is also proposed that the Ordinary Shares will be listed on the Quotation Board of the Frankfurt Stock Exchange as soon as reasonably practicable after Admission.
C.7	Dividend Policy	The Company intends to pay dividends to Shareholders. All dividends or other distributions will be made at the absolute discretion of the Directors and subject to applicable requirements of the Companies Act. The payment of any dividend in accordance with the Company's dividend policy will depend upon a number of factors, including the availability of sufficient distributable reserves and the Company’s ongoing working capital requirements. The generation of profits for distribution will depend on many factors, including the successful delivery of the Company’s growth strategy, competition, macro-economic conditions, financing costs and taxes.

Section D - Risks		
Element		
D.1	Risks that are specific to the Issuer or its industry	***Risks specific to the issuer*** *The Company is a newly established company with limited operating history in its own right* The Company was incorporated in June 2016 for the express purpose of acquiring businesses and acting as a

Section D - Risks		
Element		
		group holding company. From the time of its incorporation until completion of its first two acquisitions in 2018, the Company had not commenced operations and had no operating history in its own right. *No track record in operating the Agglomeration Model and the Agglomeration Model is untested* The Company has adopted the Agglomeration Model as its framework for acquiring existing businesses. Further information on the Agglomeration Model is set out in Part 1 of this document. The Agglomeration Model has been developed by the Unity Group (from which MBH has licenced the use of the Agglomeration Model) and is new and untested and MBH has no track record in operating the Agglomeration Model and has only recently made its first two acquisitions. There can be no guarantee that the Company's implementation of the Agglomeration Model will be successful. If the Company is not able to successfully implement the Agglomeration Model, this may have an adverse impact on the Group's performance prospects, financial results and financial condition. *There are potential disadvantages associated with the Agglomeration Model* As a new business model, the Company's management may need to spend management time educating business owners about the Agglomeration Model and the implications and practicalities associated with being acquired by the Company, which could distract MBH's management from focusing on the underlying value proposition of potential target companies. In addition, the Agglomeration Model is dependent in part upon geographical and sector diversity among the businesses it acquires. However, with such diversification there is a risk of an associated management overhead in understanding local legal and regulatory issues associated with potential target companies. *Failure to successfully implement growth strategies of the Company's underlying businesses* The Company's performance and returns to Shareholders will depend on the financial and operational performance of the Group's underlying businesses and their respective returns. A failure to implement the Group's strategy of growing its core business both organically and through acquisitions of further suitable companies may have an adverse impact on the Group's performance prospects, financial results and financial condition. In addition to potential further acquisitions, the Company intends to pursue expansion through the development of new products and services within its existing businesses, including by expanding its client base in the education

Section D - Risks		
Element		
		sector, which the Board believes will generate growth opportunities. However, there is no guarantee that the Group will be able to generate these gains and hence meet its growth and financial targets for those underlying businesses. *Competition* The Group's businesses operate in highly competitive markets with relatively low barriers to entry. Larger companies may be able to offer more competitive rates which may have a material adverse effect on the Group's sales of products and services. *Difficulties in acquiring suitable target businesses* The Company's strategy is dependent to a significant extent on its ability to identify sufficient suitable acquisition opportunities and to execute these transactions at a price consistent with the Company's strategy. If the Company cannot identify suitable acquisitions, or successfully execute any such transactions, this may have an adverse effect on the Group's financial and operational performance. *Due diligence performed in connection with potential acquisitions* The Company intends to conduct a robust due diligence process in relation to potential acquisitions, based on the facts and circumstances applicable to each potential acquisition. When conducting due diligence and making an assessment regarding an acquisition, the Company will be required to rely on resources available to it, including public information and information provided by the vendor where such vendor is willing or able to provide such information. In certain circumstances, the Company may also retain third party advisers to assist it in its due diligence investigation. There can be no assurance that the due diligence undertaken with respect to any potential acquisition will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such acquisition or formulating business strategies. ***Risks specific to the industries in which the issuer has operations*** *Demand for education services and future performance* The demand for education services is linked to global and regional GDP growth trends. Repeat sales rely on strong customer relationships and a high level of service and operational efficiency. Despite the fact that the Group expects the demand for education to increase generally in the relevant markets it is targeting, there is no guarantee that this will be the case. In particular, the education

Section D - Risks		
Element		
		services market is subject to considerable political control and changes in policy in the UK, whether by the current government or a subsequent one, which could adversely affect the Company's ability to meet its objectives. *Regulations of the Office for Standards in Education, Children's Services and Skills ("**Ofsted**")* The education industry is subject to stringent requirements imposed by Ofsted, with which the Group's education businesses must comply to continue providing services to their customers. Any detrimental grading of the Group's operations or businesses by Ofsted could result in immediate termination of contracts with customers, which may have a significant adverse effect on the Group's operations and financial performance. *Education and Skills Funding Agency ("ESFA")* The ESFA regulates and funds vocational training (including apprenticeships) in England. The Group's education businesses are a prime provider of vocational training and have a direct contractual relationship with the ESFA. They are also a sub-contractor of other companies who are prime providers to ESFA and have a direct contractual relationship with the ESFA. Accordingly, failure to comply with the ESFA's funding criteria, or failure to achieve a successful audit from the ESFA, could lead to withdrawal of funding which may result in immediate termination of contracts with the Group's customers which may have a significant adverse effect on the Group's operations and financial performance. *Provision of software* The Company's education businesses provide software to multiple other companies within the education sector. A significant service failure, a significant outage, or significant bug in the software could result in customers cancelling contracts which may have a significant adverse effect on the Group's operations and financial performance. *Demand for property services and future performance* The Company's property services business is subject to the general movements of the construction and property markets in New Zealand. These markets tend to be cyclical and closely follow the condition of the economy as a whole. They are also affected by a number of external factors beyond the control of the Group such as the cost of construction materials imported from offshore suppliers. The financial performance of the Group could be adversely affected by a worsening of general economic conditions in

Section D - Risks		
Element		
		New Zealand and any subsequent downturn in the construction and property markets. *Cape's business is reliant on sub-contractors to provide services to its customers* Cape is reliant on the provision of services by sub-contractors to perform the majority of the works undertaken for Cape's customers. Cape uses a range of sub-contractors to spread its risk. However, there remains a risk that sub-contractors engaged by Cape could cease trading and/or fail to perform their obligations in respect of Cape's customers. This eventuality could require Cape to engage replacement sub-contractors. Cape may be unable to procure replacement sub-contractors at all or on a timely basis or on commercially acceptable terms. This could lead to Cape incurring liabilities and/or to an adverse impact on Cape's profits which may have an adverse impact on the Group's current and future operations and financial condition. *Cape's business is dependent on a small number of key personnel* Cape's success is reliant on retention of certain key personnel. Whilst there are long-term service agreements in place with certain key personnel, which also impose post-termination restrictions on these individuals, there remains a risk of ill-health or incapacity. Any loss of one or more member of senior management could have a material adverse effect on Cape's business, results of operations, prospects and/or financial condition. *The New Zealand property services market suffers from a lack of suitably qualified individuals* Suitably qualified property services professionals are currently in short supply in New Zealand and Cape may have to expend resources on recruitment and training. Any significant shortage of suitably qualified and trained employees could have a material adverse effect on Cape's business, results of operations, prospects and/or financial condition. *Cape's business is dependent on a number of key clients* The Company's property services business has a small number of key clients, the loss of any of which could have a material adverse effect on Cape's business, results of operations, prospects and/or financial condition.
D.3	Risks relating to the Ordinary	The Company can give no assurance that an active trading market for the Ordinary Shares will develop on the Primärmarkt, the Frankfurt Stock Exchange or elsewhere or,

Section D - Risks		
Element		
	Shares	if such an active trading market is developed, can be sustained. If an active trading market is not developed or maintained, the liquidity and trading price of the Ordinary Shares could be adversely affected. The Company may issue Ordinary Shares from time to time as consideration for future acquisitions and investments. In the event that any such acquisition or investment is significant, the number of Ordinary Shares issued may be significant. If the holders of these shares then sought to dispose of some or all of their shareholding, this may cause downward pressure on the Company's share price.

Section E - Securities		
Element		
E.1	Net Proceeds/Expenses	Not applicable: the Company is not offering any Ordinary Shares or any other securities in connection with Admission and therefore is not receiving proceeds. The total costs (including fees and commissions, but exclusive of VAT) payable by the Company in connection with Admission are estimated to be £269,113.
E.2a	Reasons for the offer/Use of Proceeds	Not applicable: There is no offer of securities and the Company is not receiving proceeds in connection with Admission.
E.3	Terms and Conditions of the Offer	Not applicable: There is no offering of Ordinary Shares nor any other securities in connection with Admission.
E.4	Material Interests	Not applicable: There are no interests known to the Company which are material to Admission.
E.5	Selling Shareholder/Lock up Arrangement	Certain of the Company's shareholders will be subject to a 12 month lock-up arrangement.
E.6	Dilution	Not applicable: There is no dilution in connection with Admission.
E.7	Estimated expenses charged to investors	Not applicable: No expenses will be directly charged to investors in connection with Admission.

RISK FACTORS

The Group's business, financial condition or results of operations could be materially and adversely affected by the risks described below. In such cases, the market price of the Ordinary Shares may decline due to any of these risks and investors may lose all or part of their investment.

The below risks and uncertainties are not the only ones facing the Group. The order in which risks are presented is not necessarily an indication of the likelihood of the risks actually materialising, of the potential significance of the risks or of the scope of any potential harm to the Group's business operations, prospects, financial condition and operational results. Additional risks and uncertainties relating to the Group that are not currently known to the Group, or that the Group currently deems immaterial, may individually or cumulatively also have a material adverse effect on the Group's business operations, prospects, financial condition and operational results. If any such risks should occur, the price of the Ordinary Shares may decline and investors could lose all or part of their investment.

1 RISKS RELATING TO THE COMPANY

The Company is a newly established company with limited operating history in its own right

The Company was incorporated in June 2016 for the express purpose of acquiring established, profitable businesses and acting as a holding company. From the time of its incorporation until completion of its first two acquisitions in 2018, the Company did not trade. Therefore, no substantial track record upon which prospective investors may base an evaluation of the likely performance of the Company exists. However, the businesses which the Company has recently acquired are established, profitable businesses with a track record in their respective sectors. Historical financial information in relation to the operations of each of those underlying businesses, together with unaudited pro forma financial information in relation to the Group (prepared as if the Company and the Subsidiaries had formed a single group throughout the 12 month period ending on 31 December 2017), are included in this document.

The Company has no track record in operating the Agglomeration Model and the Agglomeration Model is untested

The Company has adopted the Agglomeration Model as its framework for carrying out acquisitions. Further information on the Agglomeration Model is set out in Part 1 of this document. The Agglomeration Model has been developed by the Unity Group (from which MBH has licenced the use of the Agglomeration Model) and is new and untested and MBH has no track record in operating the Agglomeration Model and has only recently made its first two acquisitions. There can be no guarantee that the Company's implementation of the Agglomeration Model will be successful. If the Company is not able to successfully implement the Agglomeration Model, this may have an adverse impact on the Group's performance prospects, financial results and financial condition.

Potential disadvantages of the Company's business model

There are certain potential disadvantages associated with the Agglomeration Model which may have an adverse impact on the Group's financial condition if not effectively managed. As a new business model, the Company's management may need to spend management time educating business owners about the Agglomeration Model and the implications and practicalities associated with being acquired by the Company, which could distract MBH's management from focusing on the underlying value proposition of potential target companies. In addition, the Agglomeration Model is dependent in part upon geographical and sector diversity among the businesses it acquires. However, by diversifying across multiple sectors and multiple geographies there is an associated management overhead in understanding local legal and regulatory issues associated with potential target companies.

A core element of the Agglomeration Model is that day-to-day management of the underlying businesses remains decentralised so as to not place unnecessary restrictions on the underlying businesses. That is, the underlying businesses are left to be run largely as they were before acquisition by the Company. There are, however, certain risks associated with such decentralisation. For example, the Company's underlying businesses will continue to utilise their own existing (non-centralised) financial systems on a day-to-day basis and these will likely vary across the Company's underlying businesses, which could require further management time to review and consolidate. Furthermore, each underlying business will continue to operate under its existing processes and policies, which have been developed by that business prior to it being acquired by the Company. Although the Company has implemented, and will continue to implement, policies and procedures in relation to matters such as centralised financial reporting and corporate governance practices, there can be no guarantee that such policies will entirely mitigate the potential disadvantages explained above.

The performance of the Company depends upon the performance of the Company's subsidiaries

The Company is a holding company of a diversified Group. Although it is intended that the businesses acquired by the Company prior to the date of this Prospectus and in the future will continue to be operated substantially as they were prior to acquisition by the Company, there can be no certainty that there will be no adverse consequences arising from their being acquired. The Company's performance and returns to Shareholders will depend on the financial and operational performance of the Subsidiaries and their respective returns.

Difficulties in acquiring suitable target businesses

The Company's strategy is dependent to a significant extent on its ability to identify sufficient suitable acquisition opportunities and to execute these transactions at a price consistent with the Company's strategy. If the Company cannot identify suitable acquisitions, or successfully execute any such transactions, this may have an adverse effect on the Group's financial and operational performance. In addition, if the Company fails to complete an acquisition which it has been pursuing for any reason, it may be liable for substantial transaction costs in relation to the due diligence it has performed, fees owed to advisers and other expenses.

The Company may also compete with a number of entities for potential acquisitions. There are few barriers to entry into certain of the markets in which the Company's businesses operate, other than the requirement for capital. The Company expects that it will face competition primarily from strategic buyers.

Due diligence performed in connection with potential acquisitions

The Company intends to conduct a robust due diligence process in relation to potential acquisitions, based on the facts and circumstances applicable to each potential acquisition. The objective of the due diligence process will be to identify material issues which might affect the Directors' decision to approve an acquisition. The Company intends to use information provided by the due diligence process as the basis for formulating its business plan in relation to the acquired businesses.

When conducting due diligence and making an assessment regarding an acquisition, the Company will be required to rely on resources available to it, including public information and information provided by the vendor where such vendor is willing or able to provide such information. In certain circumstances, the Company may also retain third party advisers to assist it in its due diligence investigation. There can be no assurance that the due diligence undertaken with respect to any potential acquisition will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such acquisition or formulating business strategies.

Furthermore, there can be no assurance as to the adequacy or accuracy of information provided during any due diligence exercise or that such information will be accurate and/or remain accurate in the period from the conclusion of the due diligence exercise until the making of the acquisition. The due diligence process is inherently subjective. As part of the due diligence process, the Company will make subjective assumptions, estimates and judgments based on limited information regarding the value, performance and prospects of a potential acquisition opportunity. The Company can provide no assurances that the due diligence exercise will result in an acquisition being successful. If the due diligence investigation fails to identify correctly material information regarding an acquisition opportunity, the Company may later be forced to write down the value of certain of its underlying businesses.

The acquisition and integration of small privately-owned businesses is a timely, complex, and costly process which may have adverse effects on the Group's results. For example, distraction of management's attention from the day to day running of the business, failure to retain key personnel due to uncertainty, risks associated with unanticipated events or liabilities and difficulties in the assimilation of the operations, systems, services and products of the acquired businesses. There can be no assurance that the Group's acquisition targets will be acquired and this may have a negative impact on the Company's strategy. Whilst the Group will perform a robust due diligence in advance of completing any acquisitions, there is no guarantee that any business acquired will continue to perform at a level or better than historically achieved, or that management will be successful in delivering any anticipated synergies.

Failure to successfully implement growth strategies of the Company's underlying businesses

The Group intends to pursue expansion through both the acquisition of new businesses, and through the development of existing and new clients and new products and services within its current businesses. However, there is no guarantee that the Group will be able to grow its businesses in this way and hence meet its growth and financial targets.

As noted above, the Company is also looking to acquire strategically selected entities intended to complement and expand the current service offerings within its existing businesses in the education and property services sectors and potentially in other sectors. Adding new companies to the Group's portfolio may add complexity and potential risks to controls and potentially in other sectors and earnings and could have an adverse effect on the Group's results of operations, financial condition and future prospects.

The results of the Group's operations will depend on many factors, including (but not limited to) the ability to manage and develop the Group's businesses and other operational risks disclosed in this document and general political and economic conditions.

Certain factors such as customer retention could make the Group's plans to increase the value of acquired businesses difficult to implement. Even if implemented, there can be no assurance that the Group's plans will be successful. Any failure to implement these strategies successfully, or the failure of these strategies to deliver the anticipated benefits in relation to the acquired businesses, could have a material adverse effect on the Group's performance prospects, results of operations and financial condition.

Additional financing requirements

The Company expects to incur expenses in connection with its acquisition strategy (although it should be noted that the Company intends to use share based consideration for the majority of future acquisitions). In order to finance fully the Group's acquisition strategy, the Company may require more capital than is available from its existing cash balances. Access to adequate additional financing, whether through, for example, debt financing or an equity capital raising, may not be available to the Company on acceptable terms, or at all. If the Company is unable to raise capital, the Company could be forced to delay and/or withdraw from certain potential acquisitions. Any equity fundraising may be dilutive for Shareholders and could depress the value of the Ordinary Shares. Any of these events could have a material adverse effect on the Group's business, financial condition, capital resources, results and/or future operations and may lead the Company to delay, reduce or abandon certain of its businesses and/or their products and services.

Debt financing

Although the Company intends to use share-based consideration for the majority of future acquisitions the Company may use debt financing where appropriate to part-finance acquisitions. The extent of any debt financing and the terms thereof will depend on factors such as the size and nature of the potential acquisition, financial market conditions and the lenders' estimate of the stability of the enlarged Group's cash flow and of the value of the underlying business or businesses which the Company proposes to acquire.

The global and European financial markets have experienced difficult liquidity conditions in recent years, which has resulted in a large reduction in interbank lending and in wholesale short- and long-term funding markets. In turn this has reduced commercial banks' willingness to provide debt financing to commercial customers either at all or on commercially acceptable terms. Such constraints in the debt markets may persist in the medium- to long-term. Accordingly, the Group can provide no assurance that it will be able to obtain debt financing on commercially acceptable terms, or at all. To the extent that debt financing is necessary to complete a potential acquisition and remains unavailable or only available on terms that are unacceptable to the Group, the Group may be compelled either to restructure or abandon the potential acquisition or proceed with the potential acquisition on less favourable terms. Any delay in obtaining or failure to obtain debt financing may impair the Group's ability to make any such potential acquisitions, which could have a material adverse effect on the Group's performance prospects, results of operations and financial condition.

A single Shareholder has a significant influence over the Company

Allan Presland has an interest in approximately 40.5 per cent. of the Ordinary Shares as at the date of this document. As a result, Mr. Presland will possess sufficient voting power to have a significant influence over all matters requiring Shareholder approval. The interests of Mr. Presland may not always be aligned with those of other holders of Ordinary Shares. In particular, Mr. Presland may hold interests in, or may make acquisitions of, or investments in, other businesses that may be, or may become, competitors of the Company. As the Company acquires additional companies, Mr Presland's interest in the Company will be reduced.

Competition

The Group's underlying businesses operate in highly competitive markets with relatively low barriers to entry. Due to possessing greater resources and potentially benefitting from economies of scale, larger companies may be able to offer more competitive rates which may have a material adverse effect on the sales of products and services by the Group's businesses. Parenta competes with operators in both the UK software and vocational training markets. However, it does not have any competitors who provide the same range of products and services to the sector. Cape competes with property services providers in the New

Zealand property services sector. These competitors include Alaska Construction Interiors, Focus Construction Group and Aspect Business Interiors amongst others.

Dependence on key personnel

The future success of the Group will be dependent upon the ongoing services and expertise of its Executive Directors, Board and the senior management team outlined in Part 2 of this document. Whilst the Group has entered into service agreements with each member of the Board and the senior management team, the retention of their services cannot be guaranteed. If any key person resigns, a suitable replacement with requisite skills, contacts and experience may not be immediately found which may have an adverse effect on the Group's businesses, financial condition, prospects and results of operations. This risk is also applicable for certain key founders of each of the underlying businesses, the loss of whom may have an adverse effect on the Group's businesses, financial condition, prospects and results of operations. These individuals are David Howes in respect of Cape Limited, Victoria Sylvester in respect of Acacia Training Limited and Allan Presland in respect of the Parenta Group. It should be noted that Mr Presland has developed a strong management team within the Parenta business who would be able to continue day-to-day operations and would, in due course, absorb the management responsibilities currently associated with his role. This model is being replicated across the senior management teams of Cape Limited and Acacia Training Limited to mitigate any adverse impact on the relevant businesses in the event that any of the aforementioned relevant senior personnel depart.

Litigation

The Group is currently not engaged in material litigation. However, from time to time, the Group may be subject to litigation arising from its operations, distribution and sales. Damages claimed, awarded, settled or paid under any litigation or arbitration may be material or may be indeterminate, and the outcome of such litigation or arbitration may have a material adverse effect on the Group's business, financial condition, capital resources, results and/or future operations.

Whilst the Group will assess the merits of each lawsuit and defend itself accordingly, it may be required to incur significant expenses or devote significant resources to defend itself against any such litigation. In addition, any adverse publicity surrounding such claims may have a material adverse effect on the Group's business, financial condition, capital resources, results and/or future operations. Claimants in any litigation proceedings may be able to devote substantially greater financial resources to any litigation proceedings. The Group may not prevail in any such litigation. Any litigation, whether or not determined in the Group's favour or settled by the Group, may be costly and may divert the efforts and attention of the Group's management and other personnel from normal business operations, and may have a material adverse effect on the Group's business, financial condition, capital resources, results and/or future operations.

Protection of intellectual property rights

The Group's ability to compete depends in part upon the successful protection of its intellectual property, in particular its copyright, trademarks, know-how and trade secrets. The Group seeks to protect its intellectual property through the use of robust confidentiality obligations on its employees (and any contractors) and in the future it may file patent and trademark applications if appropriate. Despite these precautions that may be taken by the Group to protect its intellectual technology and products, unauthorised third parties may attempt to copy, or obtain and use its technology and products. A third party may infringe upon the intellectual property of the Company's underlying businesses, release information considered confidential about the Group's intellectual property and/or claim technology that is registered to the Group. In addition, the Group may fail to discover infringement of its intellectual property, and/or any steps taken or that will be taken by it may not be sufficient to protect its intellectual property rights or prevent others from seeking to invalidate its intellectual property or block sales of its products by alleging a breach of their intellectual property. Any of these events may have a material adverse effect on the Group's business, financial condition, results and/or future operations.

IT systems

Any material failure in the Group's IT applications, systems and infrastructure or any failure to maintain, invest in or improve them over the coming years may lead to material operational and systems disruptions which could have a material adverse effect on the Group's results of operations, financial condition and future prospects. In addition, poor maintenance of any part of the Group's IT infrastructure may result in the loss of information and data stored by the Group and any such loss may have a material adverse effect on the Group's reputation, results of operations, financial condition and future prospects.

In addition, the Group may face online security breaches, including hacking and vandalism. The Group cannot guarantee absolute protection against unauthorised attempts to access its information technology and communication systems, including malicious third-party applications that may interfere with or exploit security flaws in its products and services. Viruses, worms and other malicious software programs could, among other things, jeopardise the security of information stored in the Group's computer systems. If any compromise in the Group's security measures were to occur and the Group's efforts to combat this breach are unsuccessful, the Group's reputation may be harmed leading to a material adverse effect on the Group's business, financial condition, capital resources, results and/or future operations.

Diversity and complexity of operations

The Group is planning to pursue a strategy of further acquisitions in various sectors as and when suitable acquisition opportunities are presented. Adding new companies to the Group's portfolio may add complexity and potential risks to controls and earnings and thereby have an adverse effect on the Group's result of operations, financial condition and future prospects.

Exchange rate risk

The sales of the Group's underlying businesses are currently denominated in Sterling and NZD. If the Company decides to acquire businesses operating in countries which use a different currency, this may give rise to a risk of adverse movements in the exchange rate which could cause costs to increase and revenues to decrease thereby having an adverse effect on the Group's results of operations, financial condition and future prospects. The Directors will, where appropriate, consider using certain derivative financial instruments, including foreign current forward contracts used to hedge sale commitments denominated in foreign currencies, to reduce the Group's exposure to this risk.

Labour costs

Wage rate inflation may result in an increase in net labour costs, and/or the loss of skilled staff to a higher paying role in a different company. There is also a risk concerning the statutory costs to employ across the regions in which the Group's businesses operates, which could increase. Any increases in labour costs and costs to employ, could have an adverse effect on the Group's results.

Interest rates

Changes in interest rates may affect the profitability of the Group by affecting the difference between, among other things, the income generated by its underlying businesses and the expenses incurred on any interest-bearing liabilities. Interest rates are highly sensitive to many factors, including governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits, regulatory requirements and other factors beyond the control of the Company.

2 RISKS RELATING TO THE EDUCATION SERVICES SECTOR

Demand for education services and future performance

The demand for education services is linked to global and regional GDP growth trends. Repeat sales rely on strong customer relationships and a high level of service and operational efficiency. Despite the fact that the Group expects the demand for education to increase generally in the relevant markets it is targeting, there is no guarantee that this will be the case. The Group may not be able to achieve the objectives referred to in this document and no representation or warranty is given by any person that the Company will be able to achieve any returns referred to in this document. In particular, the education services market is subject to considerable political control and changes in policy in the UK, whether by the current government or a subsequent one, which could adversely affect the Company's ability to meet its objectives.

Regulations of the Office for Standards in Education, Children's Services and Skills ("Ofsted")

The education industry is subject to stringent requirements imposed by Ofsted, with which the Company's underlying education businesses must comply to continue providing services to their customers. Any detrimental grading of the Company's operations or businesses by Ofsted could result in immediate termination of contracts with customers, which may have a significant adverse effect on the Group's operations and financial performance. Although the Company's education businesses do not currently operate in countries other than England, there are equivalent regulatory bodies in other countries which may affect any additional companies acquired in the future.

Education and Skills Funding Agency ("ESFA")

The ESFA regulates and funds vocational training (including apprenticeships) in England. The Company's education businesses are a prime provider of vocational training and as such they have a direct contractual relationship with the ESFA. They are also a sub-contractor of other companies who are prime providers to the ESFA and have a direct contractual relationship with the ESFA. Accordingly, failure to comply with the ESFA's funding criteria, or failure to achieve a successful audit from the ESFA, could lead to withdrawal of funding which may result in immediate termination of contracts with the Group's customers which may have a significant adverse effect on the Group's operations and financial performance.

Both Acacia Training Limited and Parenta are licenced by the ESFA. Whilst termination of a licence by the ESFA would adversely affect the entity from which the licence had been withdrawn, the ESFA would in this situation seek to protect the underlying learners associated with the licenced company, and the ESFA may permit the transfer of these learners from one licenced entity to another (i.e. from Parenta to Acacia and vice versa). There is no certainty that the ESFA would engage Parenta or Acacia as an alternative provider of services in the event that one of those companies were to lose its ESFA accreditation and funding. However, in the experience of the Group's senior management, the ESFA would not necessarily be unwilling to do so and its primary concern in such circumstances would be to ensure the continuity of services to learners through the appointment of a suitable replacement provider.

Provision of software

The Company's education businesses provide software to multiple other companies within the education sector. A significant service failure, a significant outage, or significant bug in the software could result in customers cancelling contracts which may have a significant adverse effect on the Group's operations and financial performance.

Retention of customers

There is a lack of certainty in respect of the retention of certain existing customers who may elect not to continue trading with the Group's education services businesses, or the volume with which they will continue to trade with those businesses. Any loss of a substantial number of customers, or the loss of any key customers who generate substantial revenue for the Group, could have a material adverse effect on the Group's results of operations, financial condition and prospects.

3 RISKS RELATING TO THE PROPERTY SERVICES SECTOR

Demand for property services and future performance

The Company's property services business is subject to the general movements of the construction and property markets in New Zealand. These markets tend to be cyclical and closely follow the condition of the economy as a whole. They are also affected by a number of external factors beyond the control of the Group such as the cost of construction materials imported from offshore suppliers. The financial performance of the Group could be adversely affected by a worsening of general economic conditions in New Zealand and any subsequent downturn in the construction and property markets.

Cape's business is reliant on sub-contractors to provide services to its customers

The Group's existing business in the property services sector, Cape, is reliant on the provision of services by sub-contractors to perform the majority of the works undertaken for Cape's customers. Cape uses a range of sub-contractors to spread its risk. However, there remains a risk that sub-contractors engaged by Cape could cease trading and/or fail to perform their obligations in respect of Cape's customers. Any such cessation of trading or failure to perform by those sub-contractors may require Cape to engage replacement sub-contractors with appropriate skills and expertise. While Cape has strong relationships with a range of subcontractors, it may nonetheless be unable to procure replacement sub-contractors at all or on a timely basis or on commercially acceptable terms. Any of these scenarios may lead to Cape incurring liabilities and/or may have an adverse impact on Cape's profits and, in turn, this may have an adverse impact on the Group's current and future operations and financial condition.

The New Zealand property services market suffers from a shortage of suitably qualified individuals

Suitably qualified property services professionals are currently in short supply in New Zealand and Cape may find it difficult to recruit in order to expand its business or to replace individuals who leave. Any delay or inability to recruit suitably qualified and trained employees could have a material adverse effect on Cape's ability to operate and/or expand its business and therefore on its results of operations, prospects and/or financial condition.

Cape's business is dependent on a number of key clients

Cape's business has a relatively small number of key clients, the loss of any of which could have a material adverse effect on Cape's business, results of operations, prospects and/or financial condition. Cape derives approximately 20% of its revenue from a single client, meaning its overall financial performance could be sensitive to the loss of that client. However, in circumstances where a major customer contract was lost by Cape, it is expected that Cape would continue to operate its remaining business as normal while also seeking out business from new clients.

4 RISKS RELATING TO THE ORDINARY SHARES

An active trading market may not develop or be sustained in the future

The Company has applied to the Düsseldorf Stock Exchange for admission to trading of the Ordinary Shares on the Primärmarkt segment and intends to subsequently apply for trading of the Ordinary Shares to trading on the Quotation Board segment of the Frankfurt Stock Exchange. Although the Ordinary Shares are already listed on the junior market (the "*allgemeiner Freiverkehr*") of the Düsseldorf Stock Exchange, the Company can give no assurance that an active trading market for the Ordinary Shares will develop on the Primärmarkt, the Frankfurt Stock Exchange or elsewhere or, if such an active trading market is developed, can be sustained. If an active trading market is not developed or maintained, the liquidity and trading price of the Ordinary Shares could be adversely affected.

Share price volatility

The market price of the Ordinary Shares may be subject to wide fluctuations in response to a range of events. Factors that may cause the market price of the Ordinary Shares to vary include, but are not limited to:

- variations in operating results;
- macro-economic conditions;
- foreign currency exchange fluctuations relating to the denominations in which the Group conducts business and holds cash reserves;
- market conditions in the industries in which the Group operates and the economy as a whole;
- actual or expected changes in the Group's growth rates or competitors' growth rates;
- changes in the market valuation of similar companies;
- trading volume of the Ordinary Shares;
- sales of the Ordinary Shares by the Directors or Shareholders; and
- adoption or modification of regulations, policies, procedures or programmes applicable to the Group's business.

In addition, if equity markets in general experience loss of investor confidence, the trading price of the Ordinary Shares could decline for reasons unrelated to the Group's businesses, financial condition or operating results. The trading price of the Ordinary Shares might also decline in reaction to events that affect other companies in one or more of the industries in which the Group has operations, even if these events do not directly affect the Group. Each of these factors, among others, could harm the value of an investment in the Ordinary Shares. In the past, following periods of volatility in the market, securities litigation has often been instituted against companies. Such litigation, if instituted against the Group, could result in substantial costs and diversion of management's attention and resources, which could materially and adversely affect the business, operating results and financial condition of the Group.

Future issues or sales of the Ordinary Shares could cause the share price to decline

If the Company issues equity securities in the future or if Shareholders sell a substantial number of the Ordinary Shares in the public market after the expiry of the lock-up arrangements to which those shareholders are subject, or if there is a perception that these sales or issuances might occur, the market price of the Ordinary Shares could decline.

The Company may issue Ordinary Shares from time to time as consideration for future acquisitions and investments. In the event that any such acquisition or investment is significant, the number of Ordinary Shares issued may be significant. If the holders of those shares then sought to dispose of their shareholding, this may cause further downward pressure on the Company's share price.

Dilution of Shareholders' interests as a result of additional equity fundraising

As noted above, the Group may decide to raise additional funds in the future to finance, amongst other things, acquisitions and/or expansion of the Group's existing businesses. If and to the extent that any such additional funds are raised through the issuance of new equity or equity-linked securities of the Company other than on a pre-emptive basis to existing Shareholders, the percentage ownership of the existing Shareholders may be reduced. In addition, the issue of additional shares by the Company, or the possibility of such issue, may cause the market price of the Ordinary Shares to decline and may make it more difficult for Shareholders to sell Ordinary Shares at a desirable time or price.

5 RISKS RELATING TO LEGISLATION AND REGULATION

Compliance with laws and regulations

The Company and its businesses are required to comply with a variety of laws and regulations of local, regional, national and European Union authorities, including employment, health and safety, tax, environmental and other laws and regulations. If any company within the Group fails to comply with these laws and regulations, the Group may have to pay penalties or private damage awards. In addition, changes in existing laws or regulations, or their interpretation or enforcement, could require the Group to incur additional costs in complying with those laws or regulations, operations or accounting and reporting systems, leading to additional costs or loss of revenue.

Employment laws and regulations

The Group and its underlying businesses are also subject to various regulations governing the Group's relationship with employees, including such matters as the treatment of part-time or agency workers, employers' National Insurance Contributions, overtime and other working conditions. A failure to comply with one or more regulations could result in the imposition of sanctions, including the closing of facilities for an indeterminate period of time or third-party litigation, any of which could have a material adverse effect on the Group's business, financial condition, capital resources, results and/or future operations.

General Data Protection Regulation ("GDPR")

The GDPR came into force on 25 May 2018 and introduced new requirements in relation to how companies can obtain and use personal data. The Group is cognisant of its obligations pursuant to GDPR and has implemented strategies and systems to ensure it is compliant. Nonetheless, any form of data loss or a data breach could result in significant fines to the Group which would affect its financial performance.

UK Leaving Europe

A referendum was held in the UK on 23 June 2016 to decide whether the UK should remain in the EU. A vote was given in favour of the UK leaving the EU, which is scheduled to formally occur by no later than 29 March 2019 ("**Brexit**"). The extent of the impact of Brexit on the Group will depend in part on the nature of the arrangements that are put in place between the UK and the EU following Brexit. In addition, the macroeconomic effect of Brexit on the childcare industry is unknown. It remains unclear how Brexit will affect the UK's trading relationships, corporate taxation policy, movement of people and other regulatory affairs. As such, it is not possible to state accurately the impact that Brexit will have on the Group and its operations or those of its customers. Brexit could also potentially increase the regulatory compliance and/or tax burden on the Group. Brexit could restrict the Group's future activities and may have a material adverse effect on the Group's business, financial condition, capital resources, results and/or future operations.

6 RISKS RELATING TO TAXATION

The tax rules and their interpretation relating to an investment in the Company may change during the life of the Company. The levels of, and relief from, taxation may change. Any tax reliefs referred to in this document are those currently available and their application depends on the individual circumstances of investors.

Any change in the Company's tax status, or the tax applicable to holding Ordinary Shares, or in taxation legislation or its interpretation, could affect the value of the assets held by the Company or the Group, affect the Company's ability to provide returns to Shareholders and/or alter the post-tax return of Shareholders. Statements in this document concerning the taxation of the Company, the Group and/or its investors are based upon current law and practice which are subject to change.

7 GENERAL RISKS

Economic, political and market factors

There are many factors which can affect performance of the Group, including the level of consumer spending in the territories where the Group's businesses operate. In addition, factors which may impact consumer spending and the level of purchasing from the Group include the relevant region's economic development along with currency exchange rates, inflation, deflation and political uncertainty. These factors are all beyond the control of the Group but may impact on the performance of the Group, which may decline as a result of these changes.

Force majeure events

Catastrophic events, terrorist attacks or acts of war may lead to an abrupt interruption of business activities and the Group may be subject to losses resulting from such disruptions. If the business continuity plans of the Group are not available or inadequate, losses may increase further. In addition, such events and the responses to those events may create economic and political uncertainties which could have an unanticipated adverse impact on the markets in which the Group operates and on the operations of the Group.

Insurance against losses and damage

Catastrophic events, such as earthquakes, floods, hurricanes, terrorism or acts of war, may be uninsurable or may not be economically insurable, and the Group's insurance policies may be subject to exclusions of liability and limitations of liability both in amount and with respect to the insured loss events. Inflation, environmental considerations, and other factors, including terrorism or acts of war, might also result in insurance proceeds, if any, being insufficient to repair or replace property if it is damaged or destroyed.

In the event such a loss occurs, there can be no assurance that the insurance proceeds, if any, will fully cover the Group's loss. The occurrence of an uninsured loss or a loss in excess of insured limits could result in the loss of the Group's capital invested in the affected business as well as anticipated future revenue from that business. There can be no assurance that the Group will be sufficiently and effectively insured against all contingencies. If the Group suffers an uninsured loss or has to pay damages, it could have a material adverse effect on the Group's business, financial condition and results of operations.

IMPORTANT INFORMATION

FORWARD LOOKING STATEMENTS

Some of the statements in this document include forward looking statements which reflect the Directors' current views with respect to financial performance, business strategy and plans and objectives of management for future operations (including development plans relating to the Group's investments and assets, both current and future). These statements include forward looking statements both with respect to the Group and the sectors and industries in which the Group's underlying businesses operate. Statements which include the words "expects", "intends", "plans", "believes", "projects", "anticipates", "will", "targets", "aims", "may", "would", "could", "continue" and similar statements are of a future or forward looking nature.

All forward looking statements address matters that involve risks and uncertainties. Accordingly, there are or will be important factors that could cause the Group's actual results to differ materially from those indicated in these statements. These factors include but are not limited to those described in the part of this document entitled "Risk Factors", which should be read in conjunction with the other cautionary statements that are included in this document. Any forward looking statements in this document reflect the Directors' current views with respect to future events and are subject to these and other risks, uncertainties and assumptions relating to the Group's operations, results of operations and growth strategy.

These forward looking statements speak only as of the date of this document. Subject to any obligations under the Prospectus Rules, the DTRs or other applicable law, the Company undertakes no obligation to publicly update or review any forward looking statement, whether as a result of new information, future developments or otherwise. All subsequent written and oral forward looking statements attributable to the Group or individuals acting on behalf of the Group are expressly qualified in their entirety by this paragraph.

DIRECTORS, SECRETARY, REGISTERED OFFICE AND ADVISERS

Directors	Allan Michael Presland *(Chief Executive Officer)* Callum Arthur Michael Laing *(Non-Executive Chairman)* Victor Wei-Nam Tan *(Chief Financial Officer)* David Hallam *(Non-Executive Director)* Toby David Street *(Non-Executive Director)*
Company Secretary	Toby David Street
Registered Office	10 Leighton Lodge 15 Branksome Wood Road Bournemouth United Kingdom BH2 6BX
Company website	www.mbhcorporation.com
UK Solicitors to the Company	Bryan Cave Leighton Paisner LLP Adelaide House London Bridge London EC4R 9HA United Kingdom
Reporting Accountants and Auditors	Barnes Roffe LLP Charles Lake House Claire Causeway Crossways Business Park Dartford DA2 6QA United Kingdom
Registrars	Avenir Registrars Limited 5 St John's Lane Farringdon London EC1M 4BH United Kingdom

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

Publication of this Prospectus	8 November 2018
Admission and commencement of unconditional dealings in the Ordinary Shares on the Primärmarkt of the Düsseldorf Stock Exchange	8.00 a.m. on or around 13 November 2018

Each of the times and dates is subject to change without further notice.

References to a time of day are to the time in Düsseldorf, Germany.

Part 1
Information on the Company

1 INTRODUCTION AND HISTORY OF THE COMPANY

The Company was established on 20 June 2016 to acquire, and then act as the group holding company of, a number of well-established small to medium-sized enterprises ("**SMEs**") in different sectors which are, in each case, profitable and run by industry experts. This model enables companies to operate under the umbrella of a publicly-listed holding company, with a view to generating scale and value for the Company's shareholders (including the founders of the businesses acquired by the Company). The Company currently has subsidiaries which operate trading businesses in the education sector and the property services sector.

Within the education sector, the Company owns Lara Group PLC, whose subsidiary companies provide a range of services in the early years and vocational training spaces, through its award-winning companies Parenta and Acacia Training, both of which carry on operations in the UK. Within the property services sector, the Company owns Corsora Limited, which in turn owns Cape Limited, a leading construction company carrying on business in New Zealand.

The Company acquired Lara Group PLC on 22 August 2018 and Corsora Limited on 3 September 2018 respectively. The Company intends to undertake further acquisitions by utilising the Agglomeration Model, described more fully in section 2 of this Part 1 below.

The Company's current underlying businesses are grouped under two sectoral arms, education and property services. Each sector has its own board which is tasked with identifying and acquiring suitable companies, as well as providing the resources to enable each acquired company to continue to grow organically.

The Company may also, in the future, seek acquisitions of companies operating in other industries, including in the telecommunications, media and technology ("**TMT**") sector and the healthcare sector, provided that the potential acquisition targets meet the Company's criteria and suitable terms can be agreed. At this stage the Company has not identified any suitable acquisitions in either the TMT, healthcare or any other sector, and there can be no guarantee that the Company will make any such acquisitions.

The Company's entire issued ordinary share capital is currently listed on the junior market (the "*allgemeiner Freiverkehr*") of the Düsseldorf Stock Exchange. Shortly following publication of this Prospectus, the Company will apply for the admission of the Ordinary Share Capital to the Primärmarkt of the Düsseldorf Stock Exchange in place of the current listing, which qualifies the Company for dual listing on the Quotation Board of the Frankfurt Stock Exchange ("**FSE**"). For the first eighteen months of the Company's existence the Company did not trade and did not make any acquisitions.

2 THE COMPANY'S STRATEGY

The Company's business plan is to acquire established, profitable SMEs by implementing the Agglomeration Model. As described further in paragraph 4 below and paragraph 10 of Part 7 ("Additional Information") of this document, the Agglomeration Model is a proprietary methodology for acquiring and growing businesses in diverse sectors which is licenced to the Company by the Unity Group of Companies Pte Ltd ("**Unity Group**"). The rationale of the Agglomeration Model is set out in the paragraphs below.

2.1 Background to the Agglomeration Model

SMEs contribute significantly to a country's global domestic product ("**GDP**") and often have the potential to contribute more to society and the economy, but face challenges and barriers which restrict their scale and consequently their growth. This in turn restricts job opportunities and innovation.

These challenges present a unique opportunity for the Group's consolidation strategy, which is implemented using the Agglomeration Model. This model unlocks the increased liquidity and economies of scale that come with being part of a larger enterprise or group of enterprises, creating synergies for both business owners and other stakeholders.

Some of the major challenges faced by SMEs are:

- **Accessing capital**: SMEs traditionally struggle to attract capital as they are deemed 'risky' and illiquid due to their size;

- **Lack of control**: raising growth capital for an SME is challenging, and even when a business does gain access to capital it is often forced to relinquish partial control to its investors, which can compromise the operational effectiveness of the business as well as the entrepreneurs' vision for their company; and

- **Scale paradox**: a primary challenge for many SMEs is the "you need to be big to get big" contradiction, also known as the scale paradox. Customers who could give an SME a large contract often prefer to deal with larger, more established vendors or companies. This is often due to multi-national corporations' purchasing guidelines which require goods and services to be delivered by large providers, and often means that even if the SME does have the ability to deliver on a project at a more competitive price or on better terms, it is at a disadvantage simply due to its smaller size.

The Agglomeration Model seeks to address and overcome these challenges.

Typically, the only way in which entrepreneur owners of successful businesses can access the value they have built over many years is to sell their business, and often they do not wish to do so through a conventional disposal. Likewise, investors in such companies know that they are only likely to see a return on their investment at the point of exit. Their asset is, therefore, highly illiquid. The Agglomeration Model addresses this issue by effectively swapping the owner's or investors' shares in their illiquid, privately held company for stock in a publicly-listed company, thereby making it more liquid[1] and enabling the shares to be bought and sold on the open market.

However, the key to the Agglomeration Model is that is does not require the entrepreneur owner to change their way of working or alter the strategy of their underlying business. This has benefits for both the acquiring company and the underlying business. Typically, in the experience of the Senior Management team, when large corporations take over smaller companies, they change the way of working, the brand, the culture and the original senior staff. As such, much of the value that the corporation has just paid for is often diminished or destroyed.

The Agglomeration Model takes the opposite stance. Whilst it does require the acquired company to adhere to the listed company's financial and corporate

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[1] Subject to minimum a minimum lock-up period of 365 days and an orderly market agreement.

governance policies, for the entrepreneur/owner, the operation of the business remains substantially the same.

Once part of the publicly-listed company, however, the advantages to the entrepreneur/owner of the Agglomeration Model are substantial. Through their ownership of shares in the publicly listed company, they are strongly incentivised to further develop their businesses and focus on bottom-line growth which flows up to the holding company level and, ultimately, supports share price appreciation. To support this, they are provided with:

- Strong financial and corporate governance systems;
- The tools and greater resources of the listed company to further grow and develop; and
- The synergies of working with like-minded entrepreneurs who are all working to the same common goal, of increased bottom-line growth.

2.2 MBH's Growth Strategy

Strategic objectives

MBH has already adopted the Agglomeration Model to acquire its first two operational businesses (Lara Group plc and Corsora Limited and their respective underlying businesses, which are described in more detail in section 4 of this Part 1) and will continue to implement the Agglomeration Model. The Company's strategy of implementing the Agglomeration Model focuses on the following areas:

- identifying quality companies with strong leaders that are highly profitable, self-funding (i.e. do not require further capital) and primed for growth;
- acquiring these companies, usually in a share-for-share exchange, but always in an earnings-per-share accretive manner;
- providing the corporate governance tools, resources and infrastructure for the acquired companies to grow;
- strongly incentivising the management of acquired companies to improve their financial results and organic growth; and
- providing financial systems and business process optimisation to support the acquired companies.

While the Company expects that it will usually acquire target businesses by means of a share-for-share exchange, the Company may, in certain circumstances, consider acquiring target businesses pursuant to transactions involving the payment of part or all of the consideration in cash. In the event that the Company made an acquisition in respect of which some or all of the consideration were to paid in cash, the Company would anticipate financing the cash component of such transaction through an equity fundraising, new borrowings, or a combination of the two.

The businesses currently owned by the Company are based in the United Kingdom (in the case of the Group's operations in the education sector) and New Zealand (in the case of Cape). The Company may seek additional acquisitions in those territories but the Company's strategy is generally open to acquisitions in any open trading economy. Generally the Company will consider acquisitions in any territory if, among other things, such acquisitions meet the Company's requirements, will be earnings-accretive and suitable commercial terms can be reached with the founders of those businesses.

Assumptions underpinning MBH's strategy and sensitivity analysis

The Company's implementation of its strategy is based on certain key assumptions that inform the practical deployment of the Agglomeration Model. Those key assumptions and the implications of those assumptions for MBH are as follows:

1) Retaining current management teams

MBH's strategy involves identifying and acquiring established, profitable businesses where the target company's existing management team is engaged with the future development of the business. A primary feature of the Agglomeration Model is to retain the current management of an acquired company, making this assumption key to the operation of the Company's business plan, and for the founders of those businesses to remain engaged in the business on an ongoing basis. As regards its current businesses, the Company believes that the potential impact on the Parenta business's revenue and results of operations would likely be moderate if Allan Presland were to leave the business. Mr Presland has developed a strong management team within the Parenta business who would be able to continue day-to-day operations and would, in due course, absorb the management responsibilities currently associated with his role. Likewise, this model is being replicated in respect of Acacia and Cape, and the managerial responsibilities currently assumed by Victoria Sylvester and David Howes respectively could be absorbed by certain individuals currently in the senior management teams of those companies. Furthermore, each of these senior individuals is contracted to remain with the Group for two years after the acquisition of the relevant company by MBH, which the Board of MBH considers will give sufficient time for preparation in the event of the loss of any of the relevant individuals. This would not therefore be expected to have a significant impact on those businesses.

2) Continuing registration with government authorities

MBH's strategy assumes that its underlying businesses will retain and, as necessary, renew, the registrations and licences which they are required to hold under applicable laws and regulations to provide services within regulated sectors. In order to access Government funding through the Education and Skills Funding Agency ("**ESFA**"), vocational training providers such as Parenta and Acacia must be compliant with the ESFA rules and also be admitted to the ESFA's registers. Such registration can be withdrawn should a vocational training provider fail its Ofsted compliance check.

Whilst termination of a licence by the ESFA would adversely affect the entity from which the licence had been withdrawn, the ESFA would in this situation seek to protect the underlying learners associated with the licensed company, and the ESFA may permit the transfer of these learners from one licenced entity to another (i.e. from Parenta to Acacia and vice versa). There is no certainty that the ESFA would engage Parenta or Acacia as an alternative provider of services in the event that one of those companies were to lose its ESFA accreditation and funding. However, in the experience of the Group's senior management, the ESFA would not necessarily be unwilling to do so and its primary concern in such circumstances would be to ensure the continuity of services to learners through the appointment of a suitable replacement provider.

Lara may also acquire further ESFA-registered companies in future to further dissipate this risk.

3) Maintaining current operational standards

The Company's strategy assumes that its underlying businesses maintain their current levels of customer service and are therefore able to retain clients and win new business. The Company however assumes minimal long-term sensitivity to variations in this assumption in respect of all three of its current underlying businesses. If any underlying business' level of service delivery declined such that it had a short term impact on financial performance, the Company would ensure that its management would work to establish the reasons for such performance change and implement measures to restore and improve those operational standards.

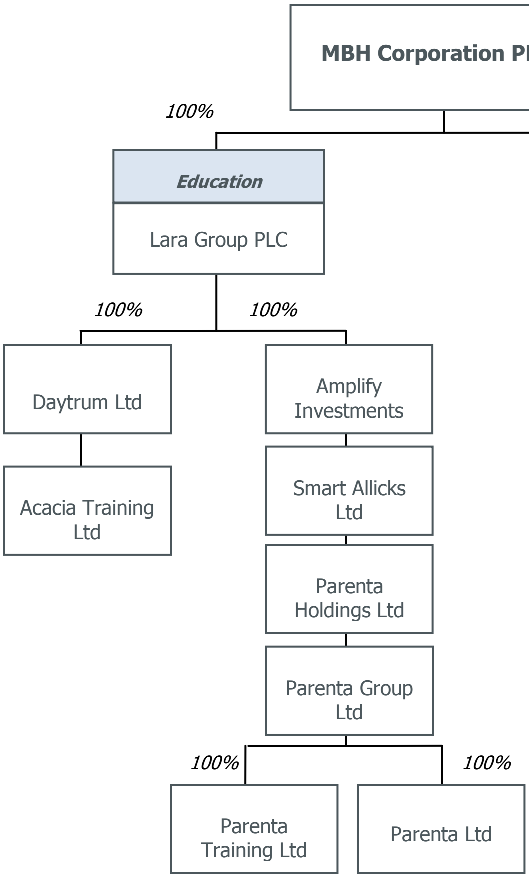
4) Retaining key clients

As with operational standards, the Agglomeration Model assumes that each of the Company's underlying businesses do not suffer material sustained losses of any key clients. Neither Acacia nor Parenta are reliant on the business of a single key client and, accordingly, the success of these two businesses is not sensitive to this assumption. Cape derives approximately 20% of its revenue from a single client, so its overall financial performance could be sensitive to the loss of that client. In circumstances where a major customer contract was lost by Cape, it is expected that Cape would continue to operate its remaining business as normal while also seeking out business from new clients.

3 OPERATIONAL STRUCTURE OF THE COMPANY

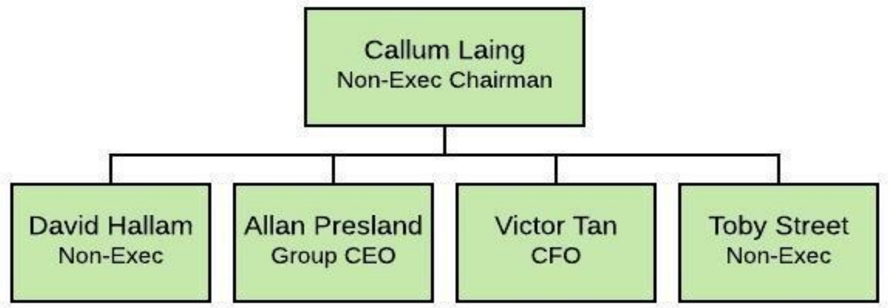
3.1 Group Structure

The Group currently contains three established businesses: Acacia and Parenta, which sit underneath Lara, and Cape, which sits underneath Corsora Limited. The Group structure is set out in the following chart. All companies within the Group are either directly or indirectly wholly-owned by MBH. Certain of the companies are intermediate holding companies or non-trading entities.



3.2 **Board Structure**

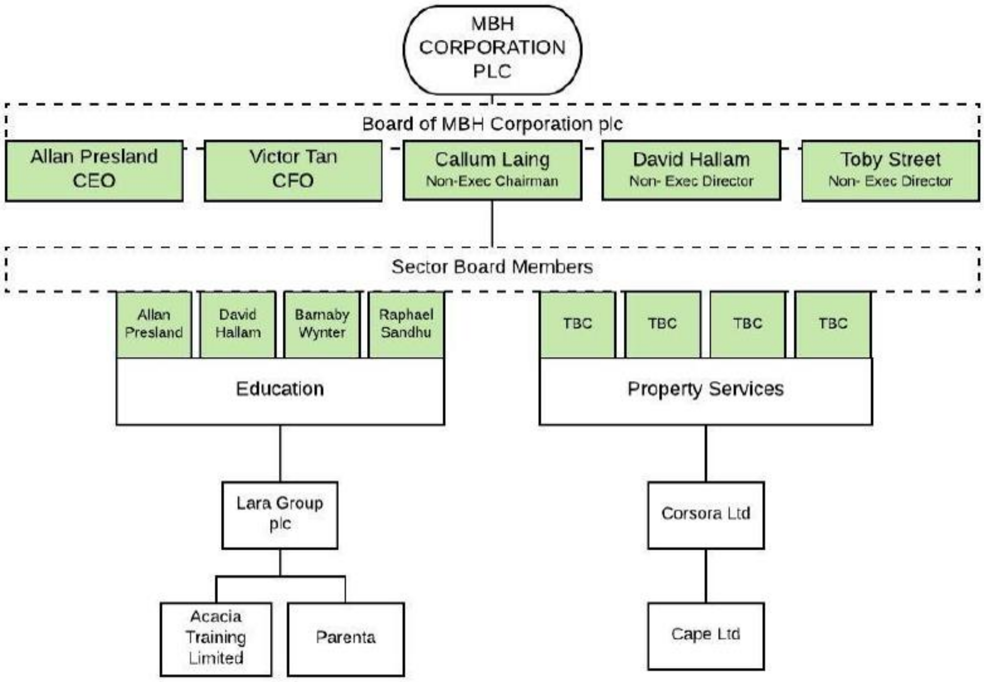
The Group is structured with corporate governance and financial security as its primary considerations. The Company's Board consists of an independent non-executive chairman (Callum Laing), an Executive CEO (Allan Presland), an Executive CFO (Victor Tan) and two independent non-executive directors (David Hallam and Toby Street). Further information on the Board, including biographical details of the Directors, are contained in Part 2 of this document.



3.3 **Sectoral Structure**

Given that the Company operates in a number of sectors, each sectoral arm of the Company will have its own independent board and will be led by a CEO with specific responsibility for the ongoing operations of the acquired companies in that sector. Each sector CEO will be a subject-matter expert, which the Company's

Board believes fosters an environment for growth and innovation backed with expertise developed in the sector. Each CEO will lead and drive the acquisition business model with the support of the Board to ensure that the sector achieves scale and size to enable greater synergies between its constituent companies. The board for the education sector has been appointed, and the board for the property services sector will be appointed in due course. The following diagram details the Company's current sectors, along with each sector's operating companies and directors:

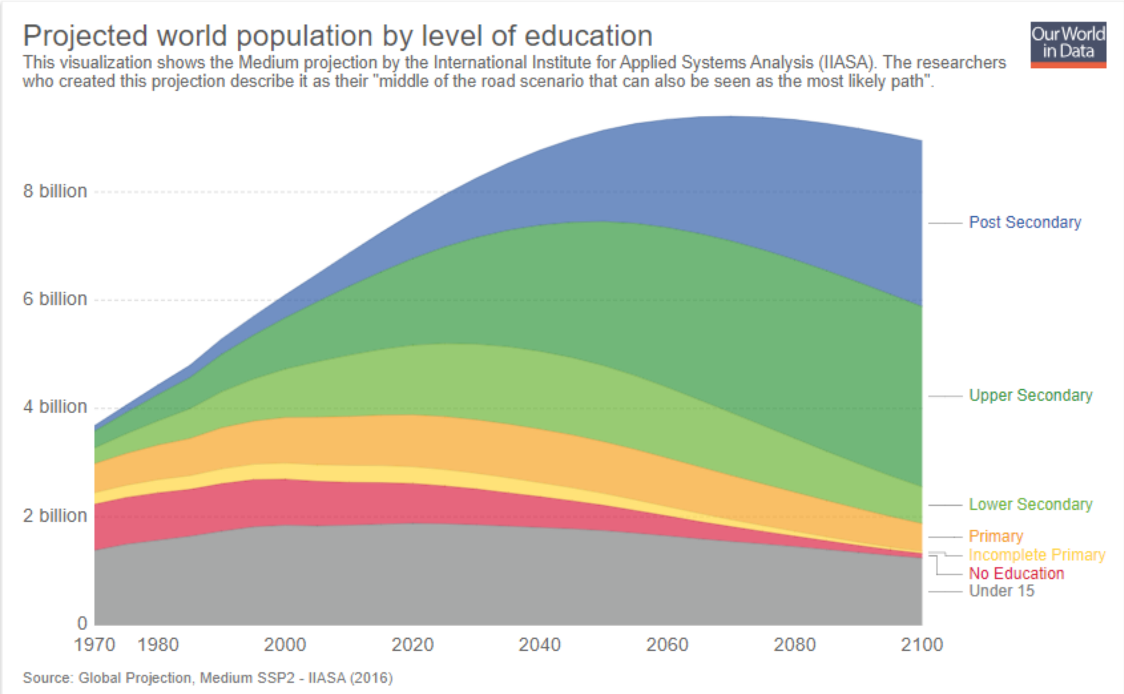


3.4 **Sector 1: Education: Lara Group PLC**

3.4.1 Market Landscape

There is potential for substantial growth in the education sector in many countries for a number of reasons, including:

- *Population Growth*: By 2025, the UN estimates that the world population will increase by 1 billion people, a factor of 12.8% growth on today's population. In the visualisation below you see that in 1970 there were only around 700 million people in the world that had secondary or post-secondary education. By the end of this century the number of people with secondary or post-secondary education will have increased 10-fold and will reach 7 billion people:[2]



- *Rise of the middle class:* First and second world countries are experiencing significant growth in their middle classes, which will contribute to the estimate that 65% of the global population will be 'middle class' by 2030.[3] The rate of increase of the middle class is approaching its all-time peak. Already, about 140 million people are joining the middle class annually and this number could rise to 170 million in five years' time with middle-class households investing more in their children's education.[4]

- *Education*: After a dip in 2015, global education revenues increased by 1% to US$3.3 trillion in 2016, and are forecast to grow by 3.5% CAGR for the period from 2016 to 2025.

The Company has decided to focus on the education sector as governments have been strengthening frameworks and infrastructure across developed and developing economies, with a core focus on the retention of the workforce (ensuring both parents are in work) and the education of children. These initiatives include investments in:

- Education and upskilling of the workforce;
- Provision of affordable childcare services; and
- Improving the standards of education services.

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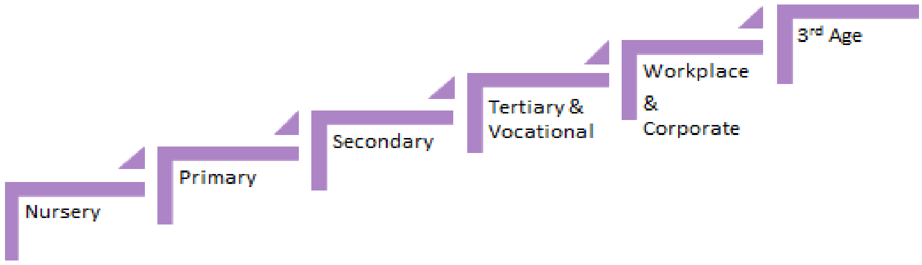
2 https://ourworldindata.org/projection-of-the-world-population-by-level-of-education

3 https://www.brookings.edu/wp-content/uploads/2017/02/global_20170228_global-middle-class.pdf

4 https://www.brookings.edu/wp-content/uploads/2017/02/global_20170228_global-middle-class.pdf

Education services providers tend to offer their service to a single silo (an age group or stage of education). The result is a disconnect between each silo that can have a significant effect on the learner, and fails to prepare the learner for entry into the workforce. The Company believes that given the anticipated increase in longevity across the population, this problem will further compound the evidence that our education system is no longer fit for purpose. The diagram below details the traditional educational silos:



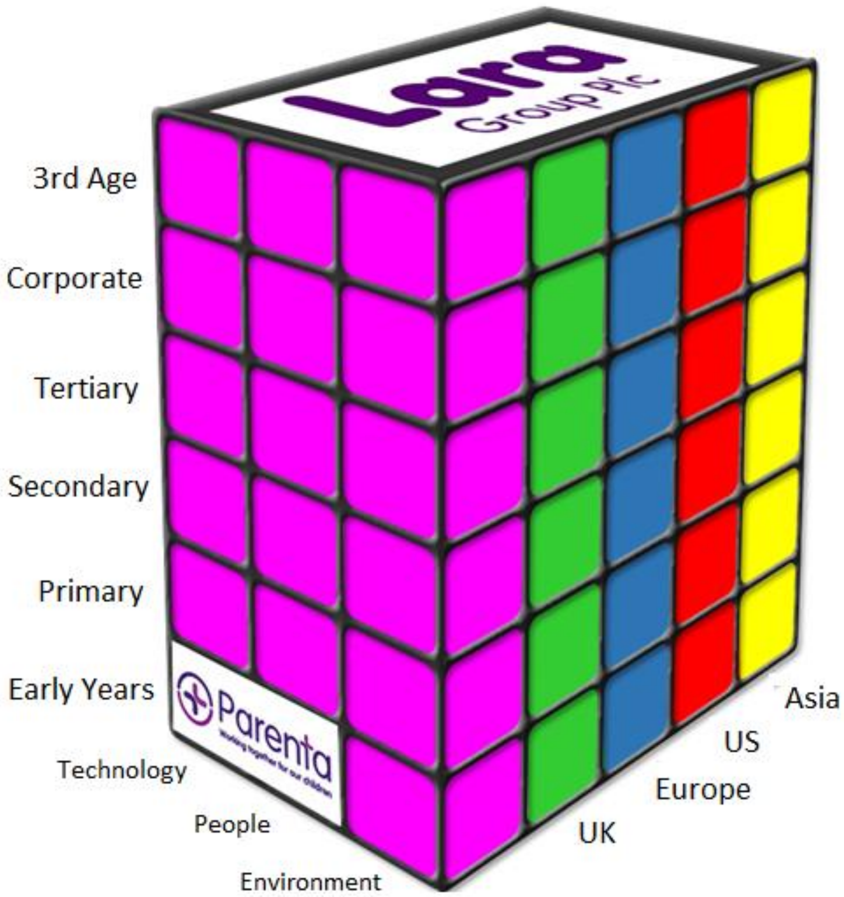
The Education sector has significant opportunity for growth and consolidation with factors including:

- the siloed natures of the current system;
- the siloed nature of technology and intellectual property used in education;
- learning techniques and technology have developed in line with an ever-increasing knowledge economy;
- improved communication and mobility have enabled cross-cultural skill transfer;
- the internet has opened up new markets providing access in both directions so that people can contribute and learn simultaneously; and
- financial pressures on a growing population with limited resources has placed governments in a difficult position.

3.4.2 Strategy

Lara's strategy is to acquire and develop companies within all the silos of education, within the fields of technology, people and the environment, and across the globe.

As such, it can be described as resembling an extended Rubik's cube as follows:



Lara is a leader in the early years sector segments for technology and people with its business Parenta. Parenta provides software and services as well as vocational training to over 6,500 early years settings in the UK. Furthermore, it has also acquired a further company in the vocational training space, Acacia Training.

Lara will continue to acquire companies within each of the above segments as it seeks to grow across the education space, with a view to being the leading provider of training and technology in each silo of education, across the globe. Subsequently, synergies will be found between the silos so that technology and infrastructure costs can be shared across the silos rather than being developed within each silo.

3.4.3 Parenta Group Ltd and Parenta Training Ltd

Software

One of Lara Group's subsidiaries, Parenta Group Limited ("**Parenta**"), provides market-leading, innovative software solutions to the nursery sector. It was the first UK provider within the sector to offer cloud-based software and continuously redevelops and enhances its software to remain ahead of the curve. To this end, as at the date of this document, Parenta is mid-way through a two-year development process to update all of its software products to the latest technologies. All of Parenta's software is delivered on a recurring revenue model ensuring stability of income.

Parenta's primary software product is nursery management software. This has been extended to include crèche software, child progress tracking software, and online learning journals. These are linked with a software application allowing parents to see their child's activity throughout the day. Nursery management software comprises an integrated CRM and billing (sales ledger) system allowing nurseries to automate the complicated process of billing parents, and also provides registers and all the required administrative systems to run a nursery.

Training

Parenta's strength is further enhanced by being the largest provider of vocational training to the early years sector in the UK, currently training in excess of 2,500 early years students annually. This takes the form of apprenticeship at levels 2 and 3 which are 90% paid for by the state.

Fee-Collection Services

Furthermore, Parenta collects the fees for nurseries from parents. Most nurseries do not have the financial governance systems to qualify them to collect monies via Direct Debit on their own, and hence Parenta provides a managed service for them. Parenta is the largest dedicated provider of nursery fee collection in the UK.

Marketing Services

Parenta provides a range of marketing services for early years providers ranging from lead-generation websites through to brochures and logos.

Eco-system

In effect, Parenta has created an eco-system for the full back-office management of an early years nursery school. Through a single portal, an early years nursery is able to manage and monitor all aspects of running its nursery and training its staff. Given that there is a single point of access, it is therefore very easy for Parenta to cross-sell its products.

3.4.4 Acacia Training

To further strengthen the training arm of Lara Group, the Company's subsidiary Acacia delivers qualifications across England, in the health and social sector, the management sector and in dental nursing. Acacia is a prime provider with the Employment & Skills Funding Agency ("**ESFA**") and is registered on both RoATP & ROTO as an approved provider, opening many pipeline opportunities for Lara Group. Acacia's target market focuses on the service sector, and in particular on health and social care, childcare, education, dental nursing, beauty and sport. Acacia delivers regulated and non-regulated courses and qualifications across England. As well as being a prime contractor, Acacia also has a number of ESF contracts which are delivered as a sub-contractor in Manchester, Stoke-on-Trent, Staffordshire, the Black Country, Walsall and Shropshire.

In addition, Acacia is an Ofsted Grade 2 (Good) provider, Skills for Care Endorsed Provider and holds Investors in People and Matrix standards. Acacia is also one of only 103 nationally approved Disability Confident Leaders (part of the wider Department of Work & Pensions strategy), and the only one in its local area. A number of Acacia's trainers are also approved to deliver programmes approved by Mental Health England.

Acacia is an approved supplier nationally with the NHS and a number of local authorities, holding contracts to deliver in specific areas of the UK under the government's apprenticeship levy scheme. In addition, Acacia currently delivers levy contracts in large private businesses across England. Acacia success rates are above the national average and as at its last ESFA audit has a 0% error rate and is deemed low risk.

3.4.5 Competitive environment

The competitive environment in which the Group's education services businesses operate is discussed further below.

Parenta

No other company provides direct competition for the full range of back-office solutions offered by Parenta to the early years sector. Parenta does have competitors in each of the subsectors in which it operates, though none of these competitors have created a comparable eco-system which connects and facilitates the back office operation of a nursery.

Parenta's competitors in these subsectors are set out below.

1) Nursery Management Software providers in the UK

- *Connect Childcare*: Provides nursery management software and learning journals. Like Parenta, it also combines fee collection with its software.

- *First Steps Software:* Provides nursery management software and learning journals. First Steps is the eldest of the UK nursery software businesses, having been in the market since 1994.

- *Famly:* Famly is a relatively new entrant to the UK market, having been operational in Denmark since 2013. It also provides nursery management software and learning journals, but does not provide fee collection services.

2) Learning Journal Software Providers in the UK

- *Tapestry***:** Provides learning journals only, though does have a popular online forum.

- *EYLOG***:** Provides learning journals.

3) Early Years Vocational Training Providers in England

- *Smart Training*: Provides vocational training to the early years sector, as well as business training to multiple other sectors and traineeships. In total, last year Smart Training trained 1718 learners.

- *Hawk Training Ltd*: Hawk Training Ltd is a London-based vocational training provider. It works in multiple sectors, including childcare, and train approximately 1500 learners per year.

Acacia

Acacia is a generic training provider and there are no specific competitors.

3.5 **Sector 2: Property Services**

3.5.1 Market Landscape

The Company's property services sector aims to be a vertically-integrated global property services provider, consisting of companies that operate in the construction, project management, real estate investments and development sectors.

Property services are critical to the global economy. The total value of all developed real estate globally is estimated at $217 trillion in 2015.[5] The Company's initial focus is on property services in the New Zealand market through its subsidiary, Cape Limited.

Australia and New Zealand

Key developments and trends in the sector include:

- Together, the construction sector contributed $18.9 billion to New Zealand's GDP, equivalent to 8% of New Zealand's economy in 2015. A PwC report found that every NZ$1 spent on construction returned a direct benefit of NZ$3 to the overall economy;[6]
- New Zealand's construction industry is experiencing a substantial growth due to factors such as investments in Auckland's housing and infrastructure, the Canterbury (including Kaikoura) earthquake rebuilds, Wellington earthquake strengthening and major roading projects[7];
- Comparing Q1 2017 with Q1 2016, residential building activity rose 14.2% to NZ$3.3billion, while non-residential building activity rose 5.1% to NZ$1.7billion. Total construction investment is expected to peak at NZ$42billion in 2020;[8] and
- In Australia, the total income of the construction industry has been increasing steadily since 2007-2008, from Aus$257.51B to Aus$388.34B in 2014-15, which accounts for 13.5% of all industry revenue, and roughly 9.8% of the total workforce.[9]

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5 http://www.savills.com/_news/article/105347/198559-0/1/2016/world-real-estate-accounts-for-60--of-all-mainstream-assets

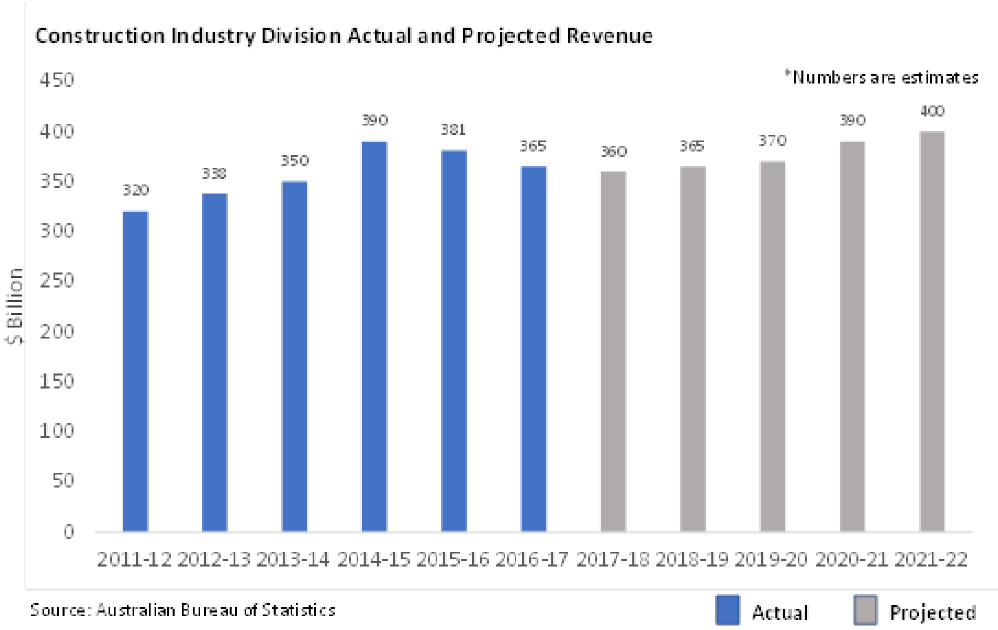
6 PwC;https://infrastructure.org.nz/resources/Documents/Reports/CSG%20PwC%20Value%20of%20Construction%20Sector_final%20report_2016_10_16.pdf

7 http://www.mbie.govt.nz/publications-research/research/construction-sector-productivity/future-demand-for-construction-workers-2017.pdf

8 http://www.mbie.govt.nz/publications-research/research/construction-sector-productivity/future-demand-for-construction-workers-2017.pdf

9 https://www.bankwest.com.au/Blob/pdf/1292551628871/construction.pdf?pdf-link

United Kingdom



Key developments and trends in the sector include:

- The value of construction work in Great Britain continued to rise in 2016, reaching its highest level on record at £99,266 million; driven by continued growth in the private sector;[10] and

- A report by Global Construction Perspectives forecasts the volume of construction output to grow by 85% to $15.5 trillion worldwide by 2030 with China, the United States of America and India accounting for 57% of global growth. The UK is projected to be continental Europe's stand-out growth market, overtaking Germany to become the world's sixth largest construction market by 2030.[11]

3.5.2 The Company's property services acquisition strategy

The Company's property services sector aims to be a world-class network of property services providers pooling competencies across the value chain, to create a vertically-integrated vehicle that is able to deliver growth through organic collaborations and complementary acquisitions. Building a highly complementary portfolio allows for further synergies to be achieved in terms of breadth of service and cost efficiencies. Strength in local markets is mutually beneficial for the Company's in-country expansion, whilst forming a strong and scalable platform for overseas expansion.

The strategy for the property services sector of MBH is to vertically integrate companies in the construction, project management, real estate investments and development sectors. Whilst the UK and Australasia are the first two focus regions, the aim is to become a global property services provider which would include expansion out of the UK, Australia and New Zealand. Some target areas of expansions are shown in the diagram below:

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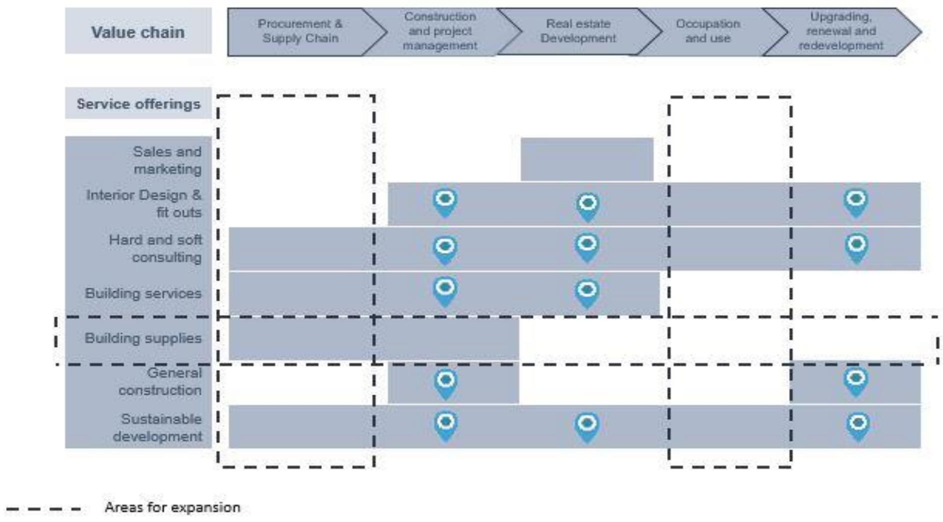
10 http://www.ons.gov.uk/businessindustryandrade/constructionindustry/articles/constructionstatistics/number182017edition

11 https://www.ice.org.uk/ICEDevelopmentWebPortal/media/Documents/News/ICE%20News/Global-Construction-press-release.pdf



The pins in the diagram above denote areas in which the Company's property services sector is currently active.

3.5.3 Cape Ltd

The cornerstone company for the property services sector is Cape. Cape is amongst the industry leaders in design implementation for commercial interiors in New Zealand.

Based in Auckland, New Zealand, Cape has quickly become one of the top three profitable independent property services firms in New Zealand, providing a full suite of services including project management, resource procurement and administration. Cape competes with property services providers in the New Zealand property services sector. These competitors include Alaska Construction Interiors, Focus Construction Group and Aspect Business Interiors amongst others.

Cape's competitive advantage lies in its efficiency born from its competence in the training and development of its project engagement teams as well as its detailed approach to the critical management of supply chain.

Cape was established in March 2005 by David Howes. Cape's initial focus was on commercial office fit outs, which encompasses flooring, partitions, ceilings, services and finishes and on occasions, furniture in an office environment. Since its founding in 2005, Cape's target market has broadened to include shop fitting, seismic upgrades, hospitality, building re-clads and refurbishment with commercial building refurbishment now forming the bulk of Cape's business.

A little over a year ago, a maintenance division was set up and has grown rapidly since and has become an integral part of the business. Apart from private and commercial clients, Cape is also an accredited contractor with the likes of the New Zealand Defence Force, New Zealand Police and Auckland Council. Over the last 13 years, Cape has grown steadily to become an established and well respected contractor in the Auckland market with a permanent staff of 30 and around 50 to 60 contractors, with a turnover of around NZ$30 million. While still based in Auckland, Cape has carried out work as far north as Kaikohe in the North Island and down to Christchurch in the South Island as well as two large refurbishments in Fiji.

Revenue expansion plans for Cape are driven through reputation and brand value within the property development industry, and upstream in the construction network. Recently Cape has engineered organic growth and market share in the New Zealand market and seeks to expand its operations beyond its home market into Australia, and achieve scale either through partnerships or acquisition.

4 RELATIONSHIP WITH UNITY GROUP

Unity Group provides deal origination services to the Company and identified the initial two acquisitions made by MBH. The "**Agglomeration™ Model**", the proprietary methodology for acquiring and growing business in diverse sectors which MBH has adopted as its acquisition strategy, is operated by MBH under a perpetual and irrevocable trade mark licence which was granted to it by Unity Global Holdings Pte. Ltd (an entity associated with Unity Group) in return for a one-off licence fee of €249,997 payable by the Company through issue of 249,997 Ordinary Shares to Unity Group. Please refer to paragraph 10 of Part 7 ("Additional Information") of this document for more information on this trade mark licence.

Going forward, Unity Group will continue to be involved in originating future acquisitions for MBH as a service provider to MBH, but MBH will also seek acquisition targets through other channels. The Company has entered into a service agreement with Unity Group under which Unity Group has been appointed by the Company to provide certain services to the Company, including identifying suitable target companies for acquisitions, assisting with the negotiation of potential acquisitions and assisting with due diligence on potential acquisition targets. The agreement is for an initial term of 24 months. Transaction success fees are payable to Unity Group by the Company on a transaction by transaction basis, upon the successful completion of an acquisition by the Company. In each case, the quantum of any such fee payable to Unity Group by the Company will be agreed between the Company and Unity Group and may vary depending on the nature and terms of the acquisition completed by the Company. Aside from these success fees, Unity Group is not entitled to be paid any other fee by the Company. Further details regarding this services agreement are described in paragraph 10(b) of Part 7 ("Additional Information") below.

5 REASONS FOR LISTING ON THE PRIMÄRMARKT SEGMENT OF THE DÜSSELDORF STOCK EXCHANGE

The Company has opted to list the Ordinary Shares on the Primärmarkt segment of the Düsseldorf Stock Exchange for a number of reasons, including:

- the listing process involves a straightforward assessment process as compared with other larger stock exchanges, whilst still providing a regulatory framework for investors and the Company that is similar to that of larger stock exchanges;
- the Primärmarkt is recognised by Deutsche Boerse and any securities which are admitted to trading on this market qualify for a dual listing on the Quotation Board of the Frankfurt Stock Exchange ("**FSE**"), which the Company intends to pursue as soon as reasonably practicable after Admission;
- a dual listing on the Quotation Board of the FSE would allow the Ordinary Shares to be traded via the Xetra electronic trading platform which processes 90% of all trading on German stock exchanges. In addition, Xetra has a 60% market share throughout Europe; and

- whilst MBH is incorporated in the United Kingdom, the Directors are conscious that the UK is in a transitory position given that it is currently negotiating its exit from the European Union. As such the Directors believe that a listing on a Euro denominated exchange removes the risk and uncertainty from a UK exchange.

6 SUMMARY PRO FORMA FINANCIAL INFORMATION

The following pro forma financial information has been extracted without material adjustment from the pro forma financial information on the members of the Group contained in Part 5 of this document.

Prospective investors should read the whole of this document and should not rely solely on this summary.

	Year ended 31 December 2017 £'000
Revenue	24,880
Gross profit	8,761
Earnings before interest, tax, depreciation and amortisation ("**EBITDA**")	3,095
Profit before tax	2,584
Profit for the year	2,131

7 CURRENT TRADING AND PROSPECTS

For the nine months to 30 September 2018, MBH's trading results have been in line with management's expectations and there have not been any adverse trading conditions faced by the operating businesses. The directors are not currently aware of any material adverse conditions that will have a negative impact on the operating businesses for the remainder of FY2018.

8 LOCK-IN ARRANGEMENTS

The Shareholders listed below have each entered into a lock-in arrangement with the Company under the terms of which they have covenanted not to sell, transfer, pledge or otherwise deal with any of the Ordinary Shares held by them in the Company (or any Ordinary Shares which arise from their existing holding of Ordinary Shares), for a period of 12 months commencing on the date of the relevant lock-in agreement. These Shareholders have each also entered into an orderly market arrangement with the Company under the terms of which they have covenanted only to sell any of their Ordinary Shares in MBH through MBH's brokers so as to ensure an orderly market in the Ordinary Shares. The covenants under these orderly market arrangements will run for a period of 36 months commencing on the date on which the relevant lock-in agreement expires, except in limited circumstances including, inter alia, acceptance of a takeover offer, a buy-back of shares by the Company or pursuant to a court order. All of the lock-in arrangements and orderly market arrangements referred to in this paragraph were entered into between 30 April 2018 and the date of this Prospectus.

The Shareholders subject to lock-in agreements and orderly markets arrangements as at the date of this Prospectus are as follows:

Allan Presland
Unity Global Holdings Pte Ltd
Barnaby Wynter
David Hallam
Raphael Sandhu
Victoria Anne Sylvester
Anne Shirley Littleton
George Littleton
Carolyn Edwards
David Michael Howes
Trinacria Trust Limited as trustee of The Trinacria Trust
Dianne Patricia Weissenborn
Timothy John Moleta
Claymore Partners Trustee (2015) Ltd
Claymore Partners Trustee (2015) Ltd as Trustee of the F Trust
Claymore Partners Trustee (2015) Ltd as Trustee of the CJ Trust
Claymore Partners Trustee (2015) Ltd as Trustee of the O Trust
Toby Street
Victor Tan
Callum Laing
Jeremy Harbour
555 Pte Ltd

9 DIVIDEND POLICY

The Company intends to pay dividends to Shareholders. All dividends or other distributions will be made at the absolute discretion of the Directors. The payment of any dividend in accordance with the Company's dividend policy will depend upon a number of factors, including the availability of sufficient distributable reserves and cash. The generation of profits for distribution will depend on many factors, including the successful delivery of the Company's growth strategy, competition, macro-economic conditions, financing costs and taxes.

10 TAXATION

Further information on United Kingdom taxation with regard to the Ordinary Shares is set out in Part 6 of this document. All information in relation to taxation in this document is intended only as a general guide to the current United Kingdom tax position. If you are in any doubt as to your own tax position, or are subject to tax in a jurisdiction other than the United Kingdom, you should consult your own independent professional adviser immediately.

11 CREST AND CLEARSTREAM

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. The Articles permit the holding of Ordinary Shares under the CREST system. The Company's Ordinary Shares are currently held in CREST and will continue to be held in CREST after Admission. The Company's share register is maintained by the Registrar. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so.

The Company's Ordinary Shares will be traded in Clearstream with effect from Admission. Clearstream is a post-trade services provider. It provides settlement and custody as well as other related services for securities across all asset classes. It is one of two European International Central Securities Depositories. Clearstream operates securities settlement systems for Germany, which allow for the holding and transfer of securities electronically.

12 FURTHER INFORMATION

Your attention is drawn to the remaining parts of this document which contain further information on the Company.

Part 2
Directors, Senior Management and Corporate Governance

1 DIRECTORS, SENIOR MANAGEMENT AND EMPLOYEES

1.1 Executive directors

Allan Presland, Chief Executive Officer (aged 50)

Allan is the founder and CEO of Parenta, as well as the founder and CEO of Lara Group. He holds an MBA from Oxford Business School, a bachelor's degree from the University of Reading in Building Services Engineering and Management, a diploma in marketing from the Institute of Marketing, and is a member of both the Chartered Institute of Marketing and the Institute of Directors.

Allan is an active member of the Vistage CEO Private advisory group, was the winner of the 2014 Key Person of Influence "Pitchfest" competition which requires CEOs to pitch an idea to 6 influential judges in front on an audience of over 200 people and is on many early years committees including HMRC's tax-free childcare implementation committee. He is also part of the leadership team of the lobby group 'Champagne Nurseries on Lemonade Funding' (18,000 members) which seeks fairer funding for the childcare sector and regularly attends the palace of Westminster lobbying MPs and Shadow MPs on this issue.

Allan's vision for the Group is to grow though acquiring competitors and players in the sector, based on the Rubik's cube model described Part 1 section 10.3.2. For instance, it is logical for the Group to acquire its competitors in both the UK and abroad. Economies of scale can be quickly achieved, as much of the market is client based (where the software is installed on increasingly outdated computers) and therefore offering Lara Group's cloud based (SaaS) solutions provides a much-needed boost in innovation and convenience. Future software development under this scenario would be amortised across a larger user base increasing the potential return on investment and wherever possible increasing product cross-selling opportunities as new customers are added to the ecosystem.

Victor Tan, Chief Financial Officer (aged 37)

Victor has been a member of the Institute of Chartered Accountants in Australia since 2003. He has over 17 years' experience in the finance field ranging from Big 4 chartered accounting firms, start-up/SMEs to large listed multinational companies. Victor has undertaken and led numerous due diligence, restructure and post-acquisition integration roles in South East Asia and the United Kingdom.

1.2 Non-executive directors

Callum Laing, Non-Executive Chairman (aged 43)

Callum has more than two decades of experience in starting, building, buying, and selling over half a dozen businesses in a range of sectors, including recruitment, sport and lifestyle, information technology, and telecommunications. He has published two best-selling books on business, has interviewed and published more than 700 interviews with entrepreneurs and sits as High Commissioner to the World Business Angel Investor Forum in Singapore. Today he is partner in the Unity Group, a Private Equity firm who pioneered the Agglomeration methodology.

Toby Street, Non-Executive Director (aged 30)

Currently based in Lithuania, Toby has extensive experience in leading businesses to grow sustainably, structuring joint ventures and strategic collaboration, as well as investing for private equity. He also advises owners on how to build their assets, create and leverage strategic alliances, as well as expand and grow their businesses

David Hallam, Non-Executive Director (aged 55)

David is a business executive with more than 30 years' experience who built his own business in the IT sector, and sold it into a global FTSE business in 2010. He has built and advised on strategic direction for many organisations (listed and privately owned) in many sectors whilst working as a consultant and helped build new services and products bringing them successfully to market. David has been involved in many business acquisitions and helped smaller businesses go to market for sale.

1.3 **Senior Management**

Barnaby Wynter, Executive Director of Lara Group PLC (aged 55)

Barnaby is founder of The Brand Bucket Company Ltd, a new wave marketing practice that specialises in enabling businesses of any shape, size, product or service to fully integrate marketing thinking into everything they do. Over the last 18 years he has developed a unique marketing engagement methodology based on The Brand Bucket®, first developed for SAAB in 1985 and used in a significant number of products and services worldwide. When applied to any organisation, no matter what stage of their business lifecycle, it enables them to build branded sales both in the online and offline arenas. The approach actively addresses the fundamental changes we have seen in the marketing world in the last 15 years.

Raphael Sandhu, Non-Executive Director of Lara Group PLC (aged 45)

Raphael is an independent consultant, providing interim and programme management delivery capabilities. His specialisation is managing businesses with a focus on short to medium term assignments and supporting/delivering high-visibility strategic change/transformation initiatives in regulated business environments. Previously he spent 8 years at Capita and has taken on various roles, including the Director of Business Transformation and Managing Director of Project Services and Mortgage Administration. He holds a BA degree in Business Studies.

David Howes, Managing Director of Cape Ltd (aged 51)

David is a quantity surveyor who was born in Cape Town. After studying at the University of Cape Town he worked for two small, mainly residential construction companies including an 18 month stint in London between the two. Back in Cape Town he set up David Howes Construction which he ran successfully for just under 5 years specialising in large residential alterations and refurbishments, but also carrying out new builds, including one 18 month build. In early 2001 he relocated to New Zealand with his family. He spent 4 years as a contracts manager at a leading construction company in Auckland and was instrumental in setting up and growing their interior division. In March 2005 he left and set up Cape Ltd.

1.4 Employees

At the date of this document, the Group has 180 employees. The table below shows the geographical breakdown of employees by their main activity:

Country	***Total No. of Employees***	***Management***	***Operations***	***Administration***
United Kingdom	150	7	138	5
New Zealand	30	5	23	2
Total	**180**	**12**	**161**	**7**

2 CORPORATE GOVERNANCE

The Board supports high standards of corporate governance. To this end the Group intends to comply with the Quoted Companies Alliance Corporate Governance Code (the "**QCA Code**") from the date of Admission. The QCA Code applies the key elements of good corporate governance in a manner that is consistent with the different needs of growing companies such as MBH. There are ten broad principles which form the basis of the QCA Code, including that the Company should: (i) establish a strategy and business model which promote long-term value for shareholders; (ii) embed effective risk management, considering both opportunities and threats, throughout the organisation; (iii) maintain the board as a well-functioning, balanced team led by the chair; (iv) ensure that between them the directors have the necessary up-to-date experience, skills and capabilities; (v) promote a corporate culture that is based on ethical values and behaviours; and (vi) maintain governance structures and processes that are fit for purpose and support good decision-making by the board.

The Company's board of directors currently comprises two executive directors (including the Chief Executive Officer) and three non-executive directors (including the Chairman), which the Board considers comprise a well-balanced team with a diverse mix of experience and skills that will help to implement the Company's long-term strategy and drive returns for shareholders.

3 AUDIT COMMITTEE AND NOMINATION AND REMUNERATION COMMITTEE

The board has established an Audit Committee and a Nomination and Remuneration Committee.

3.1 Audit Committee

The Audit Committee is made up of at least two members who are all independent non-executive directors and includes one member with recent and relevant financial experience. The current members are David Hallam and Toby Street. The Audit Committee is chaired by David Hallam, an independent non-executive director. The Audit Committee will normally meet at least two times a year at the appropriate times in the reporting and audit cycle. The committee has responsibility for, amongst other things, the monitoring of the financial integrity of the financial statements of the Group and the involvement of the Group's auditors in that process. It focuses in particular on compliance with accounting policies and ensuring that an effective system of internal financial control is maintained. The ultimate responsibility for reviewing and approving the annual report and accounts and the half-yearly reports, remains with the board.

The terms of reference of the Audit Committee cover such issues as membership and the frequency of meetings, as mentioned above, together with requirements of any quorum for and the right to attend meetings. The duties of the Audit Committee covered in the terms of reference are: financial reporting, internal controls, internal audit, external audit and reserving. The terms of reference also set out the authority of the committee to carry out its duties.

3.2 **Nomination and Remuneration Committee**

The Nomination and Remuneration Committee is made up of at least three members and at least two members are independent non-executive directors. The members of the committee are Callum Laing, David Hallam and Allan Presland. The Nomination and Remuneration Committee is chaired by Callum Laing, an independent non-executive director. The Nomination and Remuneration Committee, which meets at least two times a year, has responsibility for the determination of specific remuneration packages for each of the executive directors and certain senior executives of the Group, including pension rights and any compensation payments, and recommending and monitoring the level and structure of remuneration for senior management, and the implementation of share option, or other performance-related, schemes.

The Nomination and Remuneration Committee is also responsible for considering and making recommendations to the board in respect of appointments to the board, the board committees and the chairmanship of the board committees. It is also responsible for keeping the structure, size and composition of the board under regular review, and for making recommendations to the board with regard to any changes necessary. The Nomination and Remuneration Committee also considers succession planning, taking into account the skills and expertise that will be needed on the board in the future.

The terms of reference of the Nomination and Remuneration Committee cover such issues as membership and frequency of meetings, as mentioned above, together with the requirements for quorum for and the right to attend meetings. The duties of the Nomination and Remuneration Committee covered in the terms of reference relate to the following: determining and monitoring policy on and setting level of remuneration, early termination, performance-related pay, pension arrangements, authorising claims for expenses from the chief executive officer and chairman, reporting and disclosure, share schemes and appointment of remuneration consultants. The terms of reference also set out the reporting responsibilities and the authority of the committee to carry out its duties.

Part 3
Operating and Financial Review

1 INTRODUCTION

The following operating and financial review should be read in conjunction with the financial information set out in Part 4 of this document and the other financial information relating to the Group included elsewhere in this document.

This review contains forward-looking statements based on the current expectations and assumptions about the Group's future business. Such statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. Forward-looking statements are not guarantees of future performance. The actual investment performance, results of operations, financial condition and dividend policy of the Group, as well as the development of its financing strategies, may differ materially from the impression created by the forward-looking statements contained herein as a result of certain factors including, but not limited to, those discussed in the "Risk Factors" section of this document on pages 14 to 25 (inclusive).

The selected financial information discussed in this Part 3 has been extracted without material adjustment from the financial information of the Group as at, and for the two financial years ended 31 December 2016 and 31 December 2017, which would have been prepared in accordance with IFRS.

2 SIGNIFICANT FACTORS FFECTING RESULTS OF OPERATIONS AND OUTLOOK

2.1 Overview

The Company was established in 2016 as a holding company for the purpose of acquiring or establishing companies or businesses which were themselves already established and profitable. The Company is currently organised into two sectors, being the education sector and the property services sector. Companies which MBH acquires are managed through these sectors.

The Company's strategy is to grow through acquisitions, and then to grow these acquired businesses through the identification of operating synergies in scale and efficiency. The Board considers that the Company has a wide pipeline of acquisition opportunities to review and has internal procedures to support this. The Company will continue to contact potential businesses, or potential sellers of such businesses, that may be interested in being acquired by the Company. MBH does not set a specific expected target value for any acquisition of a potential business.

The success of the Company depends on certain factors as set out below in this Part 3, which the Directors consider have affected the Group's results of operations to date, or could do so in the future.

2.2 Significant factors and outlook

The Group's results are expected to be impacted by the following:

(a) future acquisitions within the current sectors;

(b) establishment of a third sector in which new acquisitions would take place;

(c) expenditure which is required to create the infrastructure to enable the Group to successfully implement its business strategy;

(d) costs and expenses of existing businesses within the Group;

(e) maintaining the Group's existing revenue base and executing opportunities for growth; and

(f) identifying and executing operational synergies identified within existing businesses.

The Directors have included the four operating entities' audited financial statements to provide a meaningful assessment of the performance of each entity for the past three financial years.

Over the longer term, the Directors believe that the successful achievement of the Company's strategy will result in an increase in the value of each sector and in turn the value of the Company as a whole.

2.3 **Financial information**

This Part 3 of this Prospectus discusses the consolidated historical financial information of the Group as if the Company and the Subsidiaries had formed a single group during the relevant period.

Where appropriate, the Group's operations in the education sector and in the property services sector are considered separately.

The financial information presented for the education sector comprises three operating entities: Parenta Group Ltd, Parenta Training Ltd and Acacia Training Ltd. The financial information presented for the property services sector comprises the financial information of Cape Ltd.

3 OPERATING RESULTS

3.1 Operating revenues

The consolidated revenues of the Group for the last two financial years are as follows:

	2017	**2016**
	£'000	**£'000**
Education sector	8,513	8,289
Property services sector	16,367	16,952
Consolidated	**24,880**	**25,241**

The Company's ability to generate future revenue and profits will be dependent upon the number of acquisitions and the current market conditions of the current businesses within the Company.

3.2 **Operating expenses**

The operating expenses of the Company since its inception have consisted of employment costs and other expenses.

The breakdown of the operating expenses of the Group is as follows:

(a) *Cost of sales*: Cost of sales expenses represents direct expenses in generating revenue for Group Company. The majority of cost of sales are subcontractor fees payable to either assessors/trainers for the education sector and contractors for the property services sector.

(b) Staff costs:

(i) A significant proportion of the Group's operating expenses comprise costs related to the remuneration of staff and directors. Personnel costs include salaries, bonuses, share-based payment charges and taxes thereon. It is the intention of the Company to increase the number of its personnel for the purpose of business growth following Admission; and

(ii) As the scale and stage of the Group's activities continue to develop, the Directors anticipate that MBH's personnel costs will continue to increase in order to support the Group's activities and maintain its competitive advantage.

(c) *Other administrative costs*: Other administrative costs of the Company consist of occupancy costs, professional fees, marketing expenses, computer server costs, motor vehicle expenses and travel and entertainment costs.

3.3 **Related party transactions**

All intra group transactions are eliminated on consolidation. There are no other related party transactions that are required to be disclosed.

4 FINANCIAL REVIEW AND KEY PERFORMANCE INDICATORS

4.1 MBH Corporation PLC Consolidated Statement of Comprehensive Income

	Year ended 31 December 2017
	£'000
Revenue	24,880
Cost of goods sold	(16,119)
Profit from operations	**8,761**
Administrative expenses	(5,666)
Depreciation and amortisation expense	(480)
Net finance expense	(31)
Profit before tax	**2,584**
Tax expense	(453)
Profit after tax	**2,131**

Profit attributable to:	
Owners of the parent	2,105
Non-controlling interest	26
	2,131
Profit after tax	**2,131**
Other comprehensive income:	
Items that will or may be reclassified to profit or loss:	
Other comprehensive income	(69)
	(69)
Total comprehensive income	**2,062**
Total comprehensive income attributable to:	
Owners of the parent	2,036
Non-controlling interest	26
	2,062

4.2 **Earnings before interest, tax, depreciation and amortisation ("EBITDA")**

EBITDA for the companies that now form part of the Group for the year ended 31 December 2017 was £3.10 million, compared to EBITDA for the same companies for the year ended 31 December 2016 of £2.86 million. The increase of £0.19 million (or 8.4%) was largely driven by an increase in the revenue from the education sector of £0.2 million and a slight reduction in operating expenses.

The EBITDA contribution split between the education sector and the property services sector is as follows:

	Education Sector	**Property Services Sector**	**Combined**
	£'000	**£'000**	**£'000**
Revenue	8,513	16,367	24,880
Cost of goods sold	(2,870)	(13,249)	(16,119)
Profit from operations	**5,643**	**3,118**	**8,761**
Administrative expenses	(3,585)	(2,081)	(5,666)
EBITDA	**2,058**	**1,037**	**3,095**
Depreciation and amortisation expense	(449)	(31)	(480)
Net finance expense	(27)	(4)	(31)
Profit before tax	**1,582**	**1,002**	**2,584**
Tax expense	(172)	(281)	(453)
Profit after tax	**1,410**	**721**	**2,131**

4.3 **Operating expenses**

General and administrative expenses for the year ended 31 December 2017 largely reflect the following items:

(a) Payroll expenses totalling £3.83 million;

(b) Professional fees totalling £0.25 million;

(c) Occupancy expenses totalling £0.60 million;

(d) Travel and motor vehicle expenses totalling £0.55 million; and

(e) Other general administrative expenses totalling £0.35 million.

4.4 **Tax expense**

The current corporate tax rate is 20% for the United Kingdom and 28% for New Zealand. The effective tax rate for the education sector is 10.9% due to tax concessions which are available to companies operating in the sphere of research and development of software. The overall effective tax rate for MBH Corporation PLC is 17.5%.

4.5 **MBH Corporation PLC Consolidated Statement of Financial Position**

	As at 31 December 2017
	£'000
Non-current assets	
Property, plant and equipment	225
Intangible assets	2,545
	2,770
Current assets	
Trade and other receivables	4,182
Cash and cash equivalents	395
	4,577
Total assets	**7,347**
Current liabilities	
Trade and other payables	2,033
Bank overdraft	189
Income tax payable	299
	2,522
Non-current liabilities	
Trade and other payables	146
Deferred tax provisions	13
	159
Total liabilities	**2,681**
Net assets	**4,666**
Equity attributable to owners of the parent	
Share capital	273
Equity reserve	380

Merger reserve	249
Translation reserve	162
Retained earnings	3,603
Total equity attributable to owners of the parent	**4,666**
Non-controlling interest	**-**
Total equity	**4,666**

4.6 **Significant performance impacting events and business developments reflected in the Company's financial position**

There have been no significant events and business developments that are reflected in the Company's financial performance in the period under review.

5 LIQUIDITY AND CAPITAL RESOURCES

The Group's pro forma cash balance as of 31 December 2017 was £395,002. There are no other financial contractual obligations apart from operating activities which could materially affect (directly or indirectly) the Company's operations.

At present the Company has no short term or long term intention to borrow for working capital purposes. However, in accordance with the Company's business strategy there may be a requirement to secure debt and/or equity financing for the partial funding of future acquisitions.

5.1 **MBH Corporation PLC – Consolidated pro forma statement of cash flow**

	Year ended #31 December 2017
	£'000
Cash flows from operating activities	
Profit before tax	2,584
Adjustments for:	
Depreciation and amortisation	480
Bad debts	91
Interest expense	31
Increase in trade and other receivables	1,708
Decrease in trade and other payables	(3,209)
Cash generated from operations	**1,685**
Income taxes paid	(370)
Interest paid	(26)
Net cash inflows from operating activities	**1,289**
Investing activities	
Purchase of property, plant and equipment	(28)
Additions to intangible assets (software)	(646)
Net cash used in investing activities	**(674)**
Financing activities	
Acquisition of non-controlling interest in a subsidiary	(240)
Net proceeds from loan and bank overdraft facilities	108

Dividends paid	(1,264)
Net cash flows used in financing activities	**(1,396)**
Net decrease in cash and cash equivalents	**(781)**
Cash and cash equivalents at beginning of the year	**1,176**
Cash and cash equivalents at end of the year	**395**

The net decrease in pro forma cash and cash equivalents for the Group of £0.78 million for the year ended 31 December 2017 reflects:

- the inflow of funds from operations of £1.29 million;
- the outflow of funds from investing activities of £0.67 million which is largely to expenditure to maintain and enhance the operating functionalities of the Parenta Group's proprietary nursery software; and
- the outflow of funds from financing activities of £1.40 million which is largely due to dividends paid to shareholders of the Company's underlying businesses (prior to those companies being acquired by the Company).

Part 4
Historical Financial Information

Please note that the accounts for Lara Group plc, Daytrum Ltd, Amplify Investments Ltd, Smart Allicks Ltd, Parenta Holdings Ltd, Parenta Ltd and Corsora Ltd have not been included in the historical financial information on the basis that these companies operate as holding companies for the active companies within the Group and do not trade.

Registered number: 10238873

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

STRATEGIC REPORT

Introduction

The directors present their strategic report accompanying the financial statements for the year ended 31 December 2017.

Business review

The company has remained dormant during the year.

Principal risks and uncertainties

The key business risks and uncertainties affecting the company relate to continuing economic uncertainty. However, the directors are confident that the company will be successful, both in terms of turnover and profitability in the foreseeable future.

Financial key performance indicators

Given the straightforward nature of the business the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

This report was approved by the board on 30 October 2018 and signed on its behalf.

V W-N Tan
Director

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

DIRECTORS' REPORT

The directors present their report and the financial statements for the year ended 31 December 2017.

Directors' responsibilities statement

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

The directors are responsible for preparing the Strategic Report, Directors' Report and 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 elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The loss for the year, after taxation, amounted to €20 (2016 - profit €Nil).

The company has not paid any dividends during the year.

Directors

The directors who served during the year were:

C M Bartholomew (resigned 16 January 2017)
T D Street
C A M Laing (appointed 16 January 2017)

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

DIRECTORS' REPORT (CONTINUED)

Post balance sheet events

There have been no significant events affecting the company since the year end.

This report was approved by the board on 30 October 2018 and signed on its behalf.

V W-N Tan
Director

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)
ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2017. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The Directors of MBH Corporation Plc are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of MBH Corporation Plc as at 31 December 2017 and of its profits, cash flows and changes in equity for the year ended 31 December 2017 in accordance with International Financial Reporting Standards as adopted by the European Union.

MBH CORPORATION PLC

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November. 2018

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

STATEMENT OF COMPREHENSIVE INCOME

	Year ended 31 December 2017	Year ended 31 December 2017
	€	€
Administrative expenses	(21)	-
Profit from operations	(21)	-
Finance income	1	-
Profit before tax	(20)	-
Tax expense	-	-
Profit after tax	(20)	-

There were no recognised gains and losses for 2017 or 2016 other than those included in the Statement of Comprehensive Income.

There was no other income for 2017 (2016: Nil).

The notes on pages 11 to 14 form part of these financial statements.

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December 2017 €	As at 31 December 2017 €
Non-current assets			
Intangible assets	6	**249,997**	-
		249,997	-
Current assets			
Cash and cash equivalents	7	**3**	3
		3	3
Total assets		**250,000**	3
Current liabilities			
Trade and other payables		**(20)**	-
		(20)	-
Total liabilities		**(20)**	-
Net assets		**249,980**	3
Equity attributable to owners			
Share capital	8	**250,000**	3
Retained earnings		**(20)**	-
Total equity attributable to owners of the parent		**249,980**	3

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 October 2018

V W-N Tan
Director

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

STATEMENT OF CHANGES IN EQUITY

	Share capital	Retained earnings	Total
	€	€	€
Balance as at 1 January 2017	3	-	3
Loss for the year	-	(20)	(20)
Issue of new shares	249,997	-	249,997
Total comprehensive income for the period	249,997	(20)	249,980
Balance as at 31 December 2017	**250,000**	**(20)**	**249,980**

	Share capital	Retained earnings	Total
	€	€	€
Balance as at 1 January 2016	-	-	-
Issue of new shares	3	-	3
Total comprehensive income for the period	3	-	3
Balance as at 31 December 2016	**3**	**-**	**3**

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

CASH FLOW STATEMENT

		Year ended 31 December 2017	Year ended 31 December 2017
		€	€
Cash flows from operating activities			
Profit before tax		(20)	-
Adjustments for:			
Interest received		(1)	-
Cash generated from operations		(21)	-
Net cash inflows from operating activities		(21)	-
Investing activities			
Interest received		1	-
Net cash used in investing activities		1	-
Financing activities			
Issue of ordinary shares		-	3
Net cash flows used in financing activities		-	3
Net (decrease)/increase in cash and cash equivalents		(20)	3
Cash and cash equivalents at beginning of the year	7	3	-
Cash and cash equivalents and end of the year	7	(17)	3

NOTES TO THE FINANCIAL STATEMENTS

1. General Information

MBH Corporation PLC is a public company limited by shares and incorporated in England and Wales. The address of the registered office is 10 Leighton Lodge, 15 Branksome Wood Road, Bournemouth, United Kingdom, BH2 6BX. The company did not trade during the year.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of MBH Corporation Plc have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 2.

(a) New and amended standards mandatory for the first time for the financial period beginning 1 January 2016

A number of new standards and amendments to standards and interpretations are effective for the financial period beginning on or after 1 January 2016 and have been applied in preparing these Financial Statements.

Amendments to IAS 1 Disclosure Initiative.

Amendments to IAS 1 Presentation of Financial Statements to address perceived impediments to preparers exercising their judgement in presenting their financial reports by making the following changes:

- clarification that information should not be obscured by aggregating or by providing immaterial information, materiality considerations apply the all parts of the Financial Statements, and even when a standard requires a specific disclosure, materiality considerations do apply;
- additional examples of possible ways of ordering the notes to clarify that understandability and comparability should be considered when determining the order of the notes and to demonstrate that the notes need not be presented in the order so far listed in paragraph 114 of IAS 1.

Amendments to IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation.

Amends IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets to:

- clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment;
- introduce a rebuttable presumption that an amortisation method that is based on the revenue generated by an activity that includes the use of an intangible asset is inappropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated; and
- add guidance that expected future reductions in the selling price of an item that was produced using an asset could indicate the expectation of technological or commercial obsolescence of the asset, which, in turn, might reflect a reduction of the future economic benefits embodied in the asset.

There are no other new standards and amendments to standards and interpretations effective for the financial period beginning on or after 1 January 2016 that are material to the company and therefore not applied in preparing these Financial Statements.

2.2. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.3. Intangible assets

Intangible assets are capitalised and stated at cost. An impairment review is completed annually and any provision that is required is charged to the statement of comprehensive income.

Amortisation is provided on all software and intellectual property to write off the cost less estimated residual value of each asset over its expected useful economic life based on the following method and annual rates:

	Method	Rate
Software and intellectual property	Straight Line	10%

2.4. Financial assets

Classification

The company's financial assets consist of cash and cash equivalents.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

2.5. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.6. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.7. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.8. Finance income

Interest income is recognised using the effective interest method.

2.9. Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is Euros.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the company in preparing these financial statements.

4. Employee benefits expenses

	31 December 2017	31 December 2017
Average number of employees by function		
Administration	2	2
	2	**2**

5. Net finance (expense)/income

	31 December 2017	31 December 2016
	€	€
Other interest receivable	1	-
	1	**-**

6. Intangible assets

	Intellectual Property €	Total €
Cost		
As at 31 December 2016	-	-
Additions	249,997	249,997
As at 31 December 2017	**249,997**	**249,997**
Amortisation		
As at 31 December 2016	-	-
Charge for the year	-	-
As at 31 December 2017	-	-
Net book value		
As at 31 December 2016	-	-
As at 31 December 2017	**249,997**	**249,997**

7. Cash and cash equivalents

	31 December 2017 €	31 December 2016 €
Cash at bank and in hand	3	3
Less bank overdrafts	(20)	-
	(17)	3

8. Share capital

	31 December 2017 €	31 December 2016 €
Allotted, called up and fully paid	250,000	3
	250,000	3

During the year the company issued 249,997 Ordinary shares of €1.00 each at par.

Registered number: 10238873

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2016

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

STRATEGIC REPORT

Introduction

The directors present their strategic report accompanying the financial statements for the period ended 31 December 2016.

Business review

The company was incorporated on 20 June 2016 and has remained dormant throughout the period.

Principal risks and uncertainties

The key business risks and uncertainties affecting the company relate to continuing economic uncertainty. However, the directors are confident that the company will grow, both in terms of turnover and profitability once trading begins.

Financial key performance indicators

Given the straightforward nature of the business the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

This report was approved by the board on 30 October 2018 and signed on its behalf.

V W-N Tan
Director

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

DIRECTORS' REPORT

The directors present their report and the financial statements for the period ended 31 December 2016.

Directors' responsibilities statement

The directors are responsible for preparing the Strategic Report, Directors' Report and 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 elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS as adopted by the European Union have been followed, subject to any material departures disclosed and explained in the financial statements
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Results and dividends

The loss for the year, after taxation, amounted to €20 (2016 - profit €Nil).

The company has not paid any dividends during the year.

Directors

The directors who served during the year were:

C M Bartholomew (appointed 20 June 2016, resigned 16 January 2017)
T D Street (appointed 20 June 2016)
C A M Laing (appointed 20 June 2016, resigned 20 June 2016)

DIRECTORS' REPORT (CONTINUED)

Post balance sheet events

There have been no significant events affecting the company since the year end.

This report was approved by the board on 30 October 2018 and signed on its behalf.

V W-N Tan
Director

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the period ended 31 December 2016. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The Directors of MBH Corporation Plc are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of MBH Corporation Plc as at 31 December 2016 and of its profits, cash flows and changes in equity for the period ended 31 December 2016 in accordance with International Financial Reporting Standards as adopted by the European Union.

MBH CORPORATION PLC

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November. 2018

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

STATEMENT OF COMPREHENSIVE INCOME

	Period ended 31 December 2016
	€
Administrative expenses	-
Profit from operations	-
Finance income	-
Profit before tax	-
Tax expense	-
Profit after tax	-

There were no recognised gains and losses for 2016 other than those included in the Statement of Comprehensive Income.

There was no other income for 2016.

The notes on pages 11 to 13 form part of these financial statements.

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December 2016 €
Current assets		
Cash and cash equivalents	5	3
		3
Total assets		3
Total liabilities		-
Net assets		3
Equity attributable to owners		
Share capital	6	3
Retained earnings		-
Total equity attributable to owners of the parent		3

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 October 2018.

V W-N Tan
Director

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

STATEMENT OF CHANGES IN EQUITY

	Share capital	Retained earnings	Total
	€	€	€
Issue of new shares	3	-	3
Total comprehensive income for the period	3	-	3
Balance as at 31 December 2016	**3**	**-**	**3**

MBH CORPORATION PLC (FORMERLY KNOWN AS EQUIRED GROUP PLC)

CASH FLOW STATEMENT

		Period ended 31 December 2016 €
Cash flows from operating activities		
Profit before tax		-
Cash generated from operations		-
Net cash inflows from operating activities		-
Investing activities		
Net cash used in investing activities		-
Financing activities		
Issue of ordinary shares		3
Net cash flows used in financing activities		3
Net (decrease)/increase in cash and cash equivalents		3
Cash and cash equivalents at beginning of the period	5	-
Cash and cash equivalents and end of the period	5	3

NOTES TO THE FINANCIAL STATEMENTS

1. General Information

MBH Corporation PLC is a public company limited by shares and incorporated in England and Wales. The address of the registered office is 10 Leighton Lodge, 15 Branksome Wood Road, Bournemouth, United Kingdom, BH2 6BX. The company was dormant during the period.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of MBH Corporation Plc have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

(a) New and amended standards mandatory for the first time for the financial period beginning 1 January 2016

A number of new standards and amendments to standards and interpretations are effective for the financial period beginning on or after 1 January 2016 and have been applied in preparing these Financial Statements.

Amendments to IAS 1 Disclosure Initiative.

Amendments to IAS 1 Presentation of Financial Statements to address perceived impediments to preparers exercising their judgement in presenting their financial reports by making the following changes:

- clarification that information should not be obscured by aggregating or by providing immaterial information, materiality considerations apply the all parts of the Financial Statements, and even when a standard requires a specific disclosure, materiality considerations do apply;
- additional examples of possible ways of ordering the notes to clarify that understandability and comparability should be considered when determining the order of the notes and to demonstrate that the notes need not be presented in the order so far listed in paragraph 114 of IAS 1.

Amendments to IAS 16 and IAS 38 Clarification of Acceptable Methods of Depreciation and Amortisation.

Amends IAS 16 Property, Plant and Equipment and IAS 38 Intangible Assets to:

- clarify that a depreciation method that is based on revenue that is generated by an activity that includes the use of an asset is not appropriate for property, plant and equipment;
- introduce a rebuttable presumption that an amortisation method that is based on the revenue generated by an activity that includes the use of an intangible asset is inappropriate, which can only be overcome in limited circumstances where the intangible asset is expressed as a measure of revenue, or when it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated; and
- add guidance that expected future reductions in the selling price of an item that was produced using an asset could indicate the expectation of technological or commercial obsolescence of the asset, which, in turn, might reflect a reduction of the future economic benefits embodied in the asset.

There are no other new standards and amendments to standards and interpretations effective for the financial period beginning on or after 1 January 2016 that are material to the company and therefore not applied in preparing these Financial Statements.

2.2. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.3. Financial assets

Classification

The company's financial assets consist of cash and cash equivalents.

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

2.4. Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.5. Foreign currency translation

Functional and presentation currency

The company's functional and presentational currency is Euros.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the company in preparing these financial statements.

4. Employee benefits expenses

	31 December 2016
Average number of employees by function	
Administration	3
	3

5. Cash and cash equivalents

	31 December 2016
	€
Cash at bank and in hand	3
	3

6. Share capital

	31 December 2016
	€
Allotted, called up and fully paid	3
	3

On incorporation the company issued 3 Ordinary shares of €1.00 each at par.

ACACIA TRAINING LIMITED

Directors' report and non-statutory financial statements

For the Year Ended 31 December 2017

ACACIA TRAINING LIMITED

Company Information

Directors	A S Littleton G Littleton V A Sylvester R Sylvester
Registered number	4080815
Registered office	Acacia House Trentham Business Quarter Bellringer Road Trentham Stoke-On-Trent Staffordshire ST4 8GB

ACACIA TRAINING LIMITED

Contents

Directors' report
For the Year Ended 31 December 2017

The directors present their report and the financial statements for the year ended 31 December 2017.

Directors' responsibilities statement

The directors are responsible for preparing the Directors' 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 elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted for the use in the European Union. Under company law the Directors must not approve financial statements unless they are satisfied that they give a true and fair view of the state of the affairs of the company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable Accounting Standards 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The directors who served during the year were:

A S Littleton
G Littleton
V A Sylvester
R Sylvester

Directors indemnity insurance

During the year the company had in place Directors' and Officers' Liability Insurance to protect the personal liability of the directors and officers arising out of their execution of their duties on behalf of the company.

Disclosure of information to auditors

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

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

Auditors

The auditors, Smith Cooper Audit Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Directors' report (continued)
For the Year Ended 31 December 2017

This report was approved by the board on 8 November 2018 and signed on its behalf.

....
V A Sylvester
Director

Accountant's report to the board of directors' on historical financial information prepared in accordance with international financial reporting standards as adopted by the European Union

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2017. This financial information has been prepared for inclusion in the prospectus dated 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by item 7 of Annex II of the Commission Regulation (EC) No. 809/2004 (the "PD Regulation") and is given for the purpose of complying with that item and for no other purpose.

Responsibilities

The Directors of Acacia Training Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated 8 November 2018, a true and fair view of the state of affairs of Acacia Training Limited as at 31 December 2017 and of its profits, cash flows and changes in equity for the year ended 31 December 2017 in accordance with International Financial Reporting Standards as adopted by the European Union.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Smith Cooper Audit Limited

Smith Cooper Audit Limited
Chartered Accountants and Statutory Auditors
2 Lace Market Square
Nottingham
NG1 1PB
Date: 8/11/18

Statement of comprehensive income
For the Year Ended 31 December 2017

	Note	2017 £	2016 £
Revenue		**3,749,415**	*3,721,094*
Cost of sales		**(1,121,202)**	*(1,327,316)*
Gross profit		**2,628,213**	*2,393,778*
Administrative expenses		**(2,355,026)**	*(2,191,901)*
Other operating income		**17,841**	-
Operating profit		**291,028**	*201,877*
Finance expense	7	**(2,660)**	*(1,538)*
Profit before tax		**288,368**	*200,339*
Tax on profit	8	**(57,729)**	*(42,705)*
Profit for the financial year		**230,639**	*157,634*

There were no recognised gains and losses for 2017 or 2016 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2017 (2016:£NIL).

The notes on pages 11 to 22 form part of these financial statements.

ACACIA TRAINING LIMITED
Registered number: 4080815

Statement of financial position
As at 31 December 2017

	Note		2017 £		2016 £
Fixed assets					
Property, plant and equipment	9		36,290		30,475
			36,290		30,475
Current assets					
Trade and other receivables		1,080,983		638,091	
Cash and cash equivalents	11	433		54,851	
		1,081,416		692,942	
Current liabilities					
Trade and other payables	12	(730,209)		(569,147)	
Net current assets			351,207		123,795
Total assets less current liabilities			387,497		154,270
Non-current liabilities					
Deferred Taxation		(6,895)		(4,307)	
			(6,895)		(4,307)
Net assets			380,602		149,963
Equity					
Share capital	16		106		106
Retained earnings			380,496		149,857
			380,602		149,963

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 8/11/18.

....

V A Sylvester
Director

The notes on pages 11 to 22 form part of these financial statements.

Statement of changes in equity
For the Year Ended 31 December 2017

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 January 2017	**106**	**149,857**	**149,963**
Profit for the year	-	230,639	230,639
Total comprehensive income for the year	-	230,639	230,639
At 31 December 2017	106	380,496	380,602

The notes on pages 11 to 22 form part of these financial statements.

Statement of changes in equity
For the Year Ended 31 December 2016

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 January 2016	106	142,223	142,329
Profit for the year	-	157,634	157,634
Total comprehensive income for the year	-	157,634	157,634
Ordinary dividends	-	(150,000)	(150,000)
At 31 December 2016	106	149,857	149,963

The notes on pages 11 to 22 form part of these financial statements.

Statement of cash flows
For the Year Ended 31 December 2017

	2017 £	2016 £
Cash flows from operating activities		
Profit for the financial year	**230,639**	*157,634*
Adjustments for:		
Depreciation of property, plant and equipment	**19,060**	*20,168*
Finance expense	**2,660**	*1,538*
Taxation charge	**57,729**	*42,705*
Increase in trade and other receivables	**(442,892)**	*(249,522)*
Increase/(decrease) in trade and other payables	**(40,270)**	*356,853*
Corporation tax paid	**(42,705)**	*(33,924)*
Net cash generated from operating activities	**(215,779)**	*295,452*
Cash flows from investing activities		
Purchase of property, plant and equipment	**(24,875)**	*(15,887)*
Net cash from investing activities	**(24,875)**	*(15,887)*
Cash flows from financing activities		
Dividends paid	**-**	*(150,000)*
Interest paid	**(2,660)**	*(1,538)*
Net cash used in financing activities	**(2,660)**	*(151,538)*
Net (decrease)/increase in cash and cash equivalents	**(243,314)**	*128,027*
Cash and cash equivalents at beginning of year	**54,851**	*(73,176)*
Cash and cash equivalents at the end of year	**(188,463)**	*54,851*
Cash and cash equivalents at the end of year comprise:		
Cash at bank and in hand	**433**	*54,851*
Bank overdrafts	**(188,896)**	*-*
	(188,463)	*54,851*

The notes on pages 11 to 22 form part of these financial statements.

Notes to the financial statements
For the Year Ended 31 December 2017

1. Accounting policies

1.1 Basis of preparation of financial statements

Acacia Training Limited is a private company limited by shares incorporated in England within the United Kingdom. The address of the registered office is given in the company information of these financial statements. The company's registration number is 4080815.
The nature of the company's operations and principal activities are Adult Education.

The financial statements have been prepared under the historical cost convention in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standards as issued by the International Accounting Standards Board ("IASB") as well as interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") as adopted by the European Union, and those parts of the Companies Act 2006 that are applicable.

The financial statements are presented in sterling which is the functional currency of the company and rounded to the nearest £.

1.2 Significant accounting judgements, estimates and assumptions

The Directors are of the opinion that there are no key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1.3 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding value added tax.

Revenue from the organisation's activities include funding received for the provision of services provided to its beneficiaries. Revenue is recognised in the period in which the services are provided and in accordance with the stage of completion of the contract. Where measurable outputs are specified as a condition of the funding, income is recognised on the basis of the proportion of outputs completed compared to the total outputs to be delivered.

Revenue in respect of other training delivered is recognised in line with the date of the service provided.

Notes to the financial statements
For the Year Ended 31 December 2017

1. Accounting policies (continued)

1.4 Property, plant and equipment

Property, plant and equipment under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, as follows:.

Fixtures and fittings	- 33.33% straight line, 15% - 25% reducing balance.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

1.5 Trade and other receivables

Trade and other receivables are recognised by the company and carried at the original invoice amount less and allowance for any uncollectable or impaired amounts.

An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when they are identified as being uncollectable.

1.6 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and banks and short term deposits. Short term deposits are identified as deposits with an initial maturity of three months or less.

Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purposes of the statement of cash flows.

1.7 Taxes

Income taxes include all taxes based upon the taxable profits of the company. Other taxes not based on income, such as property and capital taxes, are included within operating expenses or financial expenses according to their nature.

Deferred income tax is provided, using the liability method, on temporary difference between the tax bases of assets and liabilities and their carrying amounts, in the financial statements. Deferred income tax assets relating to the carry-forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Current and deferred income tax assets and liabilities are offset when the income taxes are levied by the same taxation authority and when there is a legally enforceable right to offset them.

Notes to the financial statements
For the Year Ended 31 December 2017

1. Accounting policies (continued)

1.8 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

The company's contributions to defined contribution plans are charged to the statement of profit or loss and other comprehensive income in the period to which the contributions relate.

1.9 Trade and other payables

Trade and other payables are initially measured at fair value , and are subsequently measured at amortised cost, using the effective interest rate method.

1.10 Loan and borrowings

Loans and borrowings are initially recognised at the transaction price including transaction costs. Subsequently, they are measured at amortised cost using the effective interest method. Loans and borrowings that are receivable within one year are not discounted. If an arrangement constitutes a finance transaction it is measured at present value of future payments discounted at a market rate of interest for a similar loan.

1.11 Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits as incurred.

1.12 Ordinary dividends

Ordinary dividends proposed by the Board of Directors are not recorded in the financial statements until they have been approved by the shareholders at the Annual General Meeting.

1.13 Interest expense recognition

Expense is recognised as interest accrues, using the effective interest method, to the net carrying amount of the financial liability.

1.14 Amendments to IFRSs effective for annual periods beginning on or after 1 January 2017

No new or revised IFRSs affect the amounts reported and/or disclosures in the financial statements.

Notes to the financial statements
For the Year Ended 31 December 2017

1. Accounting policies (continued)

1.15 New and revised IFRSs in issue but not yet effective

The company has not applied the following new and revised IFRSs that have been issued but not yet effective:

- IFRS 9 - Financial Instruments - effective 1 January 2018
- IFRS 15 - Revenue from Contracts with Customers - effective 1 January 2018
- IFRS 2 – Classification and Measurement of Share-based Payment Transactions –
- IAS 40 – Investment Property – effective 1 January 2018
- IFRS 16 Leases – effective 1 January 2019
- Annual improvement 2014-2016 cycle – effective 1 January 2018. These include:
- IAS 28 – Investments in Associates and Joint Ventures
- IFRS 4 – Insurance Contracts
- IFRIC Interpretation 22 – Foreign Currency Transactions and Advance Consideration –
- IFRIC Interpretation 23 – Uncertainty over Income Tax treatments – effective 1 January 2019
- IFRS 17 Insurance Contracts – effective 1 January 2021
- Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor

2. Revenue

The revenue for the company is derived from the rendering of services within the UK.

3. Segmental reporting

The Board of Directors review the reports of the Company as one segment only. The review of the Company's operating results are not broken down into other segments. All the Company's revenue is generated in the UK and all of the Company's assets are held in the UK.

The segmental reporting is stated after charging:

	2017 £	*2016 £*
Depreciation of property, plant and equipment	**19,060**	*20,168*
Directors' remuneration	**127,443**	*74,571*

Notes to the financial statements
For the Year Ended 31 December 2017

4. Auditors' remuneration

The company paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Company:

	2017 £	*2016 £*
Fees payable to the Company's auditors for the annual accounts	18,104	*9,908*
	18,104	*9,908*

5. Directors' remuneration

	2017 £	*2016 £*
Remuneration	127,443	*74,571*
	127,443	*74,571*

6. Staff costs

Staff costs, including directors' remuneration, were as follows:

	2017 £	*2016 £*
Wages and salaries	1,377,724	*1,302,841*
Social security	59,222	*54,459*
Pension costs	28,753	*16,573*
	1,465,699	*1,373,873*

The average monthly number of employees, including the directors, during the year was as follows:

	2017 £	*2016 £*
Administration	64	*62*

Notes to the financial statements
For the Year Ended 31 December 2017

7. Finance expense

	2017 £	*2016* *£*
Interest payable	2,660	*1,538*
	2,660	*1,538*

8. Income taxes

	2017 £	*2016* *£*
Current tax		
Current tax expense in respect of the current year	55,141	*42,705*
	55,141	*42,705*
Total current tax	55,141	*42,705*
Deferred tax		
Charge for the year	1,119	-
Adjustment in respect of prior periods	1,788	-
Rate change	(319)	-
Total deferred tax	2,588	-
Total income tax	57,729	*42,705*

Notes to the financial statements
For the Year Ended 31 December 2017

8. Income taxes (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than *(2016 - higher than)* the standard rate of corporation tax in the UK of 19.25% *(2016 - 20%)*. The differences are explained below:

	2017 £	*2016* *£*
Profit before tax	**288,368**	*200,339*
Income tax expense calculated at 19.25% (2016 - 20%)	**55,511**	*40,068*
Effects of:		
Expenses not deductible for tax purposes	**749**	*1,781*
Adjustments to deferred tax for prior years	**1,788**	*856*
Rate change	**(319)**	-
Total income tax charge recognised in the profit or loss	**57,729**	*42,705*

Factors that may affect future tax charges

Legislation to reduce the main rate of corporation tax to 19% from 1 April 2017 and to 17% from 1 April 2020 has been enacted and so the deferred tax balance has been calculated at 17% (2016: 17%).

Notes to the financial statements
For the Year Ended 31 December 2017

9. Property, plant and equipment

	Fixtures and Fittings £
Cost	
At 1 January 2017	130,404
Additions	24,875
At 31 December 2017	155,279
Depreciation	
At 1 January 2017	99,929
Charge for the year on owned assets	19,060
At 31 December 2017	118,989
Net book value	
At 31 December 2017	36,290
At 31 December 2016	*30,475*

Notes to the financial statements
For the Year Ended 31 December 2017

10. Trade and other receivables

	2017	2016
	£	£
Trade receivables not past due	52,343	521,605
Trade receivables past due but not impaired	22,755	939
Trade receivables - net	75,098	522,544
Other receivables	240,859	43,069
Prepayments and accrued income	765,026	72,478
	1,080,983	638,091

Trade and other receivables are all current and the book value is the same as their fair value. Trade receivables are reviewed for impairment if they are past due.

Age of receivables that are past due but not impaired:

	2017	2016
	£	£
31 - 60 days	1,439	(478)
61 - 90 days	21,316	1,417
90 + days	-	-
	22,755	939

The average age (days) was 7 (2016: 51)

11. Cash and cash equivalents

	2017	2016
	£	£
Cash at bank and in hand	433	54,851
Less: bank overdrafts	(188,896)	-
	(188,463)	54,851

Notes to the financial statements
For the Year Ended 31 December 2017

12. Trade and other payables: Amounts falling due within one year

	2017 £	*2016 £*
Bank overdrafts	**188,896**	-
Trade payables	**228,342**	*325,431*
Income tax payable	**55,141**	*42,705*
Other tax payable	**73,783**	*37,498*
Other payables	**60,673**	*3,694*
Accruals and deferred income	**123,374**	*159,819*
	730,209	*569,147*

As at 31 December 2017 and 31 December 2016, the book value of trade and other payables approximates their fair value given that they are short term in nature.

13. Borrowings

Summary of borrowing arrangements

	Current 2017 £	Non-current 2017 £	*Current 2016 £*	*Non-current 2016 £*
Unsecured - at amortised cost				
Bank overdrafts	**188,896**	-	-	-
	188,896	-	-	-

Notes to the financial statements
For the Year Ended 31 December 2017

14. Financial instruments

The company has basic short term financial instruments and is therefore not exposed to any significant risks.

Interest rate risks
The Company's interest rate risk arises from bank overdrafts and bank loans. The Company aims to minimise its cost of borrowings whilst ensuring that adequate cash is available to meet liabilities as they fall due. Current market borrowing interest rates are low and the company negotiates to obtain the lowest rates available. Any change in rates are not anticipated to be significant and therefore is unlikely to have a significant impact on the results of the Company.

Credit risk
The Company's principal financial asset is cash. The credit risk associated with cash is limited. The Company only trades with recognised, credit worthy customers. All customers who wish to trade on credit are subject to credit verification checks. Customer balances are checked regularly to ensure that the risk of exposure to bad debts is minimised.

Liquidity risk
The Company seeks to manage liquidity by ensuring sufficient funds are available to meet foreseeable needs and to invest cash assets safely and profitably. The Company has working capital of £351,207 at 31 December 2017 of which cash constituted £433 which the Directors consider to be sufficient to continue in business for the foreseeable future. Management of liquidity risk is achieved by monitoring budgets and forecasts and actual cash flows.

	2017 £	*2016* £
Financial assets		
Financial assets that are debt instruments measured at amortised cost	**315,957**	*565,613*
Financial liabilities		
Financial liabilities measured at amortised cost	**289,015**	*329,125*

Financial assets that are debt instruments measured at amortised cost comprise trade receivables and other receivables.

Financial liabilities measured at amortised cost comprise trade payables and other payables.

Notes to the financial statements
For the Year Ended 31 December 2017

15. Deferred taxation

	2017
	£
At beginning of year	(4,307)
Charged to profit or loss	(2,588)
At end of year	(6,895)

The provision for deferred taxation is made up as follows:

	2017	*2016*
	£	*£*
Accelerated capital allowances	(6,895)	*(4,307)*
	(6,895)	*(4,307)*

16. Issued capital

	2017	*2016*
	£	*£*
106- fully paid ordinary shares	106	*106*

17. Pension commitments

The company operates a defined contributions retirement benefit plan for all qualifying employee. The assets of the plan are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £28,753 (2016 - £16,573) . Contributions totalling £NIL (2016 - £NIL) were payable to the fund at the reporting date and are included in creditors.

Notes to the financial statements
For the Year Ended 31 December 2017

18. Commitments under operating leases

At 31 December 2017 the Company had annual commitments under non-cancellable operating leases as follows:

	2017 £	*2016 £*
Not later than 1 year	**208,986**	*142,809*
Later than 1 year and not later than 5 years	**484,221**	*179,389*
	693,207	*322,198*

19. Transactions with directors

At 31 December 2017 £87,785 (2016 - £38,285) was owing from a director. Amounts advanced to the director during the period was £49,500 (2016 - £127,951) and amounts repaid by the director during the period was £Nil (2016 - £89,666.)

At 31 December 2017 £54,228 (2016 - £Nil) was owing from a director. Amounts advanced to the director during the period was £54,228 (2016 - £60,334) and amounts owed by the director during the period was £Nil (2016 - £60,334)

No interest is charged on any directors loan accounts.

Notes to the financial statements
For the Year Ended 31 December 2017

20. Related party transactions

The remuneration of key management personnel during the year was £156,793 (2016 - £63,241).

During the year, sales amounting to £478,670 (2016 - £169,026) were made to a Mayfield House Residential Care Homes Limited. Purchases amounting to £396,500 (2016 - £139,169) were made from the same company. At the end of the year, an amount of £53,034 (2016 - £2,234) was owed from the Mayfield House Residential Care Homes Limited.

During the year, sales amounting to £68,601 (2016 - £4,260) were made to Foundations Nail & Beauty Academy Ltd where there are directors in common. Purchases amounting to £177,545 (2016 - £Nil) were made from the same company At the end of the year, an amount of £36,459 (2016 - £534) was owed from Foundations Nail & Beauty Academy Ltd.

During the year, sales amounting to £835 (2016 - £734) were made to C Littleton & Sons Ltd where there are directors in common. At the end of the year, an amount of £240 (2016 - £180) was owed from C Littleton & Sons Ltd.

During the year, sales amounting to £240,431 (2016 - £15,000) were made to AVC Investment R & V Sylvester Ltd where there are directors in common. Purchases amounting to £200,000 (2016 - £15,000) were made from R & V Sylvester Ltd. At the end of the year, and amount of £19,569 (2016 - £Nil) was owed from R & V Sylvester Ltd.

During the year, sales amounting to £7,407 (2016 - £Nil) were made to a Ulearn InterCo. Purchases amounting to £136,898 (2016 - £Nil) were made from the same company. At the end of the year, an amount of £35,524 (2016 - £Nil) was owed from the Ulearn InterCo.

During the year, sales amounting to £45,536 (2016 - £Nil) were made to a AVC Investments. Purchases amounting to £96,333 (2016 - £Nil) were made from the same company. At the end of the year, an amount of £3,644 (2016 - £Nil) was owed to AVC Investments.

At the year end an amount of £50 (2016 - £Nil) was owed from Middle Coppice Management Ltd where there are directors in common.

At the year end and amount of £1,428 (2016 - £Nil) was owed from Acacia Skills Academy Int Co where there are directors in common.

ACACIA TRAINING LIMITED

Directors' report and non-statutory financial statements

For the Year Ended 31 December 2016

ACACIA TRAINING LIMITED

Company Information

Directors	A S Littleton G Littleton V A Sylvester R Sylvester
Registered number	4080815
Registered office	Acacia House Trentham Business Quarter Bellringer Road Trentham Stoke-On-Trent Staffordshire ST4 8GB

ACACIA TRAINING LIMITED

Contents

Directors' report
For the Year Ended 31 December 2016

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

Directors' responsibilities statement

The directors are responsible for preparing the Directors' 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 elected to prepare the financial statements in accordance with International Financial Reporting Standards as adpoted for th use in the European Union. Under company law the Directors must not approve financial statements unless they are satisified that they give a true and fair view of the state of the affairs of the company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable Accounting Standards 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The directors who served during the year were:

A S Littleton
G Littleton
V A Sylvester
R Sylvester

Directors indemnity insurance

During the year the company had in place Directors' and Officers' Liability Insurance to protect the personal liability of the directors and officers arising out of their execution of their duties on behalf of the company.

Disclosure of information to auditors

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

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

Auditors

The auditors, Smith Cooper Audit Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Directors' report (continued)
For the Year Ended 31 December 2016

This report was approved by the board on 8 November 2018 and signed on its behalf.

....
V A Sylvester
Director

ACACIA TRAINING LIMITED

Accountant's report to the board of directors' on historical financial information prepared in accordance with international financial reporting standards as adopted by the European Union

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2015. This financial information has been prepared for inclusion in the prospectus dated 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by item 7 of Annex II of the Commission Regulation (EC) No. 809/2004 (the "PD Regulation") and is given for the purpose of complying with that item and for no other purpose.

Responsibilities

The Directors of Acacia Training Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated 8 November 2018, a true and fair view of the state of affairs of Acacia Training Limited as at 31 December 2015 and of its profits, cash flows and changes in equity for the year ended 31 December 2015 in accordance with International Financial Reporting Standards as adopted by the European Union.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Smith Cooper Audit Limited

Smith Cooper Audit Limited
Chartered Accountants and Statutory Auditors
2 Lace Market Square
Nottingham
NG1 1PB
Date: 8/11/18

Statement of comprehensive income
For the Year Ended 31 December 2016

	Note	2016 £	2015 £
Revenue		**3,721,094**	*2,515,799*
Cost of sales		**(1,327,316)**	-
Gross profit		**2,393,778**	*2,515,799*
Administrative expenses		**(2,191,901)**	*(2,361,145)*
Operating profit		**201,877**	*154,654*
Loss on disposal of property plant and equipment		-	*(23,585)*
Finance expense	7	**(1,538)**	*(1,695)*
Profit before tax		**200,339**	*129,374*
Tax on profit	8	**(42,705)**	*(38,231)*
Profit for the year		**157,634**	*91,143*

There were no recognised gains and losses for 2016 or 2015 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2016 (2015:£NIL).

The notes on pages 10 to 21 form part of these financial statements.

ACACIA TRAINING LIMITED
Registered number: 4080815

Statement of financial position
As at 31 December 2016

	Note		2016 £		2015 £
Fixed assets					
Property, plant and equipment	9		30,475		34,756
			30,475		34,756
Current assets					
Trade and other receivables		638,091		388,569	
Cash and cash equivalents	11	54,851		227	
		692,942		388,796	
Current liabilities					
Trade and other payables	12	(569,147)		(276,916)	
Net current assets			123,795		111,880
Total assets less current liabilities			154,270		146,636
Non-current liabilities					
Deferred Taxation		(4,307)		(4,307)	
			(4,307)		(4,307)
Net assets			149,963		142,329
Equity					
Share capital	16		106		106
Retained earnings			149,857		142,223
			149,963		142,329

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 8/11/18

....
V A Sylvester
Director

The notes on pages 10 to 21 form part of these financial statements.

Statement of changes in equity
For the Year Ended 31 December 2016

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 January 2016	106	142,223	142,329
Profit for the year	-	157,634	157,634
Total comprehensive income for the year	-	157,634	157,634
Ordinary dividends	-	(150,000)	(150,000)
At 31 December 2016	106	149,857	149,963

The notes on pages 10 to 21 form part of these financial statements.

Statement of changes in equity
For the Year Ended 31 December 2015

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 January 2015	106	264,080	264,186
Profit for the year	-	91,143	91,143
Total comprehensive income for the year	-	91,143	91,143
Ordinary dividends	-	(213,000)	(213,000)
At 31 December 2015	106	142,223	142,329

The notes on pages 10 to 21 form part of these financial statements.

ACACIA TRAINING LIMITED

Statement of cash flows
For the Year Ended 31 December 2016

	2016 £	*2015* *£*
Cash flows from operating activities		
Profit for the financial year	157,634	*91,143*
Adjustments for:		
Depreciation of property, plant and equipment	20,168	*13,031*
Loss on disposal of property, plant and equipment	-	*23,585*
Finance expense	1,538	*1,695*
Taxation charge	42,705	*38,231*
Increase in trade and other receivables	(249,522)	*(50,812)*
Increase/(decrease) in trade and other payables	356,853	*33,086*
Corporation tax paid	(33,924)	*(36,405)*
Net cash generated from operating activities	295,452	*113,554*
Cash flows from investing activities		
Purchase of property, plant and equipment	(15,887)	*(18,865)*
Sale of property, plant and equipment	-	*115,074*
Net cash from investing activities	(15,887)	*96,209*
Cash flows from financing activities		
Repayment of borrowings	-	*(42,689)*
Dividends paid	(150,000)	*(213,000)*
Interest paid	(1,538)	*(1,695)*
Net cash used in financing activities	(151,538)	*(257,384)*
Net increase/(decrease) in cash and cash equivalents	128,027	*(47,621)*
Cash and cash equivalents at beginning of year	(73,176)	*(25,555)*
Cash and cash equivalents at the end of year	54,851	*(73,176)*

Cash and cash equivalents at the end of year comprise:

Cash at bank and in hand	**54,851**	*227*
Bank overdrafts	**-**	*(73,403)*
	54,851	*(73,176)*

The notes on pages 10 to 21 form part of these financial statements.

Notes to the financial statements
For the Year Ended 31 December 2016

1. Accounting policies

1.1 Basis of preparation of financial statements

Acacia Training Limited is a private company limited by shares incorporated in England within the United Kingdom. The address of the registered office is given in the company information of these financial statements. The company's registration number is 4080815.
The nature of the company's operations and principal activities are Adult Education.

The financial statements have been prepared under the historical cost convention in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standards as issued by the International Accounting Standards Board ("IASB") as well as interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") as adopted by the European Union, and those parts of the Companies Act 2006 that are applicable.

The financial statements are presented in sterling which is the functional currency of the company and rounded to the nearest £.

1.2 Significant accounting judgements, estimates and assumptions

The Directors are of the opinion that there are no key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1.3 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding value added tax.

Revenue from the organisation's activities include funding received for the provision of services provided to its beneficiaries. Revenue is recognised in the period in which the services are provided and in accordance with the stage of completion of the contract. Where measurable outputs are specified as a condition of the funding, income is recognised on the basis of the proportion of outputs completed compared to the total outputs to be delivered.

Revenue in respect of other training delivered is recognised in line with the date of the service provided.

1. Accounting policies (continued)

1.4 Property, plant and equipment

Property, plant and equipment under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, as follows:.

Fixtures and fittings	- 33.33% straight line, 15% - 25% reducing balance.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

1.5 Trade and other receivables

Trade and other receivables are recognised by the company and carried at the original invoice amount less and allowance for any uncollectable or impaired amounts.

An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when they are identified as being uncollectable.

1.6 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and banks and short term deposits. Short term deposits are identified as deposits with an initial maturity of three months or less.

Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purposes of the statement of cash flows.

1.7 Taxes

Income taxes include all taxes based upon the taxable profits of the company. Other taxes not based on income, such as property and capital taxes, are included within operating expenses or financial expenses according to their nature.

Deferred income tax is provided, using the liability method, on temporary difference between the tax bases of assets and liabilities and their carrying amounts, in the financial statements. Deferred income tax assets relating to the carry-forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Current and deferred income tax assets and liabilities are offset when the income taxes are levied by the same taxation authority and when there is a legally enforceable right to offset them.

Notes to the financial statements
For the Year Ended 31 December 2016

1. Accounting policies (continued)

1.8 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

The company's contributions to defined contribution plans are charged to the statement of profit or loss and other comprehensive income in the period to which the contributions relate.

1.9 Trade and other payables

Trade and other payables are initially measured at fair value , and are subsequently measured at amortised cost, using the effective interest rate method.

1.10 Loan and borrowings

Loans and borrowings are initially recognised at the transaction price including transaction costs. Subsequently, they are measured at amortised cost using the effective interest method. Loans and borrowings that are receivable within one year are not discounted. If an arrangement constitutes a finance transaction it is measured at present value of future payments discounted at a market rate of interest for a similar loan.

1.11 Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits as incurred.

1.12 Ordinary dividends

Ordinary dividends proposed by the Board of Directors are not recorded in the financial statements until they have been approved by the shareholders at the Annual General Meeting.

1.13 Interest expense recognition

Expense is recognised as interest accrues, using the effective interest method, to the net carrying amount of the financial liability.

1.14 Amendments to IFRSs effective for annual periods beginning on or after 1 January 2016

No new or revised IFRSs affect the amounts reported and/or disclosures in the financial statements.

Notes to the financial statements
For the Year Ended 31 December 2016

1. Accounting policies (continued)

1.15 New and revised IFRSs in issue but not yet effective

The company has not applied the following new and revised IFRSs that have been issued but not yet effective:

- IFRS 9 - Financial Instruments - effective 1 January 2018
- IFRS 15 - Revenue from Contracts with Customers - effective 1 January 2018
- IFRS 2 – Classification and Measurement of Share-based Payment Transactions –
- IFRS 16 Leases – effective 1 January 2019
- IAS 7 Disclosure Initiative – Amendments to IAS 7 – effective 1 January 2017
- IAS 12 Recognition of Deferred Tax Assets for Unrealised Losses – Amendments to IAS 12 – effective 1 January 2017
- Amendments to IFRS 10 and IAS 28 – Sale or Contribution of Assets between an Investor

2. Revenue

The revenue for the company is derived from the rendering of services within the UK.

3. Segmental reporting

The Board of Directors review the reports of the Company as one segment only. The review of the Company's operating results are not broken down into other segments. All the Company's revenue is generated in the UK and all of the Company's assets are held in the UK.

The segmental reporting is stated after charging:

	2016 £	*2015* *£*
Depreciation of property, plant and equipment	**20,168**	*13,031*
Directors' remuneration	**74,571**	*38,900*
Contributions to directors' money purchase pension schemes	**-**	*9,000*

During the year retirement benefits were accruing to 0 director (2015: 1) in respect of money purchase pension schemes.

Notes to the financial statements
For the Year Ended 31 December 2016

4. Auditors' remuneration

The company paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Company:

	2016 £	2015 £
Fees payable to the Company's auditors for the annual accounts	9,908	6,742
	9,908	6,742

5. Directors' remuneration

	2016 £	2015 £
Remuneration	74,571	47,900
Company contributions to defined contribution pension schemes	-	9,000
	74,571	56,900

6. Staff costs

Staff costs, including directors' remuneration, were as follows:

	2016 £	2015 £
Wages and salaries	1,302,841	1,184,327
Social security	54,459	113,843
Pension costs	16,573	17,760
	1,373,873	1,315,930

The average monthly number of employees, including the directors, during the year was as follows:

	2016 £	2015 £
Administration	62	61

Notes to the financial statements
For the Year Ended 31 December 2016

7. Finance expense

	2016 £	2015 £
Interest payable	1,538	1,695
	1,538	1,695

8. Income taxes

	2016 £	2015 £
Current tax		
Current tax expense in respect of the current year	42,705	33,924
	42,705	33,924
Total current tax	42,705	33,924
Deferred tax		
Charge for the year	-	679
Adjustment in resepct of prior periods	-	3,628
Total deferred tax	-	4,307
Total income tax	42,705	38,231

Notes to the financial statements
For the Year Ended 31 December 2016

8. Income taxes (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than *(2015 - higher than)* the standard rate of corporation tax in the UK of 20% *(2015 - 20%)*. The differences are explained below:

	2016 £	*2015 £*
Profit before tax	200,339	*129,374*
Income tax expense at 20% (2015 - 20%)	40,068	*25,875*
Effects of:		
Expenses not deductible for tax purposes	1,781	*8,728*
Capital allowances for year in excess of depreciation	856	*-*
Adjustments to deferred tax for prior years	-	*3,628*
Total income tax charge recognised in the profit or loss	42,705	*38,231*

Factors that may affect future tax charges

Legislation to reduce the main rate of corporation tax to 19% from 1 April 2017 and to 17% from 1 April 2020 had been enacted and so the deferred tax balance has been calculated at 17% (2015: 18%).

Notes to the financial statements
For the Year Ended 31 December 2016

9. Property, plant and equipment

	Fixtures and Fittings £
Cost	
At 1 January 2016	114,517
Additions	15,887
At 31 December 2016	130,404
Depreciation	
At 1 January 2016	79,761
Charge for the year on owned assets	20,168
At 31 December 2016	99,929
Net book value	
At 31 December 2016	30,475
At 31 December 2015	*34,756*

Notes to the financial statements
For the Year Ended 31 December 2016

10. Trade and other receivables

	2016	2015
	£	£
Trade receivables not past due	521,605	287,352
Trade receivables past due but not impaired	939	2,499
Trade receivables - net	522,544	289,851
Other receivables	43,069	98,718
Prepayments and accrued income	72,478	-
	638,091	388,569

Trade and other receivables are all current and the book value is the same as their fair value. Trade receivables are reviewed for impairment if they are past due.

Age of receivables that are past due but not impaired:

	2016	2015
	£	£
31 - 60 days	(478)	195
61 - 90 days	1,417	318
90 + days	-	1,986
	939	2,499

The average age (days) was 51 (2015: 42).

11. Cash and cash equivalents

	2016	2015
	£	£
Cash at bank and in hand	54,851	227
Less: bank overdrafts	-	(73,403)
	54,851	(73,176)

Notes to the financial statements
For the Year Ended 31 December 2016

12. Trade and other payables: Amounts falling due within one year

	2016 £	*2015 £*
Bank overdrafts	-	*73,403*
Trade payables	**325,431**	*100,284*
Income tax payable	**42,705**	*33,924*
Other tax payable	**37,498**	*39,566*
Other payables	**3,694**	-
Accruals and deferred income	**159,819**	*29,739*
	569,147	*276,916*

As at 31 December 2016 and 31 December 2015, the book value of trade and other payables approximates their fair value given that they are short term in nature.

13. Borrowings

Summary of borrowing arrangements

	Current 2016 £	Non-current 2016 £	*Current 2015 £*	*Non-current 2015 £*
Unsecured - at amortised cost				
Bank overdrafts	-	-	*73,403*	-
	-	-	*73,403*	-

Notes to the financial statements
For the Year Ended 31 December 2016

14. Financial instruments

The company has basic short term financial instruments and is therefore not exposed to any significant risks.

Interest rate risks
The Company's interest rate risk arises from bank overdrafts and bank loans. The Company aims to minimise its cost of borrowings whilst ensuring that adequate cash is available to meet liabilities as they fall due. Current market borrowing interest rates are low and the company negotiates to obtain the lowest rates available. Any change in rates are not anticipated to be significant and therefore is unlikely to have a significant impact on the results of the Company.

Credit risk
The Company's principal financial asset is cash. The credit risk associated with cash is limited. The Company only trades with recognised, credit worthy customers. All customers who wish to trade on credit are subject to credit verification checks. Customer balances are checked regularly to ensure that the risk of exposure to bad debts is minimised.

Liquidity risk
The Company seeks to manage liquidity by ensuring sufficient funds are available to meet foreseeable needs and to invest cash assets safely and profitably. The Company has working capital of £123,795 at 31 December 2016 of which cash constituted £54,851 which the Directors consider to be sufficient to continue in business for the foreseeable future. Management of liquidity risk is achieved by monitoring budgets and forecasts and actual cash flows.

	2016 £	*2015* *£*
Financial assets		
Financial assets that are debt instruments measured at amortised cost	565,613	*388,569*
Financial liabilities		
Financial liabilities measured at amortised cost	329,125	*100,284*

Financial assets that are debt instruments measured at amortised cost comprise trade receivables and other receivables.

Financial liabilities measured at amortised cost comprise trade payables and other payables.

Notes to the financial statements
For the Year Ended 31 December 2016

15. Deferred taxation

	2016
	£
At beginning of year	(4,307)
Charged to profit or loss	-
At end of year	**(4,307)**

The provision for deferred taxation is made up as follows:

	2016	*2015*
	£	£
Accelerated capital allowances	(4,307)	*(4,307)*
	(4,307)	*(4,307)*

16. Issued capital

	2016	*2015*
	£	£
106- fully paid ordinary shares	106	*106*

17. Pension commitments

The company operates a defined contributions retirement benefit plan for all qualifying employee. The assets of the plan are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £16,573 (2015 - £17,760) . Contributions totalling £NIL (2015 - £NIL) were payable to the fund at the reporting date and are included in creditors.

18. Commitments under operating leases

At 31 December 2016 the Company had annual commitments under non-cancellable operating leases as follows:

	2016 £	*As restated* *2015* *£*
Not later than 1 year	**142,809**	*172,327*
Later than 1 year and not later than 5 years	**179,389**	*95,772*
	322,198	*268,099*

19. Transactions with directors

At 31 December 2016 £38,285 was owing from a director. Amounts advanced to the director during the period was £127,951 and amounts repaid by the director during the period was £89,666.

During the year an amount of £60,334 was advanced to a director and subsequently repaid. At the year end no amount was owed to the company by the director in relation to these transactions.

No interest is charged on any directors loan accounts.

20. Related party transactions

The remuneration of key management personnel during the year was £63,241 (2015 - £42,975).

During the year, sales amounting to £169,026 (2015 - £39,498) were made to a Mayfield House Residential Care Homes Limited. Purchases amounting to £139,169 (2015 - £3,616) were made from the same company. At the end of the year, an amount of £2,234 (2015 - £1,028 owed to) was owed from the Mayfield House Residential Care Homes Limited.

During the year, sales amounting to £Nil (2015 - £1,090) were made to a Littleton Holdings Limited. At the year end no amount was owed from Littleton Holdings Limited.

During the year, sales amounting to £Nil (2015 - £1,266) were made Acacia Skills Academy Limited. At the end of the year, an amount of £Nil (2015 - £4,776) was owed from Acacia Skills Academy Limited.

During the year, rent amounting to £Nil (2015 - £50,000) was paid to a company AVC Investments. At the year end no amount was owed to AVC Investments.

During the year, sales amounting to £4,260 (2015 - £Nil) were made to Foundations Nail & Beauty Academy Ltd where there are directors in common. At the end of the year, an amount of £534 (2015 - £Nil) was owed from Foundations Nail & Beauty Academy Ltd.

During the year, sales amounting to £734 (2015 - £Nil) were made to C Littleton & Sons Ltd where there are directors in common. At the end of the year, an amount of £180 (2015 - £Nil) was owed from C Littleton & Sons Ltd.

During the year, sales amounting to £15,000 (2015 - £Nil) were made to AVC Investment R & V Sylvester Ltd where there are directors in common. Purchases amounting to £15,000 (2015 - £Nil) were made from R & V Sylvester Ltd. At the end of the year no amount was owed to/from the related party.

ACACIA TRAINING LIMITED

Directors' report and non-statutory financial statements

For the Year Ended 31 December 2015

ACACIA TRAINING LIMITED

Company Information

Directors	A S Littleton G Littleton V A Sylvester R Sylvester (appointed 7 September 2015)
Registered number	4080815
Registered office	Acacia House Trentham Business Quarter Bellringer Road Trentham Stoke-On-Trent Staffordshire ST4 8GB

ACACIA TRAINING LIMITED

Contents

Directors' report
For the Year Ended 31 December 2015

The directors present their report and the financial statements for the year ended 31 December 2015.

Directors' responsibilities statement

The directors are responsible for preparing the Directors' 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 elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted for the use in the European Union. Under company law the Directors must not approve financial statements unless they are satisfied that they give a true and fair view of the state of the affairs of the company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable Accounting Standards 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The directors who served during the year were:

A S Littleton
G Littleton
V A Sylvester
R Sylvester (appointed 7 September 2015)

Directors indemnity insurance

During the year the company had in place Directors' and Officers' Liability Insurance to protect the personal liability of the directors and officers arising out of their execution of their duties on behalf of the company.

Disclosure of information to auditors

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

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

Auditors

The auditors, Smith Cooper Audit Limited, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Directors' report (continued)
For the Year Ended 31 December 2015

This report was approved by the board on 8 November 2018 and signed on its behalf.

V A Sylvester
Director

ACACIA TRAINING LIMITED

Accountant's report to the board of directors' on historical financial information prepared in accordance with international financial reporting standards as adopted by the European Union

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2015. This financial information has been prepared for inclusion in the prospectus dated 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by item 7 of Annex II of the Commission Regulation (EC) No. 809/2004 (the "PD Regulation") and is given for the purpose of complying with that item and for no other purpose.

Responsibilities

The Directors of Acacia Training Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated 8 November 2018 a true and fair view of the state of affairs of Acacia Training Limited as at 31 December 2015 and of its profits, cash flows and changes in equity for the year ended 31 December 2015 in accordance with International Financial Reporting Standards as adopted by the European Union.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Smith Cooper Audit Limited

Smith Cooper Audit Limited
Chartered Accountants and Statutory Auditors
2 Lace Market Square
Nottingham
NG1 1PB
Date: 8/11/18

Statement of comprehensive income
For the Year Ended 31 December 2015

	Note	2015 £	2014 £
Revenue		2,515,799	2,525,482
Administrative expenses		(2,361,145)	(2,337,361)
Other operating income		-	3,600
Operating profit		154,654	191,721
Loss on disposal of property plant and equipment		(23,585)	-
Investment income	7	-	8
Finance expense	8	(1,695)	(2,266)
Profit before tax		129,374	189,463
Tax on profit	9	(38,231)	(36,405)
Profit for the year		91,143	153,058

There were no recognised gains and losses for 2015 or 2014 other than those included in the statement of comprehensive income.

There was no other comprehensive income for 2015 (2014:£NIL).

The notes on pages 9 to 23 form part of these financial statements.

ACACIA TRAINING LIMITED
Registered number: 4080815

Statement of financial position
As at 31 December 2015

	Note		2015 £		2014 £
Fixed assets					
Property, plant and equipment	10		34,756		167,581
			34,756		167,581
Current assets					
Trade and other receivables		388,569		337,757	
Cash and cash equivalents	12	227		129	
		388,796		337,886	
Current liabilities					
Trade and other payables	13	(276,916)		(208,961)	
Net current assets			111,880		128,925
Total assets less current liabilities			146,636		296,506
Non-current liabilities					
Other payables	14	-		(32,320)	
Deferred Taxation		(4,307)		-	
			(4,307)		(32,320)
Net assets			142,329		264,186
Equity					
Share capital	18		106		106
Retained earnings			142,223		264,080
			142,329		264,186

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 8/11/18.

V A Sylvester
Director

The notes on pages 9 to 23 form part of these financial statements.

Statement of changes in equity
For the Year Ended 31 December 2015

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 January 2015	106	264,080	264,186
Profit for the year	-	91,143	91,143
Total comprehensive income for the year	-	91,143	91,143
Ordinary dividends	-	(213,000)	(213,000)
At 31 December 2015	106	142,223	142,329

The notes on pages 9 to 23 form part of these financial statements.

Statement of changes in equity
For the Year Ended 31 December 2014

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 January 2014	106	297,522	297,628
Profit for the year	-	153,058	153,058
Total comprehensive income for the year	-	153,058	153,058
Ordinary dividends	-	(186,500)	(186,500)
At 31 December 2014	106	264,080	264,186

The notes on pages 9 to 23 form part of these financial statements.

Statement of cash flows
For the Year Ended 31 December 2015

	2015 £	*2014 £*
Cash flows from operating activities		
Profit for the financial year	91,143	*153,058*
Adjustments for:		
Depreciation of property, plant and equipment	13,031	*19,632*
Loss on disposal of property, plant and equipment	23,585	*-*
Finance expense	1,695	*2,266*
Investment income	-	*(8)*
Taxation charge	38,231	*36,405*
Increase in trade and other receivables	(50,812)	*(53,349)*
Increase/(decrease) in trade and other payables	33,086	*(12,435)*
Corporation tax paid	(36,405)	*(83,132)*
Net cash generated from operating activities	**113,554**	*62,437*
Cash flows from investing activities		
Purchase of property, plant and equipment	(18,865)	*(27,434)*
Sale of property, plant and equipment	115,074	*-*
Interest received	-	*8*
Net cash from investing activities	**96,209**	*(27,426)*
Cash flows from financing activities		
Repayment of borrowings	(42,689)	*(8,544)*
Dividends paid	(213,000)	*(186,500)*
Interest paid	(1,695)	*(2,266)*
Net cash used in financing activities	**(257,384)**	*(197,310)*
Net (decrease) in cash and cash equivalents	**(47,621)**	*(162,299)*
Cash and cash equivalents at beginning of year	(25,555)	*136,744*
Cash and cash equivalents at the end of year	**(73,176)**	*(25,555)*

Notes to the financial statements
For the Year Ended 31 December 2015

Cash and cash equivalents at the end of year comprise:

Cash at bank and in hand	**227**	*129*
Bank overdrafts	**(73,403)**	*(25,684)*
	(73,176)	*(25,555)*

The notes on pages 9 to 23 form part of these financial statements.

Notes to the financial statements
For the Year Ended 31 December 2015

1. Accounting policies

1.1 Basis of preparation of financial statements

Acacia Training Limited is a private company limited by shares incorporated in England within the United Kingdom. The address of the registered office is given in the company information of these financial statements. The company's registration number is 4080815.
The nature of the company's operations and principal activities are Adult Education.

The financial statements have been prepared under the historical cost convention in accordance with International Financial Reporting Standards ("IFRS") and International Accounting Standards as issued by the International Accounting Standards Board ("IASB") as well as interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC") as adopted by the European Union, and those parts of the Companies Act 2006 that are applicable.

The financial statements are presented in sterling which is the functional currency of the company and rounded to the nearest £.

First-time adoption of IFRS

The financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) using the measurement basis specified by IFRS for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies noted below. The date of transition to IFRS is 1 January 2015.

First-time adoption exemptions applied

Upon transition, IFRS 1 permits certain exemptions from full retrospective application. The Company has applied the mandatory exceptions and certain optional exemptions. The exemptions adopted by the Company are set out below

Mandatory exceptions adopted by the Company:

- Financial assets and liabilities that had been de-recognised before 1 January 2015 under

- The Company has used estimates under IFRS that are consistent with those applied under

Overall considerations and first time adoption of IFRS

These accounting policies have been used throughout all periods presented in the financial statements, except where the Company has applied certain accounting policies and exemptions upon transition to IFRS. The exemptions applied by the Company and the effects of transition to IFRS are presented in note 22.

1.2 Significant accounting judgements, estimates and assumptions

The Directors are of the opinion that there are no key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

1. Accounting policies (continued)

1.3 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable, excluding value added tax.

Revenue from the organisation's activities include funding received for the provision of services provided to its beneficiaries. Revenue is recognised in the period in which the services are provided and in accordance with the stage of completion of the contract. Where measurable outputs are specified as a condition of the funding, income is recognised on the basis of the proportion of outputs completed compared to the total outputs to be delivered.

Revenue in respect of other training delivered is recognised in line with the date of the service provided.

1.4 Property, plant and equipment

Property, plant and equipment under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, as follows:.

Freehold property	- 25% - 33.33% straight line.
Fixtures and fittings	- 33.33% straight line, 15% - 25% reducing balance.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

1.5 Trade and other receivables

Trade and other receivables are recognised by the company and carried at the original invoice amount less and allowance for any uncollectable or impaired amounts.

An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when they are identified as being uncollectable.

1.6 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand and banks and short term deposits. Short term deposits are identified as deposits with an initial maturity of three months or less.

Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purposes of the statement of cash flows.

Notes to the financial statements
For the Year Ended 31 December 2015

1. Accounting policies (continued)

1.7 Taxes

Income taxes include all taxes based upon the taxable profits of the company. Other taxes not based on income, such as property and capital taxes, are included within operating expenses or financial expenses according to their nature.

Deferred income tax is provided, using the liability method, on temporary difference between the tax bases of assets and liabilities and their carrying amounts, in the financial statements. Deferred income tax assets relating to the carry-forward of unused tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilised.

Current and deferred income tax assets and liabilities are offset when the income taxes are levied by the same taxation authority and when there is a legally enforceable right to offset them.

1.8 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

The company's contributions to defined contribution plans are charged to the statement of profit or loss and other comprehensive income in the period to which the contributions relate.

1.9 Trade and other payables

Trade and other payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

1.10 Loan and borrowings

Loans and borrowings are initially recognised at the transaction price including transaction costs. Subsequently, they are measured at amortised cost using the effective interest method. Loans and borrowings that are receivable within one year are not discounted. If an arrangement constitutes a finance transaction it is measured at present value of future payments discounted at a market rate of interest for a similar loan.

1.11 Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits as incurred.

1.12 Ordinary dividends

Ordinary dividends proposed by the Board of Directors are not recorded in the financial statements until they have been approved by the shareholders at the Annual General Meeting.

Notes to the financial statements
For the Year Ended 31 December 2015

1. Accounting policies (continued)

1.13 Interest income

Interest income is recognised using the effective interest method.

1.14 Interest expense recognition

Expense is recognised as interest accrues, using the effective interest method, to the net carrying amount of the financial liability.

1.15 Amendments to IFRSs effective for annual periods beginning on or after 1 January 2015

No new or revised IFRSs affect the amounts reported and/or disclosures in the financial statements.

1.16 New and revised IFRSs in issue but not yet effective

The company has not applied the following new and revised IFRSs that have been issued but not yet effective:

- IFRS 9 - Financial Instruments - effective 1 January 2018
- IFRS 15 - Revenue from Contracts with Customers - effective 1 January 2018
- Amendments to IFRS 11 - Accounting for Acquisitions of Interests in Joint Operations - effective 1 January 2016
- Amendments to IAS 16 and IAS 38 - Clarification of Acceptable Methods of Depreciation
- Amendments to IAS 27 - Equity Method in Separate Financial Statements - effective 1 January
- Annual Improvements to IFRSs 2012-2014 Cycle - effective 1 January 2016 and include:
- IAS 19 Employee Benefits
- IAS 34 Interim Financial Reporting
- Amendments to IAS1 Disclosure Initiative

2. Revenue

The revenue for the company is derived from the rendering of services within the UK.

Notes to the financial statements
For the Year Ended 31 December 2015

3. Segmental reporting

The Board of Directors review the reports of the Company as one segment only. The review of the Company's operating results are not broken down into other segments. All the Company's revenue is generated in the UK and all of the Company's assets are held in the UK.

The segmental reporting is stated after charging:

	2015 £	*2014* *£*
Depreciation of property, plant and equipment	**13,031**	*19,632*
Directors' remuneration	**38,900**	*24,000*
Contributions to directors' money purchase pension schemes	**9,000**	*-*

During the year retirement benefits were accruing to 1 director (2014:None) in respect of money purchase pension schemes.

4. Auditors' remuneration

The company paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Company:

	2015 £	*2014* *£*
Fees payable to the Company's auditors for the annual accounts	**6,742**	*5,540*
	6,742	*5,540*

5. Directors' remuneration

	2015 £	*2014* *£*
Remuneration	**47,900**	*24,000*
Company contributions to defined contribution pension schemes	**9,000**	-
	56,900	*24,000*

Notes to the financial statements
For the Year Ended 31 December 2015

6. Staff costs

Staff costs, including directors' remuneration, were as follows:

	2015 £	2014 £
Wages and salaries	1,184,327	1,179,698
Social security	113,843	116,217
Pension costs	17,760	-
	1,315,930	1,295,915

The average monthly number of employees, including the directors, during the year was as follows:

	2015 No.	2014 No.
Administration	61	63

7. Investment income

	2015 £	2014 £
Interest earned on loans and deposits	-	8
	-	8

8. Finance expense

	2015 £	2014 £
Interest payable	1,695	2,266
	1,695	2,266

Notes to the financial statements
For the Year Ended 31 December 2015

9. Income taxes

	2015 £	*2014 £*
Current tax		
Current tax expense in respect of the current year	33,924	*36,405*
	33,924	*36,405*
Total current tax	33,924	*36,405*
Deferred tax		
Charge for the year	679	-
Adjustment in respect of prior periods	3,628	-
Total deferred tax	4,307	-
Total income tax	38,231	*36,405*

Notes to the financial statements
For the Year Ended 31 December 2015

9. Income taxes (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than *(2014 - lower than)* the standard rate of corporation tax in the UK of 20% *(2014 - 21%)*. The differences are explained below:

	2015	*2014*
	£	*£*
Profit before tax	129,374	*189,463*
Income tax expense at 20% (2014 - 21%)	25,875	*39,787*
Effects of:		
Expenses not deductible for tax purpose	8,728	*-*
Capital allowances for year in excess of depreciation	-	*(2,136)*
Adjustment to deferred tax for prior years	3,628	*-*
Marginal relief	-	*(2,130)*
Rate changes	-	*884*
Total income tax charge recognised in the profit or loss	**38,231**	*36,405*

Notes to the financial statements
For the Year Ended 31 December 2015

9. Income taxes (continued)

Factors that may affect future tax charges

The standard rate of corporation tax in the United Kingdom changed from 21% to 20% with effect from 1 April 2015. In addition legislation to reduce the main rate of corporation tax to 19% from 1 April 2017 and to 18% from 1 April 2020 had been enacted and so the deferred tax balance has been calculated at 18%. In the budget of 16 March 2016 it was announced that the rate is now to be reduced to 17% from 1 April 2020.

10. Property, plant and equipment

	Freehold property £	Fixtures and Fittings £	Total £
Cost			
At 1 January 2015	123,178	154,995	278,173
Additions	-	18,865	18,865
Disposals	(123,178)	(59,343)	(182,521)
At 31 December 2015	-	114,517	114,517
Depreciation			
At 1 January 2015	-	110,592	110,592
Charge for the year on owned assets	-	13,031	13,031
Disposals	-	(43,862)	(43,862)
At 31 December 2015	-	79,761	79,761
Net book value			
At 31 December 2015	-	34,756	34,756
At 31 December 2014	*123,178*	*44,403*	*167,581*

Notes to the financial statements
For the Year Ended 31 December 2015

11. Trade and other receivables

	2015 £	*2014* *£*
Trade receivables not past due	**287,352**	*277,906*
Trade receivables past due but not impaired	**2,499**	*520*
Trade receivables - net	**289,851**	*278,426*
Other receivables	**98,718**	*51,041*
Acacia Skills Academy	**-**	*8,290*
	388,569	*337,757*

Trade and other receivables are all current and the book value is the same as their fair value. Trade receivables are reviewed for impairment if they are past due.

Age of receivables that are past due but not impaired:

	2015 £	*2014* *£*
31 - 60 days	**195**	*400*
61 - 90 days	**318**	*120*
90 + days	**1,986**	-
	2,499	*520*

The average age (days) was 42 (2014: 40).

12. Cash and cash equivalents

	2015 £	*2014* *£*
Cash at bank and in hand	**227**	*129*
Less: bank overdrafts	**(73,403)**	*(25,684)*
	(73,176)	*(25,555)*

Notes to the financial statements
For the Year Ended 31 December 2015

13. Trade and other payables: Amounts falling due within one year

	2015 £	*2014* *£*
Bank overdrafts	**73,403**	*25,684*
Bank loans	**-**	*10,369*
Trade payables	**100,284**	*87,945*
Income tax payable	**33,924**	*36,405*
Other tax payable	**39,566**	*26,703*
Accruals	**29,739**	*21,855*
	276,916	*208,961*

As at 31 December 2015 and 31 December 2014, the book value of trade and other payables approximates their fair value given that they are short term in nature.

14. Trade and other payables: Amounts falling due after more than one year

	2015 £	*2014* *£*
Bank loans	**-**	*32,320*
	-	*32,320*

The bank loan and overdrafts of £73,403 (2014 - £68,373) (current and non-current) is secured by a debenture dated 4 March 2005 secured against all assets of the company.

There also exists third party guarantees dated 18 April 2016 and 10 February 2014 secured up to a limit of £442,500 and £440,000 respectively.

15. Borrowings

Summary of borrowing arrangements

	Current 2015 £	**Non-current 2015 £**	*Current 2014 £*	*Non-current 2014 £*
Unsecured - at amortised cost				
Bank overdrafts	**73,403**	**-**	*25,684*	*-*
	73,403	**-**	*25,684*	*-*

	Current 2015 £	**Non-current 2015 £**	*Current 2014 £*	*Non-current 2014 £*
Secured - at amortised cost				
Bank loans	**-**	**-**	*10,369*	*32,320*
	-	**-**	*10,369*	*32,320*

Notes to the financial statements
For the Year Ended 31 December 2015

16. Financial instruments

The company has basic short term financial instruments and is therefore not exposed to any significant risks.

Credit risk
The Company's principal financial asset is cash. The credit risk associated with cash is limited. The Company only trades with recognised, credit worthy customers. All customers who wish to trade on credit are subject to credit verification checks. Customer balances are checked regularly to ensure that the risk of exposure to bad debts is minimised.

Liquidity risk
The Company seeks to manage liquidity by ensuring sufficient funds are available to meet foreseeable needs and to invest cash assets safely and profitably. The Company has working capital of £111,880 at 31 December 2015 of which cash constituted £227 which the Directors consider to be sufficient to continue in business for the foreseeable future. Management of liquidity risk is achieved by monitoring budgets and forecasts and actual cash flows.

Interest rate risk
The Company's interest rate risk arises from bank overdrafts and bank loans. The Company aims to minimise its cost of borrowings whilst ensuring that adequate cash is available to meet liabilities as they fall due. Current market borrowing interest rates are low and the company negotiates to obtain the lowest rates available. Any change in rates are not anticipated to be significant and therefore is unlikely to have a significant impact on the results of the Company.

	2015 £	*2014* *£*
Financial assets		
Financial assets that are debt instruments measured at amortised cost	388,569	*337,757*
Financial liabilities		
Financial liabilities measured at amortised cost	100,284	*87,945*

Financial assets that are debt instruments measured at amortised cost comprise trade receivables and other receivables.

Financial liabilities measured at amortised cost comprise trade payables.

Notes to the financial statements
For the Year Ended 31 December 2015

17. Deferred taxation

	2015
	£
Charged to profit or loss	(4,307)
At end of year	(4,307)

The deferred taxation balance is made up as follows:

	2015	*2014*
	£	*£*
Accelerated capital allowances	(4,307)	-
	(4,307)	-

18. Issued capital

	2015	*2014*
	£	*£*
106- fully paid ordinary shares	106	*106*

19. Pension commitments

The company operates a defined contributions retirement benefit plan for all qualifying employee. The assets of the plan are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £17,760 (2014 - £NIL). Contributions totalling £NIL (2014 - £NIL) were payable to the fund at the reporting date and are included in creditors.

Notes to the financial statements
For the Year Ended 31 December 2015

20. Commitments under operating leases

At 31 December 2015 the Company had annual commitments under non-cancellable operating leases as follows:

	2015 £	*2014 £*
Not later than 1 year	**28,887**	*22,392*
Later than 1 year and not later than 5 years	**73,395**	*135,113*
Later than 5 years	**60,000**	*60,000*
	162,282	*217,505*

21. Related party transactions

The remuneration of key management personnel during the year was £42,975 (2014 - £24,000).

During the year, sales amounting to £39,498 were made to Mayfield House Residential Care Homes Limited where there are directors in common. Purchases amounting to £3,616 were made from the same company. At the end of the year, an amount of £1,028 was owed to the related party.

During the year, sales amounting to £1,090 were made to Littleton Holdings Limited where there are directors in common. At the year end no amount was owed from the related party.

During the year, sales amounting to £1,266 were made to Acacia Skills Academy Limited where there are directors in common. At the end of the year, an amount of £4,776 was owed from the related party.

During the year, rent amounting to £50,000 was paid to AVC Investments where there are directors in common. At the year end no amount was owed to the related party.

22. First time adoption of IFRS

The policies applied under the entity's previous accounting framework are not materially different to IFRS and have not impacted on retained earnings or profit or loss.

PARENTA GROUP

Registered number: 05932259

PARENTA TRAINING LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

PARENTA TRAINING LIMITED

COMPANY INFORMATION

Director	A M Presland Esq
Registered number	05932259
Registered office	2-8 London Road Maidstone Kent ME16 8PZ
Accountants	Barnes Roffe LLP Chartered Accountants Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

PARENTA TRAINING LIMITED

DIRECTOR'S REPORT

The director presents his report and the financial statements for the year ended 31 December 2017.

Director's responsibilities statement

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Director

The director who served during the year was:

A M Presland Esq

PARENTA TRAINING LIMITED

DIRECTORS' REPORT (CONTINUED)

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 23 August 2018 and signed on its behalf

A. M. Presland

A M Presland Esq
Director

PARENTA TRAINING LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2017. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The Directors of Parenta Training Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of Parenta Training Limited as at 31 December 2017 and of its profits, cash flows and changes in equity for the year ended 31 December 2017 in accordance with International Financial Reporting Standards as adopted by the European Union.

PARENTA TRAINING LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November. 2018

PARENTA TRAINING LIMITED

STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 December 2017

	Note	Year ended 31 December 2017 £	*Year ended 31 December 2016 £*
Turnover	7	3,885,346	*3,106,934*
Cost of goods sold		(139,850)	*(213,973)*
Gross profit		3,745,496	*2,892,961*
Administrative expenses	8	(1,675,105)	*(2,012,951)*
Depreciation and amortisation expense		(61,122)	*(18,704)*
Profit from operations		2,009,269	*861,306*
Finance costs	10	(13,254)	*(21,006)*
Profit before tax		1,996,015	*840,300*
Tax expense	11	(113,575)	*(7,149)*
Profit after tax		1,882,440	*833,151*

There were no recognised gains and losses for 2017 or 2016 other than those included in the Statement of Comprehensive Income.

There was no other income for 2017 (2016: Nil).

The notes on pages 10 to 17 form part of these financial statements.

PARENTA TRAINING LIMITED

STATEMENT OF FINANCIAL POSITION
As at 31 December 2017

	Note	As at 31 December 2017 £	*As at 31 December 2016 £*
Non-current assets			
Intangible assets		169,898	*94,001*
Tangible assets	13	-	*502*
		169,898	*94,503*
Current assets			
Trade and other receivables	14	2,501,434	*3,513,355*
Cash and cash equivalents	15	160,831	*135,120*
		2,662,265	*3,648,475*
Total assets		2,832,163	*3,742,978*
Current liabilities			
Trade and other payables	16	(351,745)	*(2,216,085)*
Corporation tax liability		(111,265)	*(7,743)*
		(463,010)	*(2,223,828)*
Non-current liabilities			
Trade and other payables	16	(66,141)	*(150,748)*
Deferred tax	17	(6,165)	*(3,995)*
Total liabilities		(535,316)	*(2,378,571)*
Net assets		2,296,847	*1,364,407*
Equity attributable to owners			
Share capital	18	1	*1*
Retained earnings		2,296,846	*1,364,406*
Total equity		2,296,847	*1,364,407*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 August 2018.

A. M. Presland

A M Presland Esq
Director

PARENTA TRAINING LIMITED

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 December 2017

	Share capital	Retained earnings	Total
	£	£	£
Balance as at 1 January 2017	1	1,364,406	1,364,407
Profit for the year	-	1,882,440	1,882,440
Dividends: Equity capital	-	(950,000)	(950,000)
Total comprehensive income for the period	1	2,296,846	2,296,847
Balance as at 31 December 2017	**1**	**2,296,846**	**2,296,847**

	Share capital	Retained earnings	Total
	£	£	£
Balance as at 1 January 2016	1	931,255	931,256
Profit for the year	-	833,151	833,151
Dividends: Equity capital	-	(400,000)	(400,000)
Total comprehensive income for the period	1	1,364,406	1,364,407
Balance as at 31 December 2016	**1**	**1,364,406**	**1,364,407**

PARENTA TRAINING LIMITED

STATEMENT OF CASH FLOWS
For the year ended 31 December 2017

	Note	Year ended 31 December 2017 £	*Year ended 31 December 2016 £*
Cash flows from operating activities			
Profit before tax		1,996,015	*840,300*
Adjustments for:			
Depreciation and amortisation		61,122	*18,704*
Interest expense		13,254	*21,006*
Increase in trade and other receivables		1,011,921	*(2,138,911)*
Increase/(Decrease) in trade and other payables		(2,835,595)	*1,183,248*
Cash generated from operations		**246,717**	*295,841*
Income taxes (paid)/refund		-	-
Interest paid		(21,006)	*(13,254)*
Net cash inflows from operating activities		**221,711**	*282,587*
Investing activities			
Purchase of property, plant and equipment		-	-
Additions to intangible assets (software)		(120,000)	*(80,000)*
Net cash used in investing activities		**(120,000)**	*(80,000)*
Financing activities			
Net proceeds from loan and bank overdraft facilities		(80,000)	*(75,834)*
Dividends paid		-	-
Net cash flows used in financing activities		**(80,000)**	*(75,834)*
Net (decrease)/increase in cash and cash equivalents		**25,711**	*126,753*
Cash and cash equivalents at beginning of the year		**135,120**	*8,367*
Cash and cash equivalents and end of the year	15	**160,831**	*135,120*

1. General Information

Parenta Training Limited is a private limited company, registered in England and Wales (company number: 05932259). The address of the registered office is 2-8 London Road, Maidstone, Kent, ME16 8PZ. The principal activity of the company is that of training for personnel working in pre-school education.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of Parenta Training Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

No new standards, amendments or interpretations, effective for the first time for the financial year beginning on or after 1 January 2017 have had a material impact on the company's financial statements.

A number of new standards and amendments to standards and interpretations are effective for annual period beginning after 1 January 2018, and have not been applied in preparing these financial statements. Noe of these is expected to have a significant effect on the financial statements of the company, except the following, set out below:

- IFRS 15 "Revenue from contracts with customers" – The standard is effective for annual periods beginning on or after 1 January 2018. Implementation of IFRS 15 requires a thorough review of existing contractual arrangements. At present, the director anticipates there may be some changes to recognition of service income. The transition work in respect of this income is ongoing but has not, as yet, highlighted potentially material adjustments.

- IFRS 16 "Leases" – The standard is effective for annual periods beginning on or after 1 January 2019. At present, the director anticipates the change arising from IFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The transition work is on-going but has not, as yet, highlighted potentially material adjustments.

2.2. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.3. Intangible assets

Intangible assets are capitalised and stated at cost. An impairment review is completed annually and any provision that is required is charged to the statement of comprehensive income.

Amortisation is provided on all software and intellectual property to write off the cost less estimated residual value of each asset over its expected useful economic life based on the following method and annual rates:

	Method	Rate
Software and intellectual property	Straight Line	10%

2.4. Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line and reducing balance methods.

Depreciation is provided on the following bases:

Fixtures & fittings - 25% Reducing balance
Office equipment - 33% Straight line
Other fixed assets - 10% Straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.5. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.6. Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.7. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8. Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9. Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within finance costs.

2.10. Operating leases – the company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.11. Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

2.12. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.13. Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

2.14. Provisions for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2.15. Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date.

3. Financial risk management

3.1. Financial risk factors

The company's activities expose it to a variety of financial risks: market risk and credit risk. The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance.

Risk management is carried out by the UK based management team under policies approved by the Director.

a) Market risk

The company is exposed to market risk, primarily relating to changes in interest rate. The company has not sensitised the figures for fluctuations in interest rates as the Director is of the opinion that these fluctuations would not have a significant impact on the company at the present time. The Director will continue to assess the effect of movements in market risks on the company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the Director periodically assesses the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

The company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

3.2. Capital risk management

The Director's objectives when managing capital are to safeguard the company's ability to continue as a going concern, in order to enable the company to continue its principal activities, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the issue of shares or sell assets to reduce debts.

The Director defines capital based on the total equity of the company. The Director monitors the level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

4. Financial risk management

The preparation of the Financial Information in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Information and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Information.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant items subject to such estimates and assumptions include, but are not limited to:

Taxes

Deferred tax assets are recognised for unused tax losses that is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

5. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the company in preparing these financial statements.

6. Auditors' remuneration

	31 December 2017	31 December 2016
	£	£
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	6,060	5,050
All other services	4,588	3,408

7. Revenue

	31 December 2017	31 December 2016
	£	£
Education services	3,885,346	3,106,934
	3,885,346	3,106,934

8. Administrative expenses by nature

	31 December 2017	31 December 2016
	£	£
Payroll expenses	1,821,195	1,441,552
Professional fees	1,534	-
Bad debts	23,406	6,152
Variation and settlement agreement costs	(626,094)	626,094
Overhead recharges	306,918	(306,918)
Travel and motor expenses	17,778	132,719
Other administrative expenses	130,368	112,352
	1,675,105	2,012,951

9. Employee benefits expenses

	31 December 2017	31 December 2016
Average number of employees by function		
Administration	68	68
	68	68

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

10. Finance costs

	31 December 2017	*31 December 2016*
	£	*£*
Bank loan interest	13,254	*21,006*
	13,254	*21,006*

11. Taxation

	31 December 2017	*31 December 2016*
	£	*£*
Profit before tax	*1,996,015*	*840,300*
Tax adjustment	*(1,398,252)*	*(802,674)*
Taxable profit before taxation	*597,763*	*37,626*
Tax at the applicable rate	*113,575*	*7,149*

The applicable corporate tax rate is 19% for entities in the United Kingdom.

12. Intangible fixed assets

	Intellectual Property	Software	Total
	£	£	£
Cost			
As at 1 January 2017	80,000	154,629	234,629
Additions	120,000	16,517	136,517
As at 31 December 2017	**200,000**	**171,146**	**371,146**
Amortisation			
As at 1 January 2017	13,889	126,740	140,629
Charge for the year	55,560	5,058	60,618
As at 31 December 2017	**69,449**	**131,798**	**201,247**
Net book value			
As at 31 December 2016	66,111	27,889	94,000
As at 31 December 2017	**130,551**	**39,348**	**169,899**

13. Tangible fixed assets

	Other fixed assets
	£
Cost	
As at 1 January 2017	7,437
As at 31 December 2017	**7,437**
Amortisation	
As at 1 January 2017	6,933
Charge for the year	504
As at 31 December 2017	**7,437**
Net book value	
As at 31 December 2016	504
As at 31 December 2017	-

14. Trade and other receivables

	31 December 2017	*31 December 2016*
	£	*£*
Trade receivables	**208,183**	*92,917*
Amounts owed by group undertakings	**748,178**	*1,016,547*
Other debtors	**1,173,538**	*800*
Prepayments and accrued income	**371,535**	*2,403,091*
	2,501,434	*3,513,355*

15. Cash and cash equivalents

	31 December 2017	*31 December 2016*
	£	*£*
Cash at bank and in hand	**160,831**	*135,120*
Less bank overdrafts	**(3)**	*(4)*
	160,828	*135,116*

All of the company's cash at bank is held with institutions with either an A or a B credit rating.

16. Trade and other payables

Due within one year

	31 December 2017	31 December 2016
	£	£
Bank overdrafts	3	4
Bank loans	84,167	84,167
Trade payables	95,011	60,435
Other taxation and social security	46,235	44,763
Other creditors	79,619	2,021,116
Accruals and deferred income	46,710	5,600
	351,745	2,216,085

Due after more than one year

	31 December 2017	31 December 2016
	£	£
Bank loans	61,666	141,666
Amounts owed to group undertakings	4,475	4,475
Other creditors	-	4,607
	66,141	150,748

17. Deferred tax provision

The provision for deferred tax balances is made up as follows:

	31 December 2017	31 December 2016
	£	£
Accelerated capital allowances	6,165	3,995
	6,165	3,995

18. Share capital

	31 December 2017	31 December 2016
	£	£
Allotted, called up and fully paid		
1 Ordinary share of £1 each	1	1
	1	1

PARENTA TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

19. Contingent liabilities

There are three unlimited inter company guarantees dated 28/01/2014 and 26/11/2015 secured over the assets of Parenta Holdings Limited, Parenta Training Limited, Parenta Group Limited, Parenta Limited, Purple Childcare Limited, Amplify Investments Limited, Smart Allicks Limited and Parenta Financial Services Limited in favour of Lloyds Bank PLC. The director considers the possibility of the company having to make payments under the terms of the guarantees to be remote, and no provision is required. The maximum exposure of the company is £145,833 *(2016 - £225,833)*.

20. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £1,285 (*2016 - £Nil*). Contributions totalling £412 (*2016 - £Nil*) were payable to the fund at the balance sheet date and are included in creditors.

21. Operating lease commitments

At 31 December 2017 the company had future minimum lease payments under non-cancellable operating leases as follows:

	31 December 2017	*31 December 2016*
	£	*£*
Not later than 1 year	**65,000**	*65,000*
Later than 1 year and not later than 5 years	**260,000**	*260,000*
Later than 5 years	**-**	*65,000*
	325,000	*390,000*

22. Parent company

The company's immediate parent company is Parenta Group Limited. The ultimate parent company is Amplify Investments Limited.

Registered number: 05932259

PARENTA TRAINING LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

PARENTA TRAINING LIMITED

COMPANY INFORMATION

Director	A M Presland Esq
Registered number	05932259
Registered office	2-8 London Road Maidstone Kent ME16 8PZ
Accountants	Barnes Roffe LLP Chartered Accountants Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

PARENTA TRAINING LIMITED

DIRECTOR'S REPORT

The director presents his report and the financial statements for the year ended 31 December 2016.

Director's responsibilities statement

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Director

The director who served during the year was:

A M Presland Esq

PARENTA TRAINING LIMITED

DIRECTORS' REPORT (CONTINUED)

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 23 August 2018 and signed on its behalf

A. M. Presland

A M Presland Esq
Director

PARENTA TRAINING LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2016. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The Directors of Parenta Training Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of Parenta Training Limited as at 31 December 2016 and of its profits, cash flows and changes in equity for the year ended 31 December 2016 in accordance with International Financial Reporting Standards as adopted by the European Union.

PARENTA TRAINING LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November. 2018

PARENTA TRAINING LIMITED

STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 31 December 2016 £	*Year ended 31 December 2015 £*
Turnover	7	3,106,934	*2,900,588*
Cost of goods sold		(213,973)	*(101,051)*
Gross profit		2,892,961	*2,799,537*
Administrative expenses	8	(2,012,951)	*(2,284,008)*
Depreciation and amortisation expense		(18,704)	*(4,871)*
Profit from operations		861,306	*510,658*
Finance costs	10	(21,006)	*(22,086)*
Profit before tax		840,300	*488,572*
Tax expense	11	(7,149)	*524*
Profit after tax		833,151	*489,096*

There were no recognised gains and losses for 2016 or 2015 other than those included in the Statement of Comprehensive Income.

There was no other income for 2016 (2015: Nil).

The notes on pages 10 to 17 form part of these financial statements.

PARENTA TRAINING LIMITED

STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December 2016 £	*As at 31 December 2015 £*
Non-current assets			
Intangible assets	12	94,001	*32,537*
Tangible assets	13	502	*670*
		94,503	*33,207*
Current assets			
Trade and other receivables	14	3,513,355	*1,374,444*
Cash and cash equivalents	15	135,120	*8,367*
		3,648,475	*1,382,811*
Total assets		3,742,978	*1,416,018*
Current liabilities			
Trade and other payables	16	(2,216,085)	*(225,799)*
Corporation tax liability		(7,743)	*-*
		(2,223,828)	*(225,799)*
Non-current liabilities			
Trade and other payables	16	(150,748)	*(254,374)*
Deferred tax	17	(3,995)	*(4,589)*
Total liabilities		(2,378,571)	*(484.762)*
Net assets		1,364,407	*931,256*
Equity attributable to owners			
Share capital	18	1	*1*
Retained earnings		1,364,406	*931,255*
Total equity		1,364,407	*931,256*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 August 2018.

A. M. Presland

A M Presland Esq
Director

PARENTA TRAINING LIMITED

STATEMENT OF CHANGES IN EQUITY

	Share capital	Retained earnings	Total
	£	£	£
Balance as at 1 January 2016	1	931,255	931,256
Profit for the year	-	833,151	833,151
Dividends: Equity capital	-	(400,000)	(400,000)
Total comprehensive income for the period	-	1,364,406	1,364,407
Balance as at 31 December 2016	**1**	**1,364,406**	**1,364,407**

	Share capital	Retained earnings	Total
	£	£	£
Balance as at 1 January 2015	1	842,159	842,160
Profit for the year	-	489,096	489,096
Dividends: Equity capital	-	(400,000)	(400,000)
Total comprehensive income for the period	-	89,096	89,096
Balance as at 31 December 2015	**1**	**931,255**	**931,256**

PARENTA TRAINING LIMITED

STATEMENT OF CASH FLOWS
For the year ended 31 December 2016

	Note	Year ended 31 December 2016 £	*Year ended 31 December 2015 £*
Cash flows from operating activities			
Profit before tax		840,300	*488,572*
Adjustments for:			
Depreciation and amortisation		18,704	*4,871*
Interest expense		21,006	*22,086*
Increase in trade and other receivables		(2,138,911)	*(79,907)*
Increase/(Decrease) in trade and other payables		1,183,248	*(489,918)*
Cash generated from operations		**295,841**	*(54,296)*
Income taxes (paid)/refund		-	*(43,543)*
Interest paid		(13,254)	*(22,086)*
Net cash inflows from operating activities		**282,587**	*(119,925)*
Investing activities			
Purchase of property, plant and equipment		-	-
Additions to intangible assets (software)		-	-
Net cash used in investing activities		-	-
Financing activities			
Net proceeds from loan and bank overdraft facilities		(75,834)	*97,494*
Dividends paid		-	-
Net cash flows used in financing activities		**(75,834)**	*97,494*
Net (decrease)/increase in cash and cash equivalents		**126,753**	*(22,431)*
Cash and cash equivalents at beginning of the year		**8,367**	*30,798*
Cash and cash equivalents and end of the year	15	**135,120**	*8,367*

PARENTA TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. General Information

Parenta Training Limited is a private limited company, registered in England and Wales (company number: 05932259). The address of the registered office is 2-8 London Road, Maidstone, Kent, ME16 8PZ. The principal activity of the company is that of training for personnel working in pre-school education.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of Parenta Training Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

No new standards, amendments or interpretations, effective for the first time for the financial year beginning on or after 1 January 2016 have had a material impact on the company's financial statements.

A number of new standards and amendments to standards and interpretations are effective for annual period beginning after 1 January 2017, and have not been applied in preparing these financial statements. Noe of these is expected to have a significant effect on the financial statements of the company, except the following, set out below:

- IFRS 15 "Revenue from contracts with customers" – The standard is effective for annual periods beginning on or after 1 January 2018. Implementation of IFRS 15 requires a thorough review of existing contractual arrangements. At present, the director anticipates there may be some changes to recognition of service income. The transition work in respect of this income is ongoing but has not, as yet, highlighted potentially material adjustments.

- IFRS 16 "Leases" – The standard is effective for annual periods beginning on or after 1 January 2019. At present, the director anticipates the change arising from IFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The transition work is on-going but has not, as yet, highlighted potentially material adjustments.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

2.2. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.3. Intangible assets

Intangible assets are capitalised and stated at cost. An impairment review is completed annually and any provision that is required is charged to the statement of comprehensive income.

Amortisation is provided on all software and intellectual property to write off the cost less estimated residual value of each asset over its expected useful economic life based on the following method and annual rates:

	Method	Rate
Software and intellectual property	Straight Line	10%

2.4. Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line and reducing balance methods.

Depreciation is provided on the following bases:

Fixtures & fittings - 25% Reducing balance
Office equipment - 33% Straight line
Other fixed assets - 10% Straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.5. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.6. Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.7. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8. Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9. Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within finance costs.

2.10. Operating leases – the company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.11. Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

2.12. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.13. Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

2.14. Provisions for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

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The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date.

3. Financial risk management

3.1. Financial risk factors

The company's activities expose it to a variety of financial risks: market risk and credit risk. The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance.

Risk management is carried out by the UK based management team under policies approved by the Director.

a) Market risk

The company is exposed to market risk, primarily relating to changes in interest rate. The company has not sensitised the figures for fluctuations in interest rates as the Director is of the opinion that these fluctuations would not have a significant impact on the company at the present time. The Director will continue to assess the effect of movements in market risks on the company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the Director periodically assesses the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

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In order to maintain or adjust the capital structure, the company may adjust the issue of shares or sell assets to reduce debts.

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Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant items subject to such estimates and assumptions include, but are not limited to:

Taxes

Deferred tax assets are recognised for unused tax losses that is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

5. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the company in preparing these financial statements.

PARENTA TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6. Auditors' remuneration

	31 December 2016	*31 December 2015*
	£	*£*
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	5,050	*5,050*
All other services	3,408	*2,550*

7. Revenue

	31 December 2016	*31 December 2015*
	£	*£*
Education services	3,106,934	*2,900,588*
	3,106,934	*2,900,588*

8. Administrative expenses by nature

	31 December 2016	*31 December 2015*
	£	*£*
Payroll expenses	1,441,552	*1,993,978*
Professional fees	-	-
Bad debts	6,152	*(2,132)*
Variation and settlement agreement costs	626,094	-
Overhead recharges	(306,918)	-
Travel and motor expenses	132,719	*162,711*
Other administrative expenses	112,352	*134,322*
	2,012,951	*2,012,951*

9. Employee benefits expenses

	31 December 2016	*31 December 2015*
Average number of employees by function		
Administration	68	*87*
	68	*87*

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

10. Finance costs

	31 December 2016	*31 December 2015*
	£	*£*
Bank loan interest	21,006	*22,086*
	21,006	*22,086*

11. Taxation

	31 December 2016	*31 December 2015*
	£	*£*
Profit before tax	840,300	*488,572*
Tax adjustment	(802,674)	*(488,572)*
Taxable profit before taxation	37,626	-
Tax at the applicable rate	7,149	-

The applicable corporate tax rate is 20% for entities in the United Kingdom.

12. Intangible fixed assets

	Goodwill	Intellectual Property	Software	Total
	£	£	£	£
Cost				
As at 1 January 2016	15,372	-	154,629	170,001
Additions	-	80,000	-	80,000
Disposals	(15,372)	-	-	(15,372)
As at 31 December 2016	**-**	**80,000**	**154,629**	**234,629**
Amortisation				
As at 1 January 2016	15,372	-	122,092	137,464
Charge for the year	-	13,889	4,648	18,537
On disposals	(15,372)	-	-	(15,372)
As at 31 December 2016	**-**	**13,889**	**126,740**	**140,629**
Net book value				
As at 31 December 2015	-	-	32,537	32,537
As at 31 December 2016	**-**	**66,111**	**27,889**	**94,000**

13. Tangible fixed assets

	Other fixed assets
	£
Cost	
As at 1 January 2016	7,437
As at 31 December 2016	**7,437**
Amortisation	
As at 1 January 2016	6,767
Charge for the year	167
As at 31 December 2016	**6,935**
Net book value	
As at 31 December 2015	670
As at 31 December 2016	**502**

14. Trade and other receivables

	31 December 2016	*31 December 2015*
	£	*£*
Trade receivables	**92,917**	*84,159*
Amounts owed by group undertakings	**1,016,547**	*929,103*
Other debtors	**800**	*1,269*
Prepayments and accrued income	**2,403,091**	*359,913*
	3,513,355	*1,374,444*

15. Cash and cash equivalents

	31 December 2016	*31 December 2015*
	£	*£*
Cash at bank and in hand	**135,120**	*8,367*
Less bank overdrafts	**(4)**	*-*
	135,116	*8,367*

All of the company's cash at bank is held with institutions with either an A or a B credit rating.

16. Trade and other payables

Due within one year

	31 December 2016	*31 December 2015*
	£	*£*
Bank overdrafts	4	-
Bank loans	84,167	*80,000*
Trade payables	60,435	*12,327*
Other taxation and social security	44,763	*60,278*
Other creditors	2,021,116	*60,090*
Accruals and deferred income	5,600	*13,104*
	2,216,085	*225,799*

Due after more than one year

	31 December 2016	*31 December 2015*
	£	*£*
Bank loans	141,666	*221,667*
Amounts owed to group undertakings	4,475	*4,200*
Other creditors	4,607	*28,507*
	150,748	*254,374*

17. Deferred tax provision

The provision for deferred tax balances is made up as follows:

	31 December 2016	*31 December 2015*
	£	*£*
Accelerated capital allowances	3,995	*4,589*
	3,995	*4,589*

18. Share capital

	31 December 2017	*31 December 2016*
	£	*£*
Allotted, called up and fully paid		
1 Ordinary share of £1 each	1	*1*
	1	*1*

19. Contingent liabilities

There are three unlimited inter company guarantees dated 28/01/2014 and 26/11/2015 secured over the assets of Parenta Holdings Limited, Parenta Training Limited, Parenta Group Limited, Parenta Limited, Purple Childcare Limited, Amplify Investments Limited, Smart Allicks Limited and Parenta Financial Services Limited in favour of Lloyds Bank PLC. The director considers the possibility of the company having to make payments under the terms of the guarantees to be remote, and no provision is required. The maximum exposure of the company is £225,833 *(2015 - £301,667)*.

20. Operating lease commitments

At 31 December 2016 the company had future minimum lease payments under non-cancellable operating leases as follows:

	31 December 2016	*31 December 2015*
	£	*£*
Not later than 1 year	**65,000**	*65,000*
Later than 1 year and not later than 5 years	**-**	*65,000*
Later than 5 years	**-**	*-*
	65,000	*130,000*

21. Parent company

The company's immediate parent company is Parenta Group Limited. The ultimate parent company is Amplify Investments Limited.

Registered number: 05932259

PARENTA TRAINING LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2015

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

PARENTA TRAINING LIMITED

COMPANY INFORMATION

Director	A M Presland Esq
Registered number	05932259
Registered office	2-8 London Road Maidstone Kent ME16 8PZ
Accountants	Barnes Roffe LLP Chartered Accountants Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

PARENTA TRAINING LIMITED

DIRECTOR'S REPORT

The director presents his report and the financial statements for the year ended 31 December 2015.

Director's responsibilities statement

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Director

The director who served during the year was:

A M Presland Esq

DIRECTORS' REPORT (CONTINUED)

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 23 August 2018 and signed on its behalf

A. M. Presland

A M Presland Esq
Director

PARENTA TRAINING LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2015. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The Directors of Parenta Training Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of Parenta Training Limited as at 31 December 2015 and of its profits, cash flows and changes in equity for the year ended 31 December 2015 in accordance with International Financial Reporting Standards as adopted by the European Union.

PARENTA TRAINING LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November 2018

PARENTA TRAINING LIMITED

STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 31 December 2015 £	*Year ended 31 December 2014 £*
Turnover	8	2,900,588	*2,882,355*
Cost of goods sold		(101,501)	*(206,541)*
Gross profit		2,799,537	*2,675,814*
Administrative expenses	9	(2,284,008)	*(2,421,228)*
Depreciation and amortisation expense		(4,871)	*(4,945)*
Profit from operations		510,658	*249,641*
Finance costs	11	(22,086)	*(35,305)*
Profit before tax		488,572	*214,336*
Tax expense	12	524	*(43,103)*
Profit after tax		489,096	*171,233*

There were no recognised gains and losses for 2015 or 2014 other than those included in the Statement of Comprehensive Income.

There was no other income for 2015 (2014: Nil).

The notes on pages 10 to 17 form part of these financial statements.

PARENTA TRAINING LIMITED

STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December 2015 £	*As at 31 December 2014 £*
Non-current assets			
Intangible assets	13	32,537	*37,185*
Tangible assets	14	670	*894*
		33,207	*38,079*
Current assets			
Trade and other receivables	15	1,374,444	*1,294,537*
Cash and cash equivalents	16	8,367	*30,798*
		1,382,811	*1,325,335*
Total assets		1,416,018	*1,363,413*
Current liabilities			
Trade and other payables	17	(225,799)	*(312,406)*
Corporation tax liability		-	-
		(225,799)	*(312,406)*
Non-current liabilities			
Trade and other payables	17	(254,374)	*(203,728)*
Deferred tax	18	(4,589)	*(5,113)*
Total liabilities		(484,762)	*(521,247)*
Net assets		931,256	*842,166*
Equity attributable to owners			
Share capital	19	1	*1*
Retained earnings		931,255	*842,165*
Total equity		931,256	*842,166*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 August 2018.

A. M. Presland

A M Presland Esq
Director

PARENTA TRAINING LIMITED

STATEMENT OF CHANGES IN EQUITY

	Share capital	Retained earnings	Total
	£	£	£
Balance as at 1 January 2015	1	842,159	842,160
Profit for the year	-	489,096	489,096
Dividends: Equity capital	-	(400,000)	(400,000)
Total comprehensive income for the period	-	89,096	89,096
Balance as at 31 December 2015	**1**	**931,255**	**931,256**

	Share capital	Retained earnings	Total
	£	£	£
Balance as at 1 January 2014	1	820,926	820,927
Profit for the year	-	171,233	171,233
Dividends: Equity capital	-	(150,000)	(150,000)
Total comprehensive income for the period	-	89,096	21,233
Balance as at 31 December 2014	**1**	**842,159**	**842,160**

PARENTA TRAINING LIMITED

STATEMENT OF CASH FLOWS
For the year ended 31 December 2015

	Note	Year ended 31 December 2015 £	*Year ended 31 December 2014 £*
Cash flows from operating activities			
Profit before tax		488,572	*214,336*
Adjustments for:			
Depreciation and amortisation		4,871	*4,945*
Interest expense		22,086	*35,305*
Increase in trade and other receivables		(79,907)	*(177,702)*
Increase/(Decrease) in trade and other payables		(489,918)	*(144,773)*
Cash generated from operations		**(54,296)**	*(67,889)*
Income taxes (paid)/refund		(43,543)	*(63,340)*
Interest paid		(22,086)	*(35,305)*
Net cash inflows from operating activities		**(119,925)**	*(166,534)*
Investing activities			
Purchase of property, plant and equipment		-	-
Additions to intangible assets (software)		-	-
Net cash used in investing activities		-	-
Financing activities			
Net proceeds from loan and bank overdraft facilities		97,494	*204,167*
Dividends paid		-	-
Net cash flows used in financing activities		**97,494**	*204,167*
Net (decrease)/increase in cash and cash equivalents		**(22,431)**	*37,633*
Cash and cash equivalents at beginning of the year		**30,798**	*(6,835)*
Cash and cash equivalents and end of the year	16	**8,367**	*30,798*

PARENTA TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. General Information

Parenta Training Limited is a private limited company, registered in England and Wales (company number: 05932259). The address of the registered office is 2-8 London Road, Maidstone, Kent, ME16 8PZ. The principal activity of the company is that of training for personnel working in pre-school education.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of Parenta Training Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

The adoption of the following mentioned standard, amendments and interpretations in the current year have not had a material impact on the company's financial statements.

	EU effective date Periods beginning on or after
Annual improvements to IFRS (2011-2013)	1 January 2015

The adoption of the following mentioned standard, amendments and interpretations in future years are not expected to have a material impact on the company's financial statements. These standards and interpretations have not yet been endorsed by the EU and the dates shown are expected dates.

	EU effective date Periods beginning on or after
IAS 1(amendment) "Presentation of financial statements"	1 January 2016
Annual improvements to IFRS (2012 – 2014)	1 January 2016
IFRS 15 "Revenue from contracts with customers"	1 January 2018

2.2. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.3. Intangible assets

Intangible assets are capitalised and stated at cost. An impairment review is completed annually and any provision that is required is charged to the statement of comprehensive income.

Amortisation is provided on all software and intellectual property to write off the cost less estimated residual value of each asset over its expected useful economic life based on the following method and annual rates:

	Method	Rate
Software and intellectual property	Straight Line	10%

2.4. Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line and reducing balance methods.

Depreciation is provided on the following bases:

Fixtures & fittings - 25% Reducing balance
Office equipment - 33% Straight line
Other fixed assets - 10% Straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.5. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.6. Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.7. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8. Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9. Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within finance costs.

2.10. Operating leases – the company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.11. Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

2.12. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.13. Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

2.14. Provisions for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2.15. Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date.

3. Financial risk management

3.1. Financial risk factors

The company's activities expose it to a variety of financial risks: market risk and credit risk. The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance.

Risk management is carried out by the UK based management team under policies approved by the Director.

a) Market risk

The company is exposed to market risk, primarily relating to changes in interest rate. The company has not sensitised the figures for fluctuations in interest rates as the Director is of the opinion that these fluctuations would not have a significant impact on the company at the present time. The Director will continue to assess the effect of movements in market risks on the company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the Director periodically assesses the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

The company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

3.2. Capital risk management

The Director's objectives when managing capital are to safeguard the company's ability to continue as a going concern, in order to enable the company to continue its principal activities, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the issue of shares or sell assets to reduce debts.

The Director defines capital based on the total equity of the company. The Director monitors the level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

4. Financial risk management

The preparation of the Financial Information in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Information and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Information.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant items subject to such estimates and assumptions include, but are not limited to:

<u>Taxes</u>

Deferred tax assets are recognised for unused tax losses that is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

5. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the company in preparing these financial statements.

6. First-time adoption of IFRS

These financial statements, for the year ended 31 December 2015, are the first the company has prepared in accordance with IFRS. For periods up to and including the year ended 31 December 2014, the company prepared its financial statements in accordance with UK generally accepted accounting principle (UK GAAP).

Accordingly, the company has prepared financial statements that comply with IFRS applicable as at 31 December 2015, together with the comparative period data for the year ended 31 December 2014, as described in the summary of significant accounting policies. In preparing the financial statements, the company's opening statement of financial position was prepared as at 1 January 2014, the company's date of transition to IFRS. This note explains the principal adjustments made by the company in restating its UK GAAP financial statements, including the statement of financial position as at 1 January 2014 and the financial statements for the year ended 31 December 2014.

6.1. Estimates

The estimates at 1 January 2014 and at 31 December 2014 are consistent with those made for the same dates in accordance with UK GAAP (after adjustments to reflect any differences in accounting policies) apart from the following items where application of UK GAAP did not require estimation:

- Pensions and other post-employment benefits
- Share-based payment transactions
- AFS financial assets – unquoted equity shares

The estimates used by the company to present these amounts in accordance with IFRS reflect conditions at 1 January 2014, the date of transition to IFRS and as at 31 December 2014.

PARENTA TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6.2. Reconciliation of equity as at 1 January 2014 (date of transition to IFRS)

	UK GAAP	Remeasure-ment	IFRS as at 1 January 2014
	£	£	£
Non-current assets			
Intangible assets	-	41,833	41,833
Tangible assets	43,024	(41,833)	1,191
	43,024	-	**43,024**
Current assets			
Trade and other receivables	1,116,835	-	1,116,835
Cash and cash equivalents	-	-	-
	1,116,835	-	**1,116,835**
Total assets	**1,159,859**	-	**1,159,859**
Current liabilities			
Trade and other payables	(245,873)	-	(245,873)
Corporation tax liability	-	-	-
	(245,873)	-	(245,873)
Non-current liabilities			
Trade and other payables	(87,500)	-	(87,500)
Deferred tax	(5,553)	-	(5,553)
Total liabilities	**(338,926)**	-	**(338,926)**
Net assets	**820,933**	-	**820,933**
Equity attributable to owners			
Share capital	1	-	1
Retained earnings	820,932	-	820,932
Total equity	**820,933**	-	**820,933**

PARENTA TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

6.3. Reconciliation of equity as at 31 December 2014

	UK GAAP	Remeasure-ment	IFRS as at 31 January 2014
	£	£	£
Non-current assets			
Intangible assets	-	32,537	32,537
Tangible assets	33,207	(32,537)	670
	33,207	-	**33,207**
Current assets			
Trade and other receivables	1,294,537	-	1,294,537
Cash and cash equivalents	30,798	-	30,798
	1,325,335	-	**1,325,335**
Total assets	**1,363,413**	-	**1,363,413**
Current liabilities			
Trade and other payables	(312,406)	-	(312,406)
Corporation tax liability	-	-	-
	(312,406)	-	(312,406)
Non-current liabilities			
Trade and other payables	(203,728)	-	(203,728)
Deferred tax	(5,113)	-	(5,113)
Total liabilities	**(521,247)**	-	**(521,247)**
Net assets	**842,166**	-	**842,166**
Equity attributable to owners			
Share capital	1	-	1
Retained earnings	842,165	-	842,165
Total equity	**842,166**	-	**842,166**

6.4. Reconciliation of total comprehensive income for the year ended 31 December 2014

The policies adopted under the company's previous accounting framework are not materially different to IFRS and have not impacted on the company's comprehensive income.

7. Auditors' remuneration

	31 December 2015	*31 December 2014*
	£	*£*
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	5,050	*-*
All other services	550	*-*

8. Revenue

	31 December 2015	*31 December 2014*
	£	*£*
Education services	2,900,588	*2,882,355*
	2,900,588	*2,882,355*

9. Administrative expenses by nature

	31 December 2015	*31 December 2014*
	£	*£*
Payroll expenses	1,993,978	*2,009,840*
Professional fees	-	*-*
Bad debts	(2,132)	*4,207*
Travel and motor expenses	162,711	*256,120*
Other administrative expenses	134,322	*156,006*
	2,012,951	*2,426,173*

10. Employee benefits expenses

	31 December 2015	*31 December 2014*
Average number of employees by function		
Administration	87	*95*
	87	*95*

PARENTA TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

11. Finance costs

	31 December 2015	*31 December 2014*
	£	*£*
Bank loan interest	21,006	-
Other loan interest	-	*35,305*
	21,006	*35,305*

12. Taxation

	31 December 2015	*31 December 2014*
	£	*£*
Profit before tax	488,572	*214,336*
Tax adjustment	(488,572)	*(214,336)*
Taxable profit before taxation	-	-
Tax at the applicable rate	-	-

The applicable corporate tax rate is 20% for entities in the United Kingdom.

13. Intangible fixed assets

	Goodwill	Software	Total
	£	£	£
Cost			
As at 1 January 2015	15,372	154,629	170,001
As at 31 December 2015	**15,372**	**154,629**	**170,001**
Amortisation			
As at 1 January 2015	15,372	117,444	132,816
Charge for the year	-	4,648	4,648
As at 31 December 2015	**15,372**	**122,092**	**137,464**
Net book value			
As at 31 December 2014	-	37,185	37,185
As at 31 December 2015	**-**	**32,537**	**32,537**

14. Tangible fixed assets

	Other fixed assets
	£
Cost	
As at 1 January 2015	7,437
As at 31 December 2015	**7,437**
Amortisation	
As at 1 January 2015	6,543
Charge for the year	224
As at 31 December 2015	**6,767**
Net book value	
As at 31 December 2014	894
As at 31 December 2015	**670**

15. Trade and other receivables

	31 December 2015	*31 December 2014*
	£	*£*
Trade receivables	**84,159**	*50,743*
Amounts owed by group undertakings	**929,103**	*986,089*
Other debtors	**1,269**	*14,630*
Prepayments and accrued income	**359,913**	*243,075*
	1,374,444	*1,294,537*

16. Cash and cash equivalents

	31 December 2015	*31 December 2014*
	£	*£*
Cash at bank and in hand	**8,367**	*30,798*
Less bank overdrafts	-	-
	8,367	*30,798*

All of the company's cash at bank is held with institutions with either an A or a B credit rating.

17. Trade and other payables

Due within one year

	31 December 2015	*31 December 2014*
	£	*£*
Bank overdrafts	-	-
Bank loans	80,000	*50,007*
Trade payables	12,327	*33,259*
Other taxation and social security	60,278	*150,109*
Other creditors	60,090	*43,696*
Accruals and deferred income	13,104	*35,335*
	225,799	*312,406*

Due after more than one year

	31 December 2015	*31 December 2014*
	£	*£*
Bank loans	221,667	*154,167*
Amounts owed to group undertakings	4,200	-
Other creditors	28,507	*49,561*
	254,374	*203,728*

18. Deferred tax provision

The provision for deferred tax balances is made up as follows:

	31 December 2015	*31 December 2014*
	£	*£*
Accelerated capital allowances	4,589	*5,113*
	4,589	*5,113*

19. Share capital

	31 December 2017	*31 December 2016*
	£	*£*
Allotted, called up and fully paid		
1 Ordinary share of £1 each	1	*1*
	1	*1*

PARENTA TRAINING LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

20. Contingent liabilities

There are three unlimited inter company guarantees dated 28/01/2014 and 26/11/2014 secured over the assets of Parenta Holdings Limited, Parenta Training Limited, Parenta Group Limited, Parenta Limited, Purple Childcare Limited, Amplify Investments Limited, Smart Allicks Limited and Parenta Financial Services Limited in favour of Lloyds Bank PLC. The director considers the possibility of the company having to make payments under the terms of the guarantees to be remote, and no provision is required. The maximum exposure of the company is £301,667 *(2014 - £204,167)*.

21. Operating lease commitments

At 31 December 2015 the company had future minimum lease payments under non-cancellable operating leases as follows:

	31 December 2015	*31 December 2014*
	£	*£*
Not later than 1 year	**65,000**	*65,000*
Later than 1 year and not later than 5 years	**65,000**	*130,000*
Later than 5 years	**-**	*-*
	130,000	*195,000*

22. Parent company

The company's immediate parent company is Parenta Group Limited. The ultimate parent company is Amplify Investments Limited.

Registered number: 05249690

PARENTA GROUP LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

PARENTA GROUP LIMITED

COMPANY INFORMATION

Director	A M Presland Esq
Registered number	05249690
Registered office	2-8 London Road Maidstone Kent ME16 8PZ
Accountants	Barnes Roffe LLP Chartered Accountants Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

PARENTA GROUP LIMITED

DIRECTOR'S REPORT

The director presents his report and the financial statements for the year ended 31 December 2017.

Director's responsibilities statement

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Director

The director who served during the year was:

A M Presland Esq

PARENTA GROUP LIMITED

DIRECTORS' REPORT (CONTINUED)

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 23 August 2018 and signed on its behalf

A. M. Presland

A M Presland Esq
Director

PARENTA GROUP LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2017. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The Directors of Parenta Group Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of Parenta Group Limited as at 31 December 2017 and of its profits, cash flows and changes in equity for the year ended 31 December 2017 in accordance with International Financial Reporting Standards as adopted by the European Union.

PARENTA GROUP LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November. 2018

PARENTA GROUP LIMITED

STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 31 December 2017 £	*Year ended 31 December 2016 £*
Turnover	7	885,024	*748,124*
Cost of goods sold		(101,923)	*(192,395)*
Gross profit		783,101	*555,729*
Administrative expenses	8	(1,083,856)	*(380,822)*
Depreciation and amortisation expense		(368,071)	*(320,036)*
Loss from operations		(668,826)	*(145,129)*
Income from shares in group undertakings		950,000	*400,000*
Finance costs	10	(10,695)	*(8,850)*
Profit before tax		270,479	*246,021*
Tax expense	11	-	-
Profit after tax		270,479	*246,021*

There were no recognised gains and losses for 2017 or 2016 other than those included in the Statement of Comprehensive Income.

There was no other income for 2017 (2016: Nil).

The notes on pages 11 to 21 form part of these financial statements.

PARENTA GROUP LIMITED

STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December 2017 £	*As at 31 December 2016 £*
Non-current assets			
Intangible assets	12	**2,135,676**	*16,667*
Tangible assets	13	**75,615**	*2,052,603*
Investments	14	**190,005**	*190,005*
		2,401,296	*2,259,275*
Current assets			
Trade and other receivables	15	**496,845**	*454,727*
Cash and cash equivalents	16	**17,639**	*55,973*
		514,484	*510,700*
Total assets		**2,915,780**	*2,769,975*
Current liabilities			
Trade and other payables	17	**(628,793)**	*(383,034)*
		(628,793)	*(383,034)*
Non-current liabilities			
Trade and other payables	17	**(818,311)**	*(1,188,744)*
Total liabilities		**(1,447,104)**	*(1,571,778)*
Net assets		**1,468,676**	*1,198,197*
Equity attributable to owners			
Share capital	18	**197**	*197*
Share premium		**249,047**	*249,047*
Retained earnings		**1,219,432**	*948,953*
Total equity		**1,468,676**	*1,198,197*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 August 2018.

A. M. Presland

A M Presland Esq
Director

PARENTA GROUP LIMITED

STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Retained earnings	Total
	£	£	£	£
Balance as at 1 January 2017	197	249,047	948,953	1,198,197
Profit for the year	-	-	270,479	270,479
Dividends: Equity capital	-	-	-	-
Total comprehensive income for the period	-	-	270,479	270,479
Balance as at 31 December 2017	**197**	**249,047**	**1,219,432**	**1,468,676**

	Share capital	Share premium	Retained earnings	Total
	£	£	£	£
Balance as at 1 January 2016	197	249,047	702,932	950,176
Profit for the year	-	-	246,021	246,021
Dividends: Equity capital	-	-	-	-
Total comprehensive income for the period	-	-	246,021	246,021
Balance as at 31 December 2016	**197**	**249,047**	**948,953**	**1,198,197**

PARENTA GROUP LIMITED

STATEMENT OF CASH FLOWS

	Note	Year ended 31 December 2017	*Year ended 31 December 2016*
		£	*£*
Cash flows from operating activities			
Profit before tax		270,479	*246,021*
Adjustments for:			
Depreciation and amortisation		368,070	*320,036*
Interest expense		10,695	*8,850*
Increase in trade and other receivables		(42,118)	*(290,056)*
Increase/(Decrease) in trade and other payables		(124,674)	*328,395*
Cash generated from operations		**482,452**	*613,246*
Income taxes (paid)/refund		-	-
Interest paid		(10,695)	*(8,850)*
Net cash inflows from operating activities		**(10,695)**	*(8,850)*
Investing activities			
Purchase of property, plant and equipment		(14,742)	*(74,862)*
Additions to intangible assets (software)		(495,349)	*(475,154)*
Net cash used in investing activities		**(510,091)**	*(550,016)*
Financing activities			
Net proceeds from loan and bank overdraft facilities		-	-
Dividends paid		-	-
Net cash flows used in financing activities		**-**	-
Net (decrease)/increase in cash and cash equivalents		**(38,334)**	*54,380*
Cash and cash equivalents at beginning of the year		**55,973**	*1,593*
Cash and cash equivalents and end of the year	**16**	**17,639**	*55,973*

NOTES TO THE FINANCIAL STATEMENTS

1. General Information

Parenta Group Limited is a private limited company, registered in England and Wales (company number: 05932259). The address of the registered office is 2-8 London Road, Maidstone, Kent, ME16 8PZ. The principal activity of the company is that of software development for the childcare and pre-school education industries.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of Parenta Group Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

No new standards, amendments or interpretations, effective for the first time for the financial year beginning on or after 1 January 2017 have had a material impact on the company's financial statements.

A number of new standards and amendments to standards and interpretations are effective for annual period beginning after 1 January 2018, and have not been applied in preparing these financial statements. Noe of these is expected to have a significant effect on the financial statements of the company, except the following, set out below:

- IFRS 15 "Revenue from contracts with customers" – The standard is effective for annual periods beginning on or after 1 January 2018. Implementation of IFRS 15 requires a thorough review of existing contractual arrangements. At present, the director anticipates there may be some changes to recognition of service income. The transition work in respect of this income is ongoing but has not, as yet, highlighted potentially material adjustments.

- IFRS 16 "Leases" – The standard is effective for annual periods beginning on or after 1 January 2019. At present, the director anticipates the change arising from IFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The transition work is on-going but has not, as yet, highlighted potentially material adjustments.

2.2. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.3. Intangible assets

Intangible assets are capitalised and stated at cost. An impairment review is completed annually and any provision that is required is charged to the statement of comprehensive income.

Amortisation is provided on all software and intellectual property to write off the cost less estimated residual value of each asset over its expected useful economic life based on the following method and annual rates:

	Method	**Rate**
Software and intellectual property	Straight Line	10%

2.4. Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line and reducing balance methods.

Depreciation is provided on the following bases:

L/Term leasehold property – Fixed rate over 10 years
Fixtures & fittings - 25% Reducing balance
Office equipment - 25% Straight line
Other fixed assets – Fixed rate over 10 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.5. Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.6. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.7. Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.8. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.9. Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.10. Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within finance costs.

2.11. Operating leases – the company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.12. Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

2.13. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.14. Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

2.15. Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date.

3. Financial risk management

3.1. Financial risk factors

The company's activities expose it to a variety of financial risks: market risk and credit risk. The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance.

Risk management is carried out by the UK based management team under policies approved by the Director.

a) Market risk

The company is exposed to market risk, primarily relating to changes in interest rate. The company has not sensitised the figures for fluctuations in interest rates as the Director is of the opinion that these fluctuations would not have a significant impact on the company at the present time. The Director will continue to assess the effect of movements in market risks on the company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the Director periodically assesses the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

The company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

3.2. Capital risk management

The Director's objectives when managing capital are to safeguard the company's ability to continue as a going concern, in order to enable the company to continue its principal activities, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the issue of shares or sell assets to reduce debts.

The Director defines capital based on the total equity of the company. The Director monitors the level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

4. Financial risk management

The preparation of the Financial Information in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Information and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Information.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant items subject to such estimates and assumptions include, but are not limited to:

Taxes

Deferred tax assets are recognised for unused tax losses that is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

5. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the company in preparing these financial statements.

6. Auditors' remuneration

	31 December 2017	*31 December 2016*
	£	*£*
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	**4,300**	*3,600*
All other services	**34,146**	*16,981*

7. Revenue

	31 December 2017	*31 December 2016*
	£	*£*
Education services	**885,024**	*748,124*
	885,024	*748,124*

8. Administrative expenses by nature

	31 December 2017	*31 December 2016*
	£	*£*
Payroll expenses	**67,802**	*192,828*
Professional fees	**47,525**	*12,661*
Bad debts	**67,564**	*8,647*
Variation and settlement agreement costs	**(37,131)**	*37,131*
Overhead recharges	**263,210**	*(263,210)*
Other administrative expenses	**1,042,957**	*600,449*
	1,451,927	*700,858*

9. Employee benefits expenses

	31 December 2017	*31 December 2016*
Average number of employees by function		
Administration	14	*19*
	14	*19*

10. Finance costs

	31 December 2017	*31 December 2016*
	£	*£*
Other loan interest	**10,695**	*8,850*
	10,695	*8,850*

11. Taxation

	31 December 2017	*31 December 2016*
	£	*£*
Profit before tax	**270,479**	*246,021*
Tax adjustment	**(270,479)**	*(246,021)*
Taxable profit before taxation	**-**	*-*
Tax at the applicable rate	**-**	*-*

The applicable corporate tax rate is 19% for entities in the United Kingdom.

12. Intangible fixed assets

	Software	Patents	Total
	£	£	£
Cost			
As at 1 January 2017	3,165,457	20,000	3,185,457
Additions	475,349	20,000	495,349
As at 31 December 2017	**3,640,806**	**40,000**	**3,680,806**
Amortisation			
As at 1 January 2017	1,196,198	3,333	1,199,531
Charge for the year	334,486	11,113	345,599
As at 31 December 2017	**1,530,684**	**14,446**	**1,545,130**
Net book value			
As at 31 December 2016	1,969,259	16,667	1,985,926
As at 31 December 2017	**2,110,122**	**25,554**	**2,135,676**

13. Tangible fixed assets

	Land and buildings	Other fixed assets	Total
	£	£	£
Cost			
As at 1 January 2017	14,978	124,773	139,751
Additions	-	14,742	14,742
As at 31 December 2017	**14,978**	**139,515**	**154,493**
Amortisation			
As at 1 January 2017	5,991	50,416	56,407
Charge for the year	1,497	20,974	22,471
As at 31 December 2017	**7,488**	**71,390**	**78,878**
Net book value			
As at 31 December 2016	8,987	74,357	83,344
As at 31 December 2017	**7,490**	**68,125**	**75,615**

14. Fixed asset investments

	Investments in subsidiary companies
	£
Cost	
As at 1 January 2017	190,005
Additions	-
As at 31 December 2017	**190,005**
Net book value	
As at 31 December 2016	190,005
As at 31 December 2017	**190,005**

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Parenta Limited	Ordinary	100%	Dormant
Parenta Financial Services Limited	Ordinary	100%	Dormant
Parenta Training Limited	Ordinary	100%	Training of personnel working in pre-school education

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

The aggregate of the share capital and reserves as at 31 December 2017 and of the profit and loss for the year ended on that date of the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves	Profit/(loss)
	£	£
Parenta Limited	115,075	-
Parenta Financial Services Limited	50,000	-
Parenta Training Limited	2,296,847	*1,882,440*

15. Trade and other receivables

	31 December 2017	*31 December 2016*
	£	£
Trade receivables	62,966	*133,972*
Amounts owed by group undertakings	382,021	*143,332*
Amounts owed by related entities	17,609	-
Other debtors	1,564	*200*
Prepayments and accrued income	32,685	*177,223*
	496,845	*454,727*

16. Cash and cash equivalents

	31 December 2017	*31 December 2016*
	£	£
Cash at bank and in hand	17,639	*55,973*
Less bank overdrafts	-	*(1,358)*
	17,639	*54,615*

All of the company's cash at bank is held with institutions with either an A or a B credit rating.

17. Trade and other payables

Due within one year

	31 December 2017	*31 December 2016*
	£	*£*
Bank overdrafts	-	*1,358*
Trade payables	**180,775**	*45,656*
Other taxation and social security	**103,557**	*109,567*
Other creditors	**327,461**	*219,103*
Accruals and deferred income	**17,000**	*7,350*
	628,793	*383,034*

Due after more than one year

	31 December 2017	*31 December 2016*
	£	*£*
Amounts owed to group undertakings	**818,311**	*1,188,744*
	818,311	*1,188,744*

18. Share capital

	31 December 2017	*31 December 2016*
	£	*£*
Allotted, called up and fully paid		
197 Ordinary shares of £1 each	**197**	*197*
	197	*197*

19. Contingent liabilities

There are three unlimited inter-company guarantees dated 28/01/2014 and 26/11/2015 secured over the assets of Parenta Holdings Limited, Parenta Training Limited, Parenta Group Limited, Parenta Limited, Purple Childcare Limited, Amplify Investments Limited, Smart Allicks Limited and Parenta Financial Services Limited in favour of Lloyds Bank PLC. The director considers the possibility of the company having to make payments under the terms of the guarantees to be remote, and no provision is required. The maximum exposure of the company is £145,833 *(2016 - £225,833)*.

20. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £373 (*2016 - £556*).

21. Parent company

The company's immediate parent company is Parenta Holdings Limited. The ultimate parent company is Amplify Investments Limited.

Registered number: 05249690

PARENTA GROUP LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2016

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

PARENTA GROUP LIMITED

COMPANY INFORMATION

Director	A M Presland Esq
Registered number	05249690
Registered office	2-8 London Road Maidstone Kent ME16 8PZ
Accountants	Barnes Roffe LLP Chartered Accountants Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

PARENTA GROUP LIMITED

DIRECTOR'S REPORT

The director presents his report and the financial statements for the year ended 31 December 2016.

Director's responsibilities statement

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Director

The director who served during the year was:

A M Presland Esq

PARENTA GROUP LIMITED

DIRECTORS' REPORT (CONTINUED)

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 23 August 2018 and signed on its behalf

A. M. Presland

A M Presland Esq
Director

PARENTA GROUP LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2016. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The Directors of Parenta Group Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of Parenta Group Limited as at 31 December 2016 and of its profits, cash flows and changes in equity for the year ended 31 December 2016 in accordance with International Financial Reporting Standards as adopted by the European Union.

PARENTA GROUP LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 8. November. 2018

PARENTA GROUP LIMITED

STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 31 December 2016 £	*Year ended 31 December 2015 £*
Turnover	7	**748,124**	*948,124*
Cost of goods sold		**(192,395)**	*(120,383)*
Gross profit		**555,729**	*827,741*
Administrative expenses	8	**(380,822)**	*(773,831)*
Depreciation and amortisation expense		**(320,036)**	*(253,366)*
Loss from operations		**(145,129)**	*(200,456)*
Income from shares in group undertakings		**400,000**	*400,000*
Finance costs	10	**(8,850)**	*(10,640)*
Profit before tax		**246,021**	*188,904*
Tax expense	11	**-**	*90,604*
Profit after tax		**246,021**	*279,508*

There were no recognised gains and losses for 2016 or 2015 other than those included in the Statement of Comprehensive Income.

There was no other income for 2016 (2015: Nil).

The notes on pages 11 to 21 form part of these financial statements.

PARENTA GROUP LIMITED

STATEMENT OF FINANCIAL POSITION

	Note	**As at 31 December 2016** **£**	*As at 31 December 2015* *£*
Non-current assets			
Intangible assets	**12**	**1,985,926**	*1,801,055*
Tangible assets	**13**	**83,344**	*38,235*
Investments	**14**	**190,005**	*190,005*
		2,259,275	*2,029,295*
Current assets			
Trade and other receivables	**15**	**454,727**	*164,671*
Cash and cash equivalents	**16**	**55,973**	*1,593*
		510,700	*166,264*
Total assets		**2,769,975**	*2,195,559*
Current liabilities			
Trade and other payables	**17**	**(383,034)**	*(129,346)*
		(383,034)	*(129,346)*
Non-current liabilities			
Trade and other payables	**17**	**(1,188,744)**	*(1,114,218)*
Total liabilities		**(1,571,778)**	*(1,243,564)*
Net assets		**1,198,197**	*951,995*
Equity attributable to owners			
Share capital	**18**	**197**	*197*
Share premium		**249,047**	*249,047*
Retained earnings		**948,953**	*702,751*
Total equity		**1,198,197**	*951,995*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 August 2018.

A M Presland Esq
Director

PARENTA GROUP LIMITED

STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Retained earnings	Total
	£	£	£	£
Balance as at 1 January 2016	197	249,047	702,751	951,995
Profit for the year	-	-	246,021	246,021
Dividends: Equity capital	-	-	-	-
Total comprehensive income for the period	-	-	246,021	246,021
Balance as at 31 December 2016	**197**	**249,047**	**948,953**	**1,198,197**

	Share capital	Share premium	Retained earnings	Total
	£	£	£	£
Balance as at 1 January 2015	197	249,047	423,243	672,487
Profit for the year	-	-	279,508	279,508
Dividends: Equity capital	-	-	-	-
Total comprehensive income for the period	-	-	279,508	279,508
Balance as at 31 December 2015	**197**	**249,047**	**702,751**	**951,995**

PARENTA GROUP LIMITED

STATEMENT OF CASH FLOWS

	Note	Year ended 31 December 2016 £	*Year ended 31 December 2015 £*
Cash flows from operating activities			
Profit before tax		246,021	*188,904*
Adjustments for:			
Depreciation and amortisation		320,036	*253,366*
Interest expense		8,850	*10,640*
Increase in trade and other receivables		(290,056)	*46,992*
Increase/(Decrease) in trade and other payables		328,395	*(103,545)*
Cash generated from operations		**613,246**	*396,357*
Income taxes (paid)/refund		-	-
Interest paid		(8,850)	*(10,640)*
Net cash inflows from operating activities		**(8,850)**	*(10,640)*
Investing activities			
Purchase of property, plant and equipment		(74,862)	*(24,043)*
Additions to intangible assets (software)		(475,154)	*(365,172)*
Net cash used in investing activities		**(550,016)**	*(389,215)*
Financing activities			
Net proceeds from loan and bank overdraft facilities		-	-
Dividends paid		-	-
Net cash flows used in financing activities		-	-
Net (decrease)/increase in cash and cash equivalents		**54,380**	*(3,498)*
Cash and cash equivalents at beginning of the year		**1,593**	*5,091*
Cash and cash equivalents and end of the year	**16**	**55,973**	*1,593*

1. General Information

Parenta Group Limited is a private limited company, registered in England and Wales (company number: 05932259). The address of the registered office is 2-8 London Road, Maidstone, Kent, ME16 8PZ. The principal activity of the company is that of software development for the childcare and pre-school education industries.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of Parenta Group Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

No new standards, amendments or interpretations, effective for the first time for the financial year beginning on or after 1 January 2016 have had a material impact on the company's financial statements.

A number of new standards and amendments to standards and interpretations are effective for annual period beginning after 1 January 2017, and have not been applied in preparing these financial statements. Noe of these is expected to have a significant effect on the financial statements of the company, except the following, set out below:

- IFRS 15 "Revenue from contracts with customers" – The standard is effective for annual periods beginning on or after 1 January 2018. Implementation of IFRS 15 requires a thorough review of existing contractual arrangements. At present, the director anticipates there may be some changes to recognition of service income. The transition work in respect of this income is ongoing but has not, as yet, highlighted potentially material adjustments.

- IFRS 16 "Leases" – The standard is effective for annual periods beginning on or after 1 January 2019. At present, the director anticipates the change arising from IFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The transition work is on-going but has not, as yet, highlighted potentially material adjustments.

2.2. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.3. Intangible assets

Intangible assets are capitalised and stated at cost. An impairment review is completed annually and any provision that is required is charged to the statement of comprehensive income.

Amortisation is provided on all software and intellectual property to write off the cost less estimated residual value of each asset over its expected useful economic life based on the following method and annual rates:

	Method	Rate
Software and intellectual property	Straight Line	10%

2.4. Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line and reducing balance methods.

Depreciation is provided on the following bases:

L/Term leasehold property – Fixed rate over 10 years
Fixtures & fittings - 25% Reducing balance
Office equipment - 25% Straight line
Other fixed assets – Fixed rate over 10 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.5. Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.6. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.7. Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.8. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.9. Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.10. Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within finance costs.

2.11. Operating leases – the company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.12. Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

2.13. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.14. Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

2.15. Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date.

3. Financial risk management

3.1. Financial risk factors

The company's activities expose it to a variety of financial risks: market risk and credit risk. The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance.

Risk management is carried out by the UK based management team under policies approved by the Director.

a) *Market risk*

The company is exposed to market risk, primarily relating to changes in interest rate. The company has not sensitised the figures for fluctuations in interest rates as the Director is of the opinion that these fluctuations would not have a significant impact on the company at the present time. The Director will continue to assess the effect of movements in market risks on the company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the Director periodically assesses the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

The company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

3.2. Capital risk management

The Director's objectives when managing capital are to safeguard the company's ability to continue as a going concern, in order to enable the company to continue its principal activities, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the issue of shares or sell assets to reduce debts.

The Director defines capital based on the total equity of the company. The Director monitors the level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

4. Financial risk management

The preparation of the Financial Information in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Information and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Information.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant items subject to such estimates and assumptions include, but are not limited to:

Taxes

Deferred tax assets are recognised for unused tax losses that is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

5. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the company in preparing these financial statements.

6. Auditors' remuneration

	31 December 2016	*31 December 2015*
	£	*£*
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	3,600	*3,600*
All other services	16,981	*9,724*

7. Revenue

	31 December 2016	*31 December 2015*
	£	*£*
Education services	748,124	*948,124*
	748,124	*948,124*

8. Administrative expenses by nature

	31 December 2016	*31 December 2015*
	£	*£*
Payroll expenses	192,828	*146,393*
Professional fees	12,661	*16,475*
Bad debts	8,647	*9,555*
Variation and settlement agreement costs	37,131	-
Overhead recharges	(263,210)	-
Other administrative expenses	600,449	*855,774*
	700,858	*1,028,197*

9. Employee benefits expenses

	31 December 2016	*31 December 2015*
Average number of employees by function		
Administration	19	*20*
	19	*20*

PARENTA GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

10. Finance costs

	31 December 2016	31 December 2015
	£	£
Other loan interest	8,850	10,640
	8,850	10,640

11. Taxation

	31 December 2016	31 December 2015
	£	£
Profit before tax	246,021	188,904
Tax adjustment	(246,021)	(641,924)
Taxable profit before taxation	-	(453,020)
Tax at the applicable rate	-	(90,604)

The applicable corporate tax rate is 20% for entities in the United Kingdom.

12. Intangible fixed assets

	Software	Patents	Total
	£	£	£
Cost			
As at 1 January 2016	2,710,303	-	2,710,303
Additions	455,154	20,000	475,154
As at 31 December 2016	**3,165,457**	**20,000**	**3,185,457**
Amortisation			
As at 1 January 2016	909,247	-	909,247
Charge for the year	286,951	3,333	290,284
As at 31 December 2016	**1,196,198**	**3,333**	**1,199,531**
Net book value			
As at 31 December 2015	1,801,055	-	1,801,056
As at 31 December 2016	**1,969,258**	**16,667**	**1,985,926**

13. Tangible fixed assets

	Land and buildings £	Other fixed assets £	Total £
Cost			
As at 1 January 2016	14,978	49,911	64,889
Additions	-	74,862	74,862
As at 31 December 2016	**14,978**	**124,773**	**139,751**
Amortisation			
As at 1 January 2016	4,493	22,162	26,655
Charge for the year	1,498	28,254	29,752
As at 31 December 2016	**5,991**	**50,406**	**56,397**
Net book value			
As at 31 December 2015	8,987	27,749	38,234
As at 31 December 2016	**10,485**	**74,367**	**83,354**

14. Fixed asset investments

	Investments in subsidiary companies £
Cost	
As at 1 January 2016	190,005
Additions	-
As at 31 December 2016	**190,005**
Net book value	
As at 31 December 2016	190,005
As at 31 December 2016	**190,005**

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Parenta Limited	Ordinary	100%	Dormant
Parenta Financial Services Limited	Ordinary	100%	Dormant
Parenta Training Limited	Ordinary	100%	Training of personnel working in pre-school education

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

The aggregate of the share capital and reserves as at 31 December 2016 and of the profit and loss for the year ended on that date of the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves	Profit/(loss)
	£	£
Parenta Limited	115,075	-
Parenta Financial Services Limited	50,000	-
Parenta Training Limited	1,364,407	833,151

15. Trade and other receivables

	31 December 2016	*31 December 2015*
	£	*£*
Trade receivables	133,972	*59,444*
Amounts owed by group undertakings	143,332	-
Other debtors	200	*93,499*
Prepayments and accrued income	177,223	*11,728*
	454,727	*164,671*

16. Cash and cash equivalents

	31 December 2016	*31 December 2015*
	£	*£*
Cash at bank and in hand	55,973	*1,593*
Less bank overdrafts	(1,358)	-
	54,615	*1,593*

All of the company's cash at bank is held with institutions with either an A or a B credit rating.

17. Trade and other payables

Due within one year

	31 December 2016	*31 December 2015*
	£	*£*
Bank overdrafts	1,358	-
Trade payables	45,656	*20,169*
Other taxation and social security	109,567	*79,328*
Other creditors	219,103	*1,349*
Accruals and deferred income	7,350	*28,500*
	383,034	*129,346*

Due after more than one year

	31 December 2016	*31 December 2015*
	£	*£*
Amounts owed to group undertakings	1,188,744	*1,114,218*
	1,188,744	*1,114,218*

18. Share capital

	31 December 2017	*31 December 2016*
	£	*£*
Allotted, called up and fully paid		
197 Ordinary shares of £1 each	197	*197*
	197	*197*

19. Contingent liabilities

There are three unlimited inter company guarantees dated 28/01/2014 and 26/11/2015 secured over the assets of Parenta Holdings Limited, Parenta Training Limited, Parenta Group Limited, Parenta Limited, Purple Childcare Limited, Amplify Investments Limited, Smart Allicks Limited and Parenta Financial Services Limited in favour of Lloyds Bank PLC. The director considers the possibility of the company having to make payments under the terms of the guarantees to be remote, and no provision is required. The maximum exposure of the company is £225,833 *(2015 - £301,667).*

20. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £556 (*2015 - £Nil*).

21. Parent company

The company's immediate parent company is Parenta Holdings Limited. The ultimate parent company is Amplify Investments Limited.

Registered number: 05249690

PARENTA GROUP LIMITED

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2015

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

PARENTA GROUP LIMITED

COMPANY INFORMATION

Director	A M Presland Esq
Registered number	05249690
Registered office	2-8 London Road Maidstone Kent ME16 8PZ
Accountants	Barnes Roffe LLP Chartered Accountants Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

PARENTA GROUP LIMITED

DIRECTOR'S REPORT

The director presents his report and the financial statements for the year ended 31 December 2015.

Director's responsibilities statement

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the director is required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Director

The director who served during the year was:

A M Presland Esq

PARENTA GROUP LIMITED

DIRECTORS' REPORT (CONTINUED)

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 23 August 2018 and signed on its behalf

A. M. Presland

A M Presland Esq
Director

PARENTA GROUP LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

We report on the financial information which comprises the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 December 2015. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The Directors of Parenta Group Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of Parenta Group Limited as at 31 December 2015 and of its profits, cash flows and changes in equity for the year ended 31 December 2015 in accordance with International Financial Reporting Standards as adopted by the European Union.

PARENTA GROUP LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November. 2018

PARENTA GROUP LIMITED

STATEMENT OF COMPREHENSIVE INCOME

	Note	Year ended 31 December 2015 £	*Year ended 31 December 2014 £*
Turnover	8	948,124	*786,546*
Cost of goods sold		(120,383)	*(125,303)*
Gross profit		827,741	*661,243*
Administrative expenses	9	(773,831)	*(523,085)*
Depreciation and amortisation expense		(253,366)	*(241,880)*
Loss from operations		(200,456)	*(103,722)*
Income from shares in group undertakings		400,000	*150,000*
Finance costs	11	(10,640)	*(6,132)*
Profit before tax		188,904	*40,146*
Tax expense	12	90,604	*125,346*
Profit after tax		279,508	*165,492*

There were no recognised gains and losses for 2014 or 2015 other than those included in the Statement of Comprehensive Income.

There was no other income for 2015 (2014: Nil).

The notes on pages 11 to 19 form part of these financial statements.

PARENTA GROUP LIMITED

STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December 2015 £	*As at 31 December 2014 £*
Non-current assets			
Intangible assets	13	1,801,055	*1,677,319*
Tangible assets	14	38,235	*26,122*
Investments	15	190,005	*190,005*
		2,029,295	*1,893,446*
Current assets			
Trade and other receivables	16	164,671	*211,663*
Cash and cash equivalents	17	1,593	*5,091*
		166,264	*216,754*
Total assets		2,195,559	*2,110,200*
Current liabilities			
Trade and other payables	18	(129,346)	*(285,240)*
		(129,346)	*(285,240)*
Non-current liabilities			
Trade and other payables	18	(1,114,218)	*(1,152,473)*
Total liabilities		(1,243,564)	*(1,437,713)*
Net assets		951,995	*672,487*
Equity attributable to owners			
Share capital	19	197	*197*
Share premium		249,047	*249,047*
Retained earnings		702,751	*423,243*
Total equity		951,995	*672,487*

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 August 2018.

A. M. Presland

A M Presland Esq
Director

PARENTA GROUP LIMITED

STATEMENT OF CHANGES IN EQUITY

	Share capital	Share premium	Retained earnings	Total
	£	£	£	£
Balance as at 1 January 2015	197	249,047	423,243	672,487
Profit for the year	-	-	279,508	279,508
Dividends: Equity capital	-	-	-	-
Total comprehensive income for the period	-	-	279,508	279,508
Balance as at 31 December 2015	**197**	**249,047**	**702,751**	**951,995**

	Share capital	Share premium	Retained earnings	Total
	£	£	£	£
Balance as at 1 January 2014	197	249,047	257,751	506,995
Profit for the year	-	-	165,492	165,492
Dividends: Equity capital	-	-	-	-
Total comprehensive income for the period	-	-	165,492	165,492
Balance as at 31 December 2014	**197**	**249,047**	**423,243**	**672,487**

PARENTA GROUP LIMITED

STATEMENT OF CASH FLOWS

	Note	Year ended 31 December 2015 £	*Year ended 31 December 2014 £*
Cash flows from operating activities			
Profit before tax		188,904	*40,146*
Adjustments for:			
Depreciation and amortisation		253,366	*233,966*
Interest expense		10,640	*6,132*
Increase in trade and other receivables		46,992	*(46,533)*
Increase/(Decrease) in trade and other payables		(103,545)	*186,605*
Cash generated from operations		**396,357**	*420,316*
Income taxes (paid)/refund		-	*(44,357)*
Interest paid		(10,640)	*(6,132)*
Net cash inflows from operating activities		**(10,640)**	*(50,489)*
Investing activities			
Purchase of property, plant and equipment		(24,043)	-
Additions to intangible assets (software)		(365,172)	*(379,714)*
Net cash used in investing activities		**(389,215)**	*(379,714)*
Financing activities			
Net proceeds from loan and bank overdraft facilities		-	-
Dividends paid		-	-
Net cash flows used in financing activities		-	-
Net (decrease)/increase in cash and cash equivalents		(3,498)	*(9,887)*
Cash and cash equivalents at beginning of the year		5,091	*14,978*
Cash and cash equivalents and end of the year	**16**	**1,593**	*5,091*

NOTES TO THE FINANCIAL STATEMENTS

1. General Information

Parenta Group Limited is a private limited company, registered in England and Wales (company number: 05932259). The address of the registered office is 2-8 London Road, Maidstone, Kent, ME16 8PZ. The principal activity of the company is that of software development for the childcare and pre-school education industries.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of Parenta Group Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

The adoption of the following mentioned standard, amendments and interpretations in the current year have not had a material impact on the company's financial statements.

	EU effective date Periods beginning on or after
Annual improvements to IFRS (2011-2013)	1 January 2015

The adoption of the following mentioned standard, amendments and interpretations in future years are not expected to have a material impact on the company's financial statements. These standards and interpretations have not yet been endorsed by the EU and the dates shown are expected dates.

	EU effective date Periods beginning on or after
IAS 1(amendment) "Presentation of financial statements"	1 January 2016
Annual improvements to IFRS (2012 – 2014)	1 January 2016
IFRS 15 "Revenue from contracts with customers"	1 January 2018

2.2. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Sale of goods

Revenue from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.3. Intangible assets

Intangible assets are capitalised and stated at cost. An impairment review is completed annually and any provision that is required is charged to the statement of comprehensive income.

Amortisation is provided on all software and intellectual property to write off the cost less estimated residual value of each asset over its expected useful economic life based on the following method and annual rates:

	Method	Rate
Software and intellectual property	Straight Line	10%

2.4. Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line and reducing balance methods.

Depreciation is provided on the following bases:

L/Term leasehold property – Fixed rate over 10 years
Fixtures & fittings - 25% Reducing balance
Office equipment - 25% Straight line
Other fixed assets – Fixed rate over 10 years

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.5. Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.6. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.7. Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.8. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.9. Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.10. Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within finance costs.

2.11. Operating leases – the company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.12. Pensions

Defined contribution pension plan

The company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the company pays fixed contributions into a separate entity. Once the contributions have been paid the company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the company in independently administered funds.

2.13. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.14. Borrowing costs

All borrowing costs are recognised in the Statement of comprehensive income in the year in which they are incurred.

2.15. Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date.

3. Financial risk management

3.1. Financial risk factors

The company's activities expose it to a variety of financial risks: market risk and credit risk. The company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the company's financial performance.

Risk management is carried out by the UK based management team under policies approved by the Director.

a) Market risk

The company is exposed to market risk, primarily relating to changes in interest rate. The company has not sensitised the figures for fluctuations in interest rates as the Director is of the opinion that these fluctuations would not have a significant impact on the company at the present time. The Director will continue to assess the effect of movements in market risks on the company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the Director periodically assesses the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

The company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

3.2. Capital risk management

The Director's objectives when managing capital are to safeguard the company's ability to continue as a going concern, in order to enable the company to continue its principal activities, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the company may adjust the issue of shares or sell assets to reduce debts.

The Director defines capital based on the total equity of the company. The Director monitors the level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

4. Financial risk management

The preparation of the Financial Information in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Information and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Information.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant items subject to such estimates and assumptions include, but are not limited to:

Taxes

Deferred tax assets are recognised for unused tax losses that is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

5. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the company in preparing these financial statements.

6. First-time adoption of IFRS

These financial statements, for the year ended 31 December 2015, are the first the company has prepared in accordance with IFRS. For periods up to and including the year ended 31 December 2014, the company prepared its financial statements in accordance with UK generally accepted accounting principle (UK GAAP).

Accordingly, the company has prepared financial statements that comply with IFRS applicable as at 31 December 2015, together with the comparative period data for the year ended 31 December 2014, as described in the summary of significant accounting policies. In preparing the financial statements, the company's opening statement of financial position was prepared as at 1 January 2014, the company's date of transition to IFRS. This note explains the principal adjustments made by the company in restating its UK GAAP financial statements, including the statement of financial position as at 1 January 2014 and the financial statements for the year ended 31 December 2014.

6.1. Estimates

The estimates at 1 January 2014 and at 31 December 2014 are consistent with those made for the same dates in accordance with UK GAAP (after adjustments to reflect any differences in accounting policies) apart from the following items where application of UK GAAP did not require estimation:

• Pensions and other post-employment benefits
• Share-based payment transactions
• AFS financial assets – unquoted equity shares

The estimates used by the company to present these amounts in accordance with IFRS reflect conditions at 1 January 2014, the date of transition to IFRS and as at 31 December 2014.

6.2. Reconciliation of equity as at 1 January 2014 (date of transition to IFRS)

	UK GAAP	Remeasure-ment	IFRS as at 1 January 2014
	£	£	£
Non-current assets			
Intangible assets	-	1,531,571	1,531,571
Tangible assets	1,556,165	(1,531,571)	24,594
Investments	190,005	-	190,005
	1,746,170	-	**1,746,170**
Current assets			
Trade and other receivables	240,130	-	240,130
Cash and cash equivalents	14,978	-	14,978
	255,108	-	**255,108**
Total assets	**2,001,278**	-	**2,001,278**
Current liabilities			
Trade and other payables	455,467	-	455,467
Corporation tax liability	-	-	-
	455,467	-	455,467
Non-current liabilities			
Trade and other payables	1,038,816	-	1,038,816
Deferred tax	-	-	-
Total liabilities	**1,494,283**	-	**1,494,283**
Net assets	**506,995**	-	**506,995**
Equity attributable to owners			
Share capital	197	-	197
Share premium account	249,047	-	249,047
Retained earnings	257,751	-	257,751
Total equity	**506,995**	-	**506,995**

6.3. Reconciliation of equity as at 31 December 2014

	UK GAAP	Remeasure-ment	IFRS as at 31 January 2014
	£	£	£
Non-current assets			
Intangible assets	-	1,677,319	1,677,319
Tangible assets	1,703,441	(1,677,319)	26,122
Investments	190,005	-	190,005
	1,893,446	-	**1,893,446**
Current assets			
Trade and other receivables	211,663	-	211,663
Cash and cash equivalents	50,91	-	50,91
	216,754	-	**216,754**
Total assets	**2,110,200**	-	**2,110,200**
Current liabilities			
Trade and other payables	(285,240)	-	(285,240)
Corporation tax liability	-	-	-
	(285,240)	-	(285,240)
Non-current liabilities			
Trade and other payables	(1,152,473)	-	(1,152,473)
Deferred tax	-	-	-
Total liabilities	**(1,437,713)**	-	**(1,437,713)**
Net assets	**672,487**	-	**672,487**
Equity attributable to owners			
Share capital	197	-	197
Share premium account	249,047		249,047
Retained earnings	423,243	-	423,243
Total equity	**672,487**	-	**672,487**

6.4. Reconciliation of total comprehensive income for the year ended 31 December 2014

The policies adopted under the company's previous accounting framework are not materially different to IFRS and have not impacted on the company's comprehensive income.

PARENTA GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

7. Auditors' remuneration

	31 December 2015 £	*31 December 2014 £*
Fees payable to the company's auditor and its associates for the audit of the company's annual financial statements	3,600	*4,100*
All other services	9,724	*6,518*

8. Revenue

	31 December 2015 £	*31 December 2014 £*
Education services	*948,124*	*786,546*
	948,124	*786,546*

9. Administrative expenses by nature

	31 December 2015 £	*31 December 2014 £*
Payroll expenses	146,393	*13,952*
Professional fees	16,475	*58,970*
Bad debts	9,555	*19,775*
Variation and settlement agreement costs	-	-
Overhead recharges	-	-
Other administrative expenses	855,774	*855,774*
	1,028,197	*672,268*

10. Employee benefits expenses

	31 December 2015	*31 December 2014*
Average number of employees by function		
Administration	20	*20*
	20	*20*

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

11. Finance costs

	31 December 2015	*31 December 2014*
	£	*£*
Other loan interest	10,640	*6,132*
	10,640	*6,132*

12. Taxation

	31 December 2015	*31 December 2014*
	£	*£*
Profit before tax	188,904	*40,146*
Tax adjustment	(641,924)	*(666,876)*
Taxable profit before taxation	(453,020)	*(626,730)*
Tax at the applicable rate	(90,604)	*(125,346)*

The applicable corporate tax rate is 20% for entities in the United Kingdom.

13. Intangible fixed assets

	Software	Total
	£	£
Cost		
As at 1 January 2015	2,345,131	2,345,131
Additions	365,172	365,172
As at 31 December 2015	**2,710,303**	**2,710,303**
Amortisation		
As at 1 January 2015	667,812	667,812
Charge for the year	241,436	241,436
As at 31 December 2015	**909,247**	**909,247**
Net book value		
As at 31 December 2014	1,677,319	1,677,319
As at 31 December 2015	**1,801,055**	**1,801,055**

14. Tangible fixed assets

	Land and buildings	Other fixed assets	Total
	£	£	£
Cost			
As at 1 January 2015	14,978	25,868	40,846
Additions	-	24,043	24,043
As at 31 December 2015	**14,978**	**49,911**	**64,889**
Amortisation			
As at 1 January 2015	2,995	11,729	14,724
Charge for the year	1,498	10,432	11,930
As at 31 December 2015	**4,493**	**22,161**	**26,654**
Net book value			
As at 31 December 2014	11,983	14,139	26,122
As at 31 December 2015	**10,485**	**27,750**	**38,235**

15. Fixed asset investments

	Investments in subsidiary companies
	£
Cost	
As at 1 January 2015	190,005
Additions	-
As at 31 December 2015	**190,005**
Net book value	
As at 31 December 2014	190,005
As at 31 December 2015	**190,005**

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding	Principal activity
Parenta Limited	Ordinary	100%	Dormant
Parenta Financial Services Limited	Ordinary	100%	Dormant
Parenta Training Limited	Ordinary	100%	Training of personnel working in pre-school education

15. Fixed asset investments (continued)

The aggregate of the share capital and reserves as at 31 December 2016 and of the profit and loss for the year ended on that date of the subsidiary undertakings were as follows:

	Aggregate of share capital and reserves	Profit/(loss)
	£	£
Parenta Limited	115,075	-
Parenta Financial Services Limited	50,000	-
Parenta Training Limited	931,255	489,096

16. Trade and other receivables

	31 December 2015	*31 December 2014*
	£	*£*
Trade receivables	59,444	*50,039*
Amounts owed by group undertakings	-	*20,584*
Other debtors	93,499	*141,040*
Prepayments and accrued income	11,728	-
	164,671	*211,663*

17. Cash and cash equivalents

	31 December 2015	*31 December 2014*
	£	*£*
Cash at bank and in hand	1,593	*5,091*
Less bank overdrafts	-	-
	1,593	*5,091*

All of the company's cash at bank is held with institutions with either an A or a B credit rating.

PARENTA GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

18. Trade and other payables

Due within one year

	31 December 2015	*31 December 2014*
	£	*£*
Bank overdrafts	-	*6*
Trade payables	20,169	*57,854*
Other taxation and social security	79,328	*150,971*
Other creditors	1,349	*-*
Accruals and deferred income	28,500	*76,409*
	129,346	*285,240*

Due after more than one year

	31 December 2015	*31 December 2014*
	£	*£*
Amounts owed to group undertakings	1,114,218	*1,152,473*
	1,114,218	*1,152,473*

19. Share capital

	31 December 2017	*31 December 2016*
	£	*£*
Allotted, called up and fully paid		
197 Ordinary shares of £1 each	197	*197*
	197	*197*

20. Contingent liabilities

There are three unlimited inter-company guarantees dated 28/01/2014 and 26/11/2015 secured over the assets of Parenta Holdings Limited, Parenta Training Limited, Parenta Group Limited, Parenta Limited, Purple Childcare Limited, Amplify Investments Limited, Smart Allicks Limited and Parenta Financial Services Limited in favour of Lloyds Bank PLC. The director considers the possibility of the company having to make payments under the terms of the guarantees to be remote, and no provision is required. The maximum exposure to the company is £301,667 *(2014 - £204,167)*.

21. Parent company

The company's immediate parent company is Parenta Holdings Limited. The ultimate parent company is Amplify Investments Limited.

CAPE LTD

Registered number: 1603307

CAPE LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2018

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

CAPE LIMITED

COMPANY INFORMATION

Directors	David Michael Howes Adrian Giuliano Spalletta
Registered number	1603307
Registered office	Level 42 Fairfax Avenue Penrose Auckland, New Zealand
Accountants	Barnes Roffe LLP Chartered Accountants Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

CAPE LIMITED

DIRECTORS' REPORT

The directors present the report and the financial statements for Cape Limited ("the Company) for the year ended 31 March 2018.

Directors' responsibilities statement

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

Company law requires the director to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under Company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- 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 to enable him to ensure that the financial statements comply with the Companies Act 1993. He is also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The directors who served during the year were:

David Michael Howes
Adrian Giuliano Spalletta

This report was approved by the board on 30 October 2018 and signed on its behalf

David Michael Howes
Director

Adrian Giuliano Spalletta
Director

CAPE LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

The board of MBH Corporation Plc

Dear Sirs,

Cape Limited

We report on the financial information which comprises the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of changes in equity, the Statement of cash flows and the related notes, for the year ended 31 March 2018. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The directors of Cape Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of Cape Limited as at 31 March 2018 and of its profits, cash flows and changes in equity for the year ended 31 March 2018 in accordance with International Financial Reporting Standards as adopted by the European Union.

CAPE LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November. 2018

CAPE LIMITED

STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 March 2018

	Note	Year ended 31 March 2018 NZ$	*Year ended 31 March 2017 NZ$*
Turnover		29,720,764	*35,866,070*
Cost of goods sold		(23,513,571)	*(29,512,530)*
Gross profit		6,207,193	*6,353,540*
Other income	6	893	*3,229*
Administrative expenses	7	(3,981,857)	*(3,164,617)*
Depreciation expense		(50,561)	*(57,056)*
Profit from operations	8	2,175,668	*3,135,096*
Finance costs		(401)	*(7,682)*
Profit before tax		2,175,267	*3,127,414*
Tax expense	9	(620,715)	*(946,092)*
Profit after tax		1,554,552	*2,181,322*

There were no recognised gains and losses for 2018 or 2017 other than those included in the Statement of Comprehensive Income.

There was no other income for 2018 (2017: Nil).

The notes on pages 10 to 19 form part of these financial statements.

CAPE LIMITED

STATEMENT OF FINANCIAL POSITION
As at 31 March 2018

	Note	As at 31 March 2018 NZ$	*As at 31 March 2017 NZ$*
Non-current assets			
Property, plant and equipment	10	239,802	*267,715*
		239,802	*267,715*
Current assets			
Trade and other receivables	11	3,315,960	*3,248,744*
Cash and cash equivalents	12	546,171	*753,609*
		3,862,131	*4,002,353*
Total assets		4,101,933	*4,270,068*
Current liabilities			
Trade and other payables	13	1,999,377	*2,901,696*
Corporation tax liability		221,453	*(87,359)*
		2,220,830	*2,814,337*
Non-current liabilities			
Shareholders account	18	327,354	*471,616*
Finance lease	16	-	*4,918*
Total liabilities		2,548,184	*3,290,871*
Net assets		1,553,749	*979,197*
Equity attributable to owners			
Share capital	14	1,000	*1,000*
Retained earnings		1,552,749	*978,197*
Total equity		1,553,749	*979,197*

There were no intangible assets for 2018 (2017: Nil).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 October 2018.

David Michael Howes
Director

Adrian Giuliano Spalletta
Director

CAPE LIMITED

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 March 2018

	Note	Share capital NZ$	Retained earnings NZ$	Total NZ$
Balance as at 1 April 2017		1,000	978,197	979,197
Profit for the year		-	1,554,552	1,554,552
Dividends: Equity capital	15	-	(980,000)	(980,000)
Total comprehensive income for the period		-	574,552	572,552
Balance as at 31 March 2018		**1,000**	**1,552,749**	**1,553,749**

		Share capital NZ$	Retained earnings NZ$	Total NZ$
Balance as at 1 April 2016		1,000	572,375	573,375
Profit for the year		-	2,181,322	2,181,322
Dividends: Equity capital	15	-	(1,775,500)	(1,755,500)
Total comprehensive income for the period		-	405,822	405,822
Balance as at 31 March 2017		**1,000**	**978,197**	**979,197**

CAPE LIMITED

STATEMENT OF CASH FLOWS
For the year ended 31 March 2018

	Note	Year ended 31 March 2018 NZ$	*Year ended 31 March 2017 NZ$*
Cash flows from operating activities			
Profit before tax		2,175,267	*3,127,414*
Adjustments for:			
Depreciation expense		50,561	*57,056*
Interest income		(893)	*(3,229)*
Trade and other receivables		(67,216)	*(130,571)*
Trade and other payables		(902,319)	*142,967*
Cash generated from operations		**1,255,400**	*3,193,637*
Income taxes paid		(311,903)	*(1,192,099)*
Interest received		893	*3,229*
Net cash inflows from operating activities		**944,390**	*2,004,767*
Investing activity			
Purchase of property, plant and equipment		(22,648)	*(5,010)*
Net cash used in investing activity		**(22,648)**	*(5,010)*
Financing activities			
Payment of dividends		(980,000)	*(1,775,500)*
Shareholders account		(144,262)	*(163,228)*
Finance lease paid		(4,918)	*(11,490)*
Net cash flows used in financing activities		**(1,129,180)**	*(1,950,218)*
Net (decrease)/increase in cash and cash equivalents		**(207,438)**	*49,539*
Cash and cash equivalents at beginning of the year		**753,609**	*704,070*
Cash and cash equivalents and end of the year	12	**546,171**	*753,609*

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2018

1. General information

Cape Limited is a private limited Company, registered in New Zealand (Company number: 1603307). The address of the registered office is Level 42 Fairfax Avenue Penrose, Auckland, New Zealand. The principal activities are that of a commercial interior fit out and construction contractor.

The financial statements are expressed in New Zealand dollars.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of Cape Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

There have been no material changes in the accounting policies or new standards adopted during the year ended 31 March 2018, which have had a material impact on these financial statements.

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 April 2018, and have not been applied in preparing these financial statements. Note of these is expected to have a significant effect on the financial statements of the Company, except the following, set out below:

- IFRS 15 "Revenue from contracts with customers" – The standard is effective for annual periods beginning on or after 1 January 2018. Implementation of IFRS 15 requires a thorough review of existing contractual arrangements. At present, the directors anticipate there may be some changes to recognition of service income. The transition work in respect of this income is ongoing but has not, as yet, highlighted potentially material adjustments.

- IFRS 16 "Leases" – The standard is effective for annual periods beginning on or after 1 January 2019. At present, the directors anticipate the change arising from IFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The transition work is on-going but has not, as yet, highlighted potentially material adjustments.

2.2. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.3. Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line and reducing balance methods.

Depreciation is provided on the following bases:

Leasehold	10% - 12% DV
Office equipment	40% - 67% SL
Plant and Equipment	11% - 18% SL
Motor Vehicles	30% - 36% SL

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.4. Debtors

Short term debtors are measured at transaction price, less impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the year ended 31 March 2018

2.5. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.6. Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.7. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8. Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9. Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within finance costs.

2.10. Operating leases – the Company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.11. Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

2.12. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.13. Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2.14. Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date.

3. Financial risk management

3.1. Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk and credit risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management is carried out by the New Zealand based management team under policies approved by the directors.

a) Market risk

The Company is exposed to market risk, primarily relating to changes in interest rate. The Company has not sensitised the figures for fluctuations in interest rates as the directors are of the opinion that these fluctuations would not have a significant impact on the Company at the present time. The directors will continue to assess the effect of movements in market risks on the Company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the directors periodically assess the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

The Company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

3.2. Capital risk management

The directors' objectives when managing capital are to safeguard the Company's ability to continue as a going concern, in order to enable the Company to continue its principal activities, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the issue of shares or sell assets to reduce debts.

The directors define capital based on the total equity of the Company. The directors monitor the level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

4. Accounting estimates

The preparation of the Financial Information in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Information and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Information.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant items subject to such estimates and assumptions include, but are not limited to:

Taxes

Deferred tax assets are recognised for unused tax losses that is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the year ended 31 March 2018

5. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the Company in preparing these financial statements.

6. Other Income

	2018 NZ$	*2017 NZ$*
Interest received	893	*3,229*
	893	*3,229*

7. Administrative expense

Employee benefits expense

	2018 NZ$	*2017 NZ$*
Salary and wage expense	3,160,825	*2,496,721*
Fringe benefit tax	7,451	*5,628*
	3,168,276	*2,502,349*

8. Expenses by nature

Profit before income tax has been arrived at after charging the following expenses from operations:

	2018 NZ$	*2017 NZ$*
Accounting and audit fees	20,940	*20,527*
Insurance expense	56,173	*46,421*
Legal fees	132,180	*95,222*
Vehicle expenses	257,808	*183,777*
Donations	4,083	*4,250*
Repairs and maintenance	19,744	*16,459*

Remuneration of auditor

	2018 NZ$	*2017 NZ$*
Audit of the financial statements	5,000	*8,000*
	5,000	*8,000*

The auditors of the Company are JSA Audit Limited.

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the year ended 31 March 2018

9. Tax expense

Income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:

	2018	*2017*
	NZ$	*NZ$*
Profit/(Loss) from Operations	**2,175,267**	*3,127,414*
Permanent Differences	**145,439**	*112,845*
Timing Differences	**(103,867)**	*138,641*
Other Items (non-deductibles etc)	**-**	*-*
Taxable income	**2,216,839**	*3,378,900*
Income tax calculated at 28%	**620,715**	*946,092*
	620,715	*946,092*

The applicable corporate tax rate is 28% for entities in New Zealand.

10. Property, plant and equipment

	Leasehold improvements	Plant and equipment	Motor vehicles	Total
	NZ$	NZ$	NZ$	NZ$
Cost				
As at 1 April 2017	243,307	119,176	157,625	520,108
Additions	-	22,648	-	22,648
Disposals	-	-	(19,135)	(19,135)
As at 31 March 2018	243,307	141,824	138,490	523,621
Accumulated depreciation				
As at 1 April 2017	54,023	104,757	93,613	252,393
Charge for the year	18,012	13,299	27,537	50,561
Disposals	-	-	(19,135)	(19,135)
As at 31 March 2018	72,035	118,056	93,728	283,819
Net book value				
As at 31 March 2017	*189,284*	*14,419*	*64,012*	*267,715*
As at 31 March 2018	171,272	23,768	44,762	239,802

11. Trade and other receivables

	2018	*2017*
	NZ$	*NZ$*
Trade receivables	3,266,516	*3,151,957*
Sundry debtors and prepayments	49,444	*96,787*
	3,315,960	*3,248,744*

12. Cash and cash equivalents

	2018	*2017*
	NZ$	*NZ$*
Cash at bank and in hand	545,219	*753,909*
Savings account	952	-
	546,171	*753,609*

The Westpac Bank New Zealand Limited has a general security over the Company's assets, undertakings and uncalled capital.

Additionally, there are five Contractors Performance Bonds in place as at 31 March 2018 totalling to NZ$519,017 (*2017: NZ$375,671*).

Additionally, the Company has a MasterCard facility with a limit of NZ$10,000.

13. Trade and other payables

	2018	*2017*
	NZ$	*NZ$*
Trade payables	1,992,411	*2,370,188*
Accruals and other liabilities	(230,459)	*396,317*
Goods and service tax (GST) payable	237,425	*135,190*
	1,999,377	*2,901,696*

14. Share capital

	2018	*2017*
	NZ$	*NZ$*
1,000 fully paid shares (2017; 1,000)	1,000	*1,000*

Fully paid ordinary shares carry one vote per share and carry the right to dividends and, upon winding up, a pro rata share of the Company's assets.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the year ended 31 March 2018

15. Dividends

	2018		2017	
	Dollars per share	Total	*Dollars per share*	*Total*
	NZ$	NZ$	*NZ$*	*NZ$*
1,000 fully paid ordinary shares	980	980,000	*1,776*	*1,775,500*

The Shareholders of Cape Limited are New Zealand tax resident and any dividends Cape Limited pays are subject to Resident Withholding Tax (RWT) at 5% plus Imputation Credits. All dividends paid are fully imputed.

16. Commitments

	2018	*2017*
Operating Leases	NZ$	*NZ$*
Non-cancellable operating lease payments		
Not later than one year	105,334	*71,193*
Later than one year and not later than five years	89,104	-
	194,438	*71,193*

The operating leases relate to leases for the Company's fleet of motor vehicles.

Finance Leases		
Non-cancellable finances lease payments		
Current portion	-	*4,919*

The finance lease relates to lease for a motor vehicle.

17. Related party disclosure

During the year, Cape Limited entered into transactions with related parties. The relationship was due to the commonalty of shareholding between the two companies

	2018	*2017*
	NZ$	*NZ$*
Payment of Rent	104,415	*107,205*

This transaction was between Cape Limited and Faircape Limited, which owns the property that houses the offices and workshop of Cape Limited. The rent is charged at market rate.

Cape Limited and its directors have an interlocking debt and interest guarantee between themselves and Faircape Holdings Limited.

18. Shareholders accounts

	2018 NZ$	*2017 NZ$*
Opening Balance	471,616	*634,844*
Movements during the year	(144,262)	*(163,228)*
Closing Balance	327,354	*471,616*

Shareholders are owed this balance at the year end, and have resolved not to draw it down unless the Company is in a financialy stable position to do.

19. Commitments for expenditure

a) Capital expenditure commitments
The Company had no significant capital expenditure commitments at 31 March 2018 (*2017: nil*).

(b) Lease commitments
Finance lease liabilities and non-cancellable operating lease commitments are disclosed in note 16 to the financial statements.

20. Contingent liabilities

The Company had no significant contingent liabilities at 31 March 2018 (*2017: nil*).

21. Subsequent events

The Company had no significant events occurring after 31 March 2018 that affect these financial statements (*2017: nil*).

22. Financial instruments

Significant accounting policies
Details of the significant accounting policies and methods adopted, including the criteria for recognition and the basis of measurement applied in respect of each class of financial asset, financial liability and equity instrument are disclosed on note 1 to the financial statements.

Capital risk management
The Company manages its capital to ensure the Company will be able to continue as a going concern while maximising the return to shareholders. The capital structure of the Company consists of cash and cash equivalents, and equity (comprising issued capital and retained earnings) as disclosed on the Statement of Changes in Equity. The directors review the capital structure on an annual basis. As part of this review they consider the cost of capital and risks.

Registered number: 1603307

CAPE LIMITED

(Formerly Cape Interior Construction Limited)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2017

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

CAPE LIMITED

COMPANY INFORMATION

Directors	David Michael Howes Adrian Giuliano Spalletta
Registered number	1603307
Registered office	Level 42 Fairfax Avenue Penrose Auckland, New Zealand
Accountants	Barnes Roffe LLP Chartered Accountants Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

CAPE LIMITED

DIRECTORS' REPORT

The directors present the report and the financial statements for Cape Limited ("the Company) for the year ended 31 March 2017.

Directors' responsibilities statement

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

Company law requires the director to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under Company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- 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 to enable him to ensure that the financial statements comply with the Companies Act 1993. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The directors who served during the year were:

David Michael Howes
Adrian Giuliano Spalletta

This report was approved by the board on 30 October 2018 and signed on its behalf

David Michael Howes
Director

Adrian Giuliano Spalletta
Director

CAPE LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

The board of MBH Corporation Plc

Dear Sirs,

Cape Limited

We report on the financial information which comprises the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes, for the year ended 31 March 2017. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The directors of Cape Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of Cape Limited as at 31 March 2017 and of its profits, cash flows and changes in equity for the year ended 31 March 2017 in accordance with International Financial Reporting Standards as adopted by the European Union.

CAPE LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November. 2018

CAPE LIMITED

STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 March 2017

	Note	Year ended 31 March 2017 NZ$	*Year ended 31 March 2016 NZ$*
Turnover		35,866,070	*22,550,380*
Cost of goods sold		(29,512,530)	*(18,301,359)*
Gross profit		6,353,540	*4,249,021*
Other income	6	3,229	*15,476*
Administrative expenses	7	(3,164,617)	*(2,448,589)*
Depreciation expense		(57,056)	*(64,942)*
Profit from operations	8	3,135,096	*1,750,966*
Finance costs		(7,682)	*(36)*
Profit before tax		3,127,414	*1,750,930*
Tax expense	9	(946,092)	*(494,386)*
Profit after tax		2,181,322	*1,256,544*

There were no recognised gains and losses for 2017 or 2016 other than those included in the Statement of Comprehensive Income.

There was no other income for 2017 (*2016: Nil*).

The notes on pages 10 to 19 form part of these financial statements.

CAPE LIMITED

STATEMENT OF FINANCIAL POSITION
As at 31 March 2017

	Note	As at 31 March 2017 NZ$	*As at 31 March 2016 NZ$*
Non-current assets			
Property, plant and equipment	10	267,715	*319,761*
		267,715	*319,761*
Current assets			
Trade and other receivables	11	3,248,744	*3,118,173*
Cash and cash equivalents	12	753,609	*704,070*
		4,002,353	*3,822,243*
Total assets		4,270,068	*4,142,004*
Current liabilities			
Trade and other payables	13	2,901,696	*2,758,729*
Corporation tax liability		(87,359)	*158,648*
		2,814,337	*2,917,377*
Non-current liabilities			
Shareholders account	18	471,616	*634,844*
Finance lease	16	4,918	*16,408*
Total liabilities		3,290,871	*3,568,629*
Net assets		979,197	*573,375*
Equity attributable to owners			
Share capital	14	1,000	*1,000*
Retained earnings		978,197	*572,375*
Total equity		979,197	*573,375*

There were no intangible assets for 2017 (*2016: Nil*).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 October 2018.

David Michael Howes
Director

Adrian Giuliano Spalletta
Director

CAPE LIMITED

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 March 2017

	Note	Share capital NZ$	Retained earnings NZ$	Total NZ$
Balance as at 1 April 2016		1,000	572,375	573,375
Profit for the year		-	2,181,322	2,181,322
Dividends: Equity capital	15	-	(1,775,500)	(1,755,500)
Total comprehensive income for the period		-	405,822	405,822
Balance as at 31 March 2017		**1,000**	**978,197**	**979,197**

	Note	Share capital NZ$	Retained earnings NZ$	Total NZ$
Balance as at 1 April 2015		1,000	235,831	236,831
Profit for the year		-	1,256,544	1,256,544
Dividends: Equity capital	15	-	(920,000)	(920,000)
Total comprehensive income for the period		-	336,544	336.544
Balance as at 31 March 2016		**1,000**	**572,375**	**573,375**

CAPE LIMITED

STATEMENT OF CASH FLOWS
For the year ended 31 March 2017

	Note	Year ended 31 March 2017 NZ$	*Year ended 31 March 2016 NZ$*
Cash flows from operating activities			
Profit before tax		3,127,414	*1,750,930*
Adjustments for:			
Depreciation expense		57,056	*64,942*
Interest income		(3,229)	*(15,476)*
Trade and other receivables		(130,571)	*(317,598)*
Trade and other payables		142,967	*4,305*
Cash generated from operations		**3,193,637**	*1,487,103*
Income taxes paid		(1,192,099)	*(393,621)*
Interest received		3,229	*15,476*
Net cash inflows from operating activities		**2,004,767**	*1,108,958*
Investing activity			
Purchase of property, plant and equipment		(5,010)	*(55,517)*
Net cash used in investing activity		**(5,010)**	*(55,517)*
Financing activities			
Payment of dividends		(1,775,500)	*(920,000)*
Shareholders account		(163,228)	*225,150*
Finance lease paid		(11,490)	*(11,044)*
Net cash flows used in financing activities		**(1,950,218)**	*(705,894)*
Net increase in cash and cash equivalents		**49,539**	*347,547*
Cash and cash equivalents at beginning of the year		**704,070**	*356,523*
Cash and cash equivalents and end of the year	**12**	**753,609**	*704,070*

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2017

1. General information

Cape Limited is a private limited Company, registered in New Zealand (Company number: 1603307). The address of the registered office is Level 42 Fairfax Avenue, Penrose Auckland, New Zealand. The principal activities are that of a commercial interior fit out and construction contractor.

The financial statements are expressed in New Zealand dollars.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of Cape Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

There have been no material changes in the accounting policies or new standards adopted during the year ended 31 March 2017, which have had a material impact on these financial statements.

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 April 2017, and have not been applied in preparing these financial statements. Note of these is expected to have a significant effect on the financial statements of the Company, except the following, set out below:

- IFRS 15 "Revenue from contracts with customers" – The standard is effective for annual periods beginning on or after 1 January 2018. Implementation of IFRS 15 requires a thorough review of existing contractual arrangements. At present, the directors anticipate there may be some changes to recognition of service income. The transition work in respect of this income is ongoing but has not, as yet, highlighted potentially material adjustments.

- IFRS 16 "Leases" – The standard is effective for annual periods beginning on or after 1 January 2019. At present, the directors anticipate the change arising from IFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The transition work is on-going but has not, as yet, highlighted potentially material adjustments.

2.2. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.3. Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line and reducing balance methods.

Depreciation is provided on the following bases:

Leasehold	10% - 12% DV
Office equipment	40% - 67% SL
Plant and Equipment	11% - 18% SL
Motor Vehicles	30% - 36% SL

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.4. Debtors

Short term debtors are measured at transaction price, less impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.5. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.6. Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.7. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8. Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9. Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within finance costs.

2.10. Operating leases – the Company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.11. Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

2.12. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.13. Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2.14. Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

• The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
• Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date.

3. Financial risk management

3.1. Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk and credit risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management is carried out by the New Zealand based management team under policies approved by the directors.

a) Market risk

The Company is exposed to market risk, primarily relating to changes in interest rate. The Company has not sensitised the figures for fluctuations in interest rates as the directors are of the opinion that these fluctuations would not have a significant impact on the Company at the present time. The directors will continue to assess the effect of movements in market risks on the Company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the directors periodically assess the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

The Company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

3.2. Capital risk management

The directors' objectives when managing capital are to safeguard the Company's ability to continue as a going concern, in order to enable the Company to continue its principal activities, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the issue of shares or sell assets to reduce debts.

The directors define capital based on the total equity of the Company. The directors monitor the level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

4. Accounting estimates

The preparation of the Financial Information in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Information and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Information.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant items subject to such estimates and assumptions include, but are not limited to:

Taxes

Deferred tax assets are recognised for unused tax losses that is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

5. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the Company in preparing these financial statements.

6. Other income

	2017 NZ$	*2016 NZ$*
Interest received	3,229	*15.476*
	3,229	*15.476*

7. Administrative expense

Employee benefits expense

	2017 NZ$	*2016 NZ$*
Salary and wage expense	2,496,721	*1,947,530*
Fringe benefit tax	5,628	*4,231*
	2,502,349	*1,951,761*

8. Expenses by nature

Profit before income tax has been arrived at after charging the following expenses from operations:

	2017 NZ$	*2016 NZ$*
Accounting and audit fees	20,527	*3,307*
Insurance expense	46,421	*41,498*
Legal fees	95,222	*6,747*
Vehicle expenses	183,777	*163,310*
Donations	4,250	*4,721*
Repairs and maintenance	16,459	*16,521*

Remuneration of auditor

	2017 NZ$	*2016 NZ$*
Audit of the financial statements	8,000	*8,000*
	8,000	*8,000*

The auditors of the Company are JSA Audit Limited.

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the year ended 31 March 2017

9. Tax expense

Income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:

	2017	*2016*
	NZ$	*NZ$*
Profit/(Loss) from Operations	3,127,414	*1,750,930*
Permanent Differences	112,845	*14,347*
Timing Differences	138,641	*387*
Other Items (non-deductibles etc)	-	-
Taxable income	3,378,900	*1,765,664*
Income tax calculated at 28%	946,092	*494,386*
	946,092	*494,386*

The applicable corporate tax rate is 28% for entities in New Zealand.

10. Property, plant and equipment

	Leasehold improvements	Plant and equipment	Motor vehicles	Total
	NZ$	NZ$	NZ$	NZ$
Cost				
As at 1 April 2016	243,307	114,166	157,625	515,098
Additions	-	5,010	-	5,010
As at 31 March 2017	243,307	119,176	157,625	520,108
Accumulated depreciation				
As at 1 April 2016	32,991	96,270	66,076	195,337
Charge for the year	21,032	8,487	27,537	57,056
As at 31 March 2017	54,023	104,757	93,613	252,393
Net book value				
As at 31 March 2016	*210,316*	*17,896*	*91,549*	*319,761*
As at 31 March 2017	189,284	14,419	64,012	267,715

11. Trade and other receivables

	2017 NZ$	*2016 NZ$*
Trade receivables	3,151,957	*3,006,576*
Sundry debtors and prepayments	96,787	*111,597*
	3,248,744	*3,118,173*

12. Cash and cash equivalents

	2017 NZ$	*2016 NZ$*
Cash at bank and in hand	753,609	*300,617*
Saving account	0	*403,453*
	753,609	*704,070*

The Westpac Bank New Zealand Limited has a general security over the Company's assets, undertakings and uncalled capital.

Additionally, there are three Contractors Performance Bonds in place as at 31 March 2017 totalling to NZ$375,671 (*2016: NZ$349,145*).

Additionally, the Company has a MasterCard facility with a limit of NZ$10,000.

13. Trade and other payables

	2017 NZ$	*2016 NZ$*
Trade payables	2,370,189	*2,160,408*
Accruals and other liabilities	396,317	*422,645*
Goods and service tax (GST) payable	135,190	*175,676*
	2,901,696	*2,758,729*

14. Share capital

	2017 NZ$	*2016 NZ$*
1,000 fully paid shares (2016; 1,000)	1,000	*1,000*

Fully paid ordinary shares carry one vote per share and carry the right to dividends and, upon winding up, a pro rata share of the Company's assets.

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the year ended 31 March 2017

15. Dividends

	2017		2016	
	Dollars per share	Total	*Dollars per share*	*Total*
	NZ$	NZ$	*NZ$*	*NZ$*
1,000 fully paid ordinary shares	1,776	1,775,500	*920*	*920,000*

The Shareholders of Cape Limited are New Zealand tax resident, and any dividends Cape Limited pays are subject to Resident Withholding Tax (RWT) at 5% plus Imputation Credits. All dividends paid are fully imputed.

16. Commitments

	2017	*2016*
Operating Leases	NZ$	*NZ$*
Non-cancellable operating lease payments		
Not later than one year	71,193	*71,385*
Later than one year and not later than five years	-	*71,193*
	71,193	*142,578*

The operating leases relate to leases for the Company's fleet of motor vehicles.

Finance Leases		
Non-cancellable finances lease payments		
Current portion	4,919	*11,489*
Non-current portion	-	*4,919*
	4,919	*16,408*

The finance lease relates to lease for a motor vehicle.

17. Related party disclosure

During the year, Cape Limited entered into transactions with related parties. The relationship was due to the commonalty of shareholding between the two companies.

	2017	*2016*
	NZ$	*NZ$*
Payment of Rent	107,205	*112,087*

This transaction was between Cape Limited and Faircape Limited, which owns the property that houses the offices and workshop of Cape Limited. The rent is charged at market rate.

18. Shareholders account

	2017 NZ$	*2016 NZ$*
Opening Balance	634,844	*409,694*
Movements during the year	(163,228)	*225,150*
Closing Balance	471,616	*634,844*

Shareholders are owed this balance at the year end, and have resolved not to draw it down the Company is in a financial stable position to do.

19. Commitments for expenditure

a) Capital expenditure commitments
The Company had no significant capital expenditure commitments at 31 March 2017 (*2016: nil*).

(b) Lease commitments
Finance lease liabilities and non-cancellable operating lease commitments are disclosed in note 16 to the financial statements.

20. Contingent liabilities

The Company had no significant contingent liabilities at 31 March 2017 (*2016: nil*).

21. Subsequent events

The Company had no significant events occurring after 31 March 2017 that affect these financial statements (*2016: nil*).

22. Financial instruments

Significant accounting policies
Details of the significant accounting policies and methods adopted, including the criteria for recognition and the basis of measurement applied in respect of each class of financial asset, financial liability and equity instrument are disclosed on note 1 to the financial statements.

Capital risk management
The Company manages its capital to ensure the Company will be able to continue as a going concern while maximising the return to shareholders. The capital structure of the Company consists of cash and cash equivalents, and equity (comprising issued capital and retained earnings) as disclosed on the Statement of Changes in Equity. The directors review the capital structure on an annual basis. As part of this review they consider the cost of capital and risks.

Registered number: 1603307

CAPE LIMITED

(Formerly Cape Interior Construction Limited)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2016

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

CONTENTS

CAPE LIMITED

COMPANY INFORMATION

Directors	David Michael Howes Adrian Giuliano Spalletta
Registered number	1603307
Registered office	Level 42 Fairfax Avenue Penrose Auckland, New Zealand
Accountants	Barnes Roffe LLP Chartered Accountants Charles Lake House Claire Causeway Crossways Business Park Dartford Kent DA2 6QA

CAPE LIMITED

DIRECTORS' REPORT

The directors present the report and the financial statements for Cape Limited ("the Company) for the year ended 31 March 2016.

Directors' responsibilities statement

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

Company law requires the director to prepare financial statements for each financial year. Under that law, the director has elected to prepare the financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted for use in the European Union and applicable law. Under Company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether IFRS 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.
- provide additional disclosures when compliance with specific requirements in IFRS is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- 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 to enable him to ensure that the financial statements comply with the Companies Act 1993. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Directors

The directors who served during the year were:

David Michael Howes
Adrian Giuliano Spalletta

This report was approved by the board on 30 October 2018 and signed on its behalf

David Michael Howes
Director

Adrian Giuliano Spalletta
Director

CAPE LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCORDANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION

The board of MBH Corporation Plc

Dear Sirs,

Cape Limited

We report on the financial information which comprises the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes, for the year ended 31 March 2016. This financial information has been prepared for inclusion in the prospectus dated on or around 8 November 2018 of MBH Corporation Plc on the basis of the accounting policies set out in Note 2. This report is required by the Prospectus Rules as issued by the Financial Conduct Authority and is given for the purpose of complying with those rules and for no other purpose.

Responsibilities

The directors of Cape Limited are responsible for preparing the financial information in accordance with International Financial Reporting Standards as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgments made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

Opinion on financial information

In our opinion, the financial information gives, for the purposes of the prospectus dated on or around 8 November 2018, a true and fair view of the state of affairs of Cape Limited as at 31 March 2016 and of its profits, cash flows and changes in equity for the year ended 31 March 2016 in accordance with International Financial Reporting Standards as adopted by the European Union.

CAPE LIMITED

ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION PREPARED IN ACCRODANCE WITH INTERNATIONAL FINANCIAL REPORTING STANDARDS AS ADOPTED BY THE EUROPEAN UNION (CONTINUED)

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of annex 1 of the Prospectus Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford
Kent
DA2 6QA

Date: 7. November. 2018

CAPE LIMITED

STATEMENT OF COMPREHENSIVE INCOME
For the year ended 31 March 2016

	Note	Year ended 31 March 2016 NZ$	*Year ended 31 March 2015 NZ$*
Turnover		22,550,380	*21,156,019*
Cost of goods sold		(18,301,359)	*(17,593,793)*
Gross profit		4,249,021	*3,562,226*
Other income	6	15,476	*20,769*
Administrative expenses	7	(2,448,589)	*(2,068,950)*
Depreciation expense		(64,942)	*(41,507)*
Profit from operations	8	1,750,966	*1,472,538*
Finance costs		(36)	*(537)*
Profit before tax		1,750,930	*1,472,001*
Tax expense	9	(494,386)	*(420,548)*
Profit after tax		1,256,544	*1,051,453*

There were no recognised gains and losses for 2016 or 2015 other than those included in the Statement of Comprehensive Income.

There was no other income for 2016 (*2015: Nil*).

The notes on pages 10 to 19 form part of these financial statements.

CAPE LIMITED

STATEMENT OF FINANCIAL POSITION
As at 31 March 2016

	Note	As at 31 March 2016 NZ$	*As at 31 March 2015 NZ$*
Non-current assets			
Property, plant and equipment	10	319,761	*329,186*
		319,761	*329,186*
Current assets			
Trade and other receivables	11	3,118,173	*2,800,575*
Cash and cash equivalents	12	704,070	*356,523*
		3,822,243	*3,157,098*
Total assets		4,142,004	*3,486,284*
Current liabilities			
Trade and other payables	13	2,758,729	*2,754,424*
Corporation tax liability		158,648	*57,883*
		2,917,377	*2,812,307*
Non-current liabilities			
Shareholders account	18	634,844	*409,694*
Finance lease	16	16,408	*27,452*
Total liabilities		3,568,629	*3,249,453*
Net assets		573,375	*236,831*
Equity attributable to owners			
Share capital	14	1,000	*1,000*
Retained earnings		572,375	*235,831*
Total equity		573,375	*236,831*

There were no intangible assets for 2016 (2015: Nil).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 October 2018.

David Michael Howes
Director

Adrian Giuliano Spalletta
Director

CAPE LIMITED

STATEMENT OF CHANGES IN EQUITY
For the year ended 31 March 2016

	Note	Share capital	Retained earnings	Total
		NZ$	NZ$	NZ$
Balance as at 1 April 2015		1,000	235,831	236,831
Profit for the year		-	1,256,544	1,256,544
Dividends: Equity capital	15	-	(920,000)	(920,000)
Total comprehensive income for the period		-	336,544	336.544
Balance as at 31 March 2016		**1,000**	**572,375**	**573,375**

		Share capital	Retained earnings	Total
		NZ$	NZ$	NZ$
Balance as at 1 April 2014		1,000	484,378	485,378
Profit for the year		-	1,051,453	1,051,453
Dividends: Equity capital	15	-	(1,300,000)	(1,300,000)
Total comprehensive income for the period		-	(248,547)	(248,547)
Balance as at 31 March 2015		**1,000**	**235,831**	**236,831**

CAPE LIMITED

STATEMENT OF CASH FLOWS
For the year ended 31 March 2016

	Note	Year ended 31 March 2016 NZ$	*Year ended 31 March 2015 NZ$*
Cash flows from operating activities			
Profit before tax		1,750,930	*1,472,001*
Adjustments for:			
Depreciation expense		64,942	*41,507*
Interest income		(15,476)	*(20,789)*
Trade and other receivables		(317,598)	*(187,136)*
Trade and other payables		4,305	*502,256*
Cash generated from operations		**1,487,103**	*1,807,839*
Income taxes paid		(393,621)	*(545,825)*
Interest received		15,476	*20,769*
Net cash inflows from operating activities		**1,108,958**	*1,282,803*
Investing activity			
Purchase of property, plant and equipment		(55,517)	*(272,029)*
Net cash used in investing activity		**(55,517)**	*(272,029)*
Financing activities			
Payment of dividends		(920,000)	*(1,300,000)*
Shareholders account		225,150	*(297,016)*
Finance lease paid		(11,044)	*(25,620)*
Net cash flows used in financing activities		**(705,894)**	*(1,622,636)*
Net increase/(decrease) in cash and cash equivalents		**347,547**	*(611,862)*
Cash and cash equivalents at beginning of the year		**356,523**	*968,385*
Cash and cash equivalents and end of the year	12	**704,070**	*356,523*

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2016

1. General information

Cape Limited is a private limited Company, registered in New Zealand (Company number: 1603307). The address of the registered office is Level 42 Fairfax Avenue, Penrose Auckland, New Zealand. The principal activities are that of a commercial interior fit out and construction contractor.

The financial statements are expressed in New Zealand dollars.

2. Accounting policies

2.1. Basis of preparation of financial statements

The financial statements of Cape Limited have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) interpretations as adopted by the European Union and with the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 5.

There have been no material changes in the accounting policies or new standards adopted during the year ended 31 March 2016, which have had a material impact on these financial statements.

A number of new standards and amendments to standards and interpretations are effective for annual periods beginning after 1 April 2016, and have not been applied in preparing these financial statements. Note of these is expected to have a significant effect on the financial statements of the Company, except the following, set out below:

- IFRS 15 "Revenue from contracts with customers" – The standard is effective for annual periods beginning on or after 1 January 2018. Implementation of IFRS 15 requires a thorough review of existing contractual arrangements. At present, the directors anticipate there may be some changes to recognition of service income. The transition work in respect of this income is ongoing but has not, as yet, highlighted potentially material adjustments.

- IFRS 16 "Leases" – The standard is effective for annual periods beginning on or after 1 January 2019. At present, the directors anticipate the change arising from IFRS 16 is that most operating leases will be accounted for on balance sheet for lessees. The transition work is on-going but has not, as yet, highlighted potentially material adjustments.

2.2. Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.3. Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line and reducing balance methods.

Depreciation is provided on the following bases:

Leasehold	10% - 12% DV
Office equipment	40% - 67% SL
Plant and Equipment	11% - 18% SL
Motor Vehicles	30% - 36% SL

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of comprehensive income.

2.4. Debtors

Short term debtors are measured at transaction price, less impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.5. Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.6. Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

2.7. Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.8. Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.9. Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within finance costs.

2.10. Operating leases – the Company as lessee

Rentals paid under operating leases are charged to the Statement of comprehensive income on a straight line basis over the lease term.

2.11. Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of comprehensive income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

2.12. Reserves

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

2.13. Provisions for liabilities

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Statement of financial position.

2.14. Current and deferred tax

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the Statement of financial position date.

3. Financial risk management

3.1. Financial risk factors

The Company's activities expose it to a variety of financial risks: market risk and credit risk. The Company's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management is carried out by the New Zealand based management team under policies approved by the directors.

a) Market risk

The Company is exposed to market risk, primarily relating to changes in interest rate. The Company has not sensitised the figures for fluctuations in interest rates as the directors are of the opinion that these fluctuations would not have a significant impact on the Company at the present time. The directors will continue to assess the effect of movements in market risks on the Company's financial operations and initiate suitable risk management measures where necessary.

b) Credit risk

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the directors periodically assess the financial reliability of customers and counterparties.

The amount of exposure to any individual counter party is subject to a limit, which is assessed by the Board.

The Company considers the credit ratings of banks in which it holds funds in order to reduce exposure to credit risk.

3.2. Capital risk management

The directors' objectives when managing capital are to safeguard the Company's ability to continue as a going concern, in order to enable the Company to continue its principal activities, and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may adjust the issue of shares or sell assets to reduce debts.

The directors define capital based on the total equity of the Company. The directors monitor the level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

4. Accounting estimates

The preparation of the Financial Information in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Information and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Information.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant items subject to such estimates and assumptions include, but are not limited to:

Taxes

Deferred tax assets are recognised for unused tax losses that is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits, together with future tax planning strategies.

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the year ended 31 March 2016

5. Judgments in applying accounting policies and key sources of estimation uncertainty

No significant judgements have had to be made by the Company in preparing these financial statements.

6. Other income

	2016	*2015*
	NZ$	*NZ$*
Interest received	15,476	*20,769*
	15,476	*20,769*

7. Administrative expense

Employee benefits expense

	2016	*2015*
	NZ$	*NZ$*
Salary and wage expense	1,947,530	*1,607,035*
Fringe benefit tax	4,231	*819*
	1,951,761	*1,607,854*

8. Expenses by nature

Profit before income tax has been arrived at after charging the following expenses from operations:

	2016	*2015*
	NZ$	*NZ$*
Accounting and audit fees	3,307	*2,500*
Insurance expense	41,498	*37,945*
Legal fees	6,747	*9,837*
Vehicle expenses	163,310	*133,760*
Donations	4,721	*1,366*
Repairs and maintenance	16,521	*6,290*

Remuneration of auditor

	2016	*2015*
	NZ$	*NZ$*
Audit of the financial statements	8,000	-
	8,000	-

The auditors of the Company are JSA Audit Limited.

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the year ended 31 March 2016

9. Tax Expense

Income tax expense on pre-tax accounting profit from operations reconciles to the income tax expense in the financial statements as follows:

	2016	*2015*
	NZ$	*NZ$*
Profit from operations	1,750,930	*1,472,001*
Permanent differences	14,347	*16,193*
Timing differences	387	*13,763*
Other Items (non-deductibles etc)	-	-
Taxable income	1,765,664	*1,501,957*
Income tax calculated at 28%	494,386	*420,548*
	494,386	*420,548*

The applicable corporate tax rate is 28% for entities in New Zealand.

10. Property, plant and equipment

	Leasehold improvements	Plant and equipment	Motor vehicles	Total
	NZ$	NZ$	NZ$	NZ$
Cost				
As at 1 April 2015	241,869	111,169	115,409	468,447
Additions	1,438	2,997	51,082	55,517
Disposals	-	-	(8,866)	(8,866)
As at 31 March 2016	243,307	114,166	157,625	515,098
Accumulated depreciation				
As at 1 April 2015	9,636	37,554	92,071	139,261
Charge for the year	23,355	16,235	25,352	64,942
Reclassification	-	42,481	(42,481)	-
Disposals	-	-	(8,866)	(8,866)
As at 31 March 2016	32,991	96,270	66,076	195,337
Net book value				
As at 31 March 2015	*232,233*	*73,615*	*23,338*	*329,186*
As at 31 March 2016	210,316	17,896	91,549	319,761

CAPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
For the year ended 31 March 2016

11. Trade and other receivables

	2016	*2015*
	NZ$	*NZ$*
Trade receivables	3,006,576	*2,774,817*
Sundry debtors and prepayments	111,597	*25,758*
	3,118,173	*2,800,575*

12. Cash and cash equivalents

	2016	*2015*
	NZ$	*NZ$*
Cash at bank and in hand	300,617	*175,216*
Saving Account	403,453	*181,307*
	704,070	*356,523*

The Westpac Bank New Zealand Limited has a general security over the Company's assets, undertakings and uncalled capital.

Additionally, there are two Contractors Performance Bonds in place as at 31 March 2016 totalling to NZ$349,145 (*2015: NZ$ Nil*).

Additionally, the Company has a MasterCard facility with a limit of NZ$10,000.

13. Trade and other payables

	2016	*2015*
	NZ$	*NZ$*
Trade payables	2,160,408	*1,792,640*
Accruals and other liabilities	422,645	*911,480*
Goods and service tax (GST) payable	175,676	*50,304*
	2,758,729	*2,754,424*

14. Share capital

	2016	*2015*
	NZ$	*NZ$*
1,000 fully paid shares (2015; 1,000)	1,000	*1,000*

Fully paid ordinary shares carry one vote per share and carry the right to dividends and, upon winding up, a pro rata share of the Company's assets.

15. Dividends

	2016		2015	
	Dollars per share	Total	*Dollars per share*	*Total*
	NZ$	NZ$	*NZ$*	*NZ$*
1,000 fully paid ordinary shares	920	920,000	*1,300*	*1,300,000*

The Shareholders of Cape Limited are New Zealand tax resident, and any dividends Cape Limited pays are subject to Resident Withholding Tax (RWT) at 5% plus Imputation Credits. All dividends paid are fully imputed.

16. Commitments

	2016	*2015*
Operating Leases	NZ$	*NZ$*
Non-cancellable operating lease payments		
Not later than one year	71,385	*54,732*
Later than one year and not later than five years	71,193	*35,075*
	142,578	*89,807*

The operating leases relate to leases for the Company's fleet of motor vehicles.

Finance Leases		
Non-cancellable finances lease payments		
Current portion	11,489	*11,043*
Non-current portion	4,919	*16,409*
	16,408	*27,452*

The finance lease relates to lease for a motor vehicle.

17. Related party disclosure

During the year, Cape Limited entered into transactions with related parties. The relationship was due to the commonalty of shareholding between the two companies

	2016	*2015*
	NZ$	*NZ$*
Payment of rent	112,087	*77,240*

This transaction was between Cape Limited and Faircape Limited, which owns the property that houses the offices and workshop of Cape Limited. The rent is charged at market rate.

18. Shareholders account

	2016 NZ$	*2015* *NZ$*
Opening balance	409,694	*706,710*
Movements during the year	225,150	*(297,016)*
Closing balance	634,844	*409,694*

Shareholders are owed this balance at the year end, and have resolved not to draw it down the Company is in a financial stable position to do.

19. Commitments for expenditure

a) Capital expenditure commitments
The Company had no significant capital expenditure commitments at 31 March 2016 (*2015: nil*).

(b) Lease commitments
Finance lease liabilities and non-cancellable operating lease commitments are disclosed in note 16 to the financial statements.

20. Contingent Liabilities

The Company had no significant contingent liabilities at 31 March 2016 (*2015: nil*).

21. Subsequent events

The Company had no significant events occurring after 31 March 2016 that affect these financial statements (*2015: nil*).

22. Financial instruments

Significant accounting policies
Details of the significant accounting policies and methods adopted, including the criteria for recognition and the basis of measurement applied in respect of each class of financial asset, financial liability and equity instrument are disclosed on note 1 to the financial statements.

Capital risk management
The Company manages its capital to ensure the Company will be able to continue as a going concern while maximising the return to shareholders. The capital structure of the Company consists of cash and cash equivalents, and equity (comprising issued capital and retained earnings) as disclosed on the Statement of Changes in Equity. The directors review the capital structure on an annual basis. As part of this review they consider the cost of capital and risks.

Part 5
Unaudited Pro Forma Financial Information of the Group and Accountants' Report thereon

ACCOUNTANTS' REPORT AND PRO FORMA CONSOLIDATED FINANCIAL INFORMATION ON MBH CORPORATION PLC

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION ON MBH CORPORATION PLC

ACCOUNTANTS' REPORT

To: The Directors
MBH Corporation Plc
10 Leighton Lodge,
15 Branksome Wood Road
Bournemouth
United Kingdom BH2 6BX

Dear Sirs

MBH Corporation Plc and its subsidiary undertakings (together, the "Group")

We report to the board of MBH Corporation Plc on the unaudited pro forma financial information (the "Pro forma financial information") which has been prepared on the basis described in Note 2.1 for illustrative purposes only, to provide information about how the acquisitions of Lara Group Plc and Corsora Limited by MBH Corporation Plc might have affected the financial information presented on the basis of the accounting policies adopted by MBH Corporation Plc in preparing the financial statements for the year ended 31 December 2017. This report is required by item 7 of Annex II of the Commission Regulation (EC) No. 809/2004 (the "**PD Regulation**") and is given for the purpose of complying with that item and for no other purpose.

Responsibilities

It is the responsibility of the directors of MBH Corporation Plc to prepare the Pro forma financial information in accordance with Annex II of the PD Regulation.

It is our responsibility to form an opinion, as required by item 7 of Annex II of the PD Regulation as to the proper compilation of the Pro forma financial information and to report that opinion to you.

In providing this opinion we are not updating or refreshing any reports or opinions previously made by us on any financial information used in the compilation of the Pro forma financial information, nor do we accept responsibility for such reports or opinions beyond that owed to those to whom those reports or opinions were addressed by us at the dates of their issue.

Basis of Opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. The work that we performed for the purpose of making this report, which involved no independent examination of any of the underlying financial information, consisted primarily of comparing the unadjusted financial information with the source documents, considering the evidence supporting the adjustments and discussing the Pro forma financial information with the directors of MBH Corporation PLC.

We planned and performed our work so as to obtain the information and explanations we considered necessary in order to provide us with reasonable assurance that the Pro forma financial information has been properly compiled on the basis stated and that such basis is consistent with the accounting policies of MBH Corporation PLC.

Our work has not been carried out in accordance with auditing or other standards and practices generally accepted in the United States of America or other jurisdictions and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

Opinion

In our opinion:

(a) the Pro forma financial information has been properly compiled on the basis stated; and

(b) such basis is consistent with the accounting policies of MBH Corporation PLC.

Declaration

For the purposes of Prospectus Rule 5.5.3R(2)(f) we are responsible for this report as part of the prospectus and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the prospectus in compliance with item 1.2 of Annex I of the PD Regulation.

Barnes Roffe LLP
Chartered Accountants
Charles Lake House
Claire Causeway
Crossways Business Park
Dartford, Kent
DA2 6QA

Date: 7 November 2018

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION ON MBH CORPORATION PLC

The unaudited pro forma information does not constitute financial statements within the meaning of Section 434 of the UK Companies Act 2006. Shareholders should read the whole of this Prospectus and not rely solely on the summarised financial information contained in this section alone.

The unaudited pro forma information has been prepared on a basis consistent with the policies used by each subsidiary within the group headed by MBH Corporation Plc for the year ended 31 December 2017, on the basis set out in the notes below and in accordance with Annex II to the PD regulation.

The unaudited pro forma financial information above is compiled from the individual audited financial statements of each subsidiary for the year ended 31 December 2017, with the exception of Cape Limited, which comprises both the 3 months results for the period 1 January 2017 to 31 March 2017 based on the audited accounts for the year ended 31 March 2017 and the results per the audited accounts for the nine months ended 31 December 2017.

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2017 (£)

	MBH Corporation Plc £	Lara Group Plc £	Parenta Group Limited £	Parenta Training Limited £	Parenta Limited £	Parenta Financial Services Limited £	Parenta Holdings Ltd £	Purple Child-care Limited £	Smart Allicks Limited £	Amplify Invest-ments Limited £	IFRS Adjust-ments £	Aracia Training Limited £	Cape Limited £	Elimin-ation £	31-Dec-17 £
Turnover	-	-	878,944	3,885,346	-	-	-	-	-	-		3,749,415	16,366,973	-	24,880,678
Cost of sales	-	-	(292,109)	(1,457,193)	-	-	-	-	-	-		(1,121,202)	(13,249,334)	-	(16,119,838)
Profit from operations	-	-	**586,835**	**2,428,153**	-	-	-	-	-	-		**2,628,213**	**3,117,639**	-	**8,760,840**
Admin expenses	(19)	(22,428)	(887,590)	(357,762)	-	-	-	-	-	-		(2,318,125)	(2,080,764)	-	(5,666,688)
Depreciation and amortisation expense	-	-	(368,071)	(61,122)	-	-	-	-	-	-		(19,060)	(31,381)	-	(479,634)
Interest payable	-	-	(10,695)	(13,254)	-	-	-	-	-	-		(2,660)	(4,417)	-	(31,026)
Investment income	1	-	950,000	-	-	-	-	-	-	-		-	593	(950,000)	594
Profit before tax	**(18)**	**(22,428)**	**270,479**	**1,996,015**	-	-	-	**-**	**-**	**-**		**288,368**	**1,001,670**	**(950,000)**	**2,584,086**
Tax	-	-	-	(113,575)								(57,729)	(281,306)		(452,610)
Profit after tax	**(18)**	**(22,428)**	**270,479**	**1,882,440**	-	-	-	**-**	**-**	**-**		**230,639**	720,364	(950,000)	2,131,476

STATEMENT OF FINANCIAL POSITION FOR THE YEAR ENDED 31 DECEMBER 2017

	MBH Corporation Plc £	Lara Group Plc £	Parenta Group Limited £	Parenta Training Limited £	Parenta Limited £	Parenta Financial Services Ltd £	Parenta Holdings Ltd £	Smart Allicks £	Amplify Investments Limited £	Acacia Training Limited £	Cape Limited £	Elimination £	31-Dec-17 £
Fixed assets													
Intangible	221,993		2,192,159	130,551	-	-	-	-	-	-	-	-	2,544,703
Tangible	-		19,132	39,347	-	-	-	-	-	36,290	130,808	-	225,577
Investments	-	-	190,005		-	-	-	241,000	210,500	-	-	(641,505)	-
	221,993	**-**	**2,401,296**	**169,898**	**-**	**-**	**-**	**241,000**	**210,500**	**36,290**	**130,808**	**(641,505)**	**2,770,280**
Current assets													
Trade and other receivables	-	-	(142,711)	1,753,256	-	-	1,000	1,000	500	938,970	1,630,126	(500)	4,181,641
Debtors owed by group undertakings	-		(418,681)	743,703	115,075	50,000	68,050	2,310	-	-	-	(560,457	-
Cash	(15)	76	17,639	160,828	-	-	-	-	-	433	216,102	-	395,063
Total current assets	**(15)**	**76**	**(543,753)**	**2,657,787**	**115,075**	**50,000**	**69,050**	**3,310**	**500**	**939,403**	**1,846,228**	**(560,957)**	**4,576,704**
Current liabilities													
Loans and overdrafts	-		-	-	-	-	-	-	-	188,896	-	-	188,896
Trade and other payables	-	22,526	388,867	267,575	-	-	-	-	500	287,585	1,173,460	(106,016)	2,034,497
Corporation tax	-			111,265	-	-	-	-	-	111,715	75,671	-	298,651
Total current liabilities	-	**22,526**	**388,867**	**378,840**	**-**	-	**-**	-	**500**	**588,196**	**1,249,131**	**(106,016)**	**2,522,044**
NET CURRENT ASSETS	**(15)**	**(22,450)**	**(932,620)**	**2,278,947**	**115,075**	**50,000**	**69,050**	**3,310**	**-**	**351,207**	**597,097**	**(454,941)**	**2,054,660**
Creditors amounts due >													

1 year													
Amounts owed to Group	-		-		-	-	68,050	243,310	143,081	-	-	(454,441)	-
Bank Loans > 1 Yr	-		-	145,833	-	-		-	-	-	-	-	145,883
Long Term Creditors	**-**	**-**	**-**	**145,833**	**-**	-	**68,050**	**243,310**	**143,081**	**-**	**-**	**(454,941)**	**145,883**
Deferred tax provisions	-	-	-	6,165		-	-	-	-	6,895	-	-	13,060
NET ASSETS	**221,978**	**(22,450)**	**1,468,676**	**2,296,847**	**115,075**	**50,000**	**1,000**	**1,000**	**67,419**	**380,602**	**727,905**	**(642,005)**	**4,666,047**
Capital and Reserves													
Called up share capital	221,996	50,002	197	1	140,000	50,000	1,000	800	500	106	566	(192,498)	272,670
Share premium account	-		249,047	-	-	-	-	-	-	-	-	(249,047)	-
Equity reserve								200				380,161	380,361
Merger reserve												249,240	249,240
Retained earnings	(18)	(72,452)	1,219,251	2,296,852	(24,925)	-	-	-	66,919	380,496	566,664	(829,861)	3,602,926
Translation reserve			181	(6)							160,675		160,850
Shareholders Capital Account	**221,978**	**(22,450)**	**1,468,676**	**2,296,847**	**115,075**	**50,000**	**1,000**	**1,000**	**67,419**	**380,602**	**727,905**	**(642,005)**	**4,666,047**

PRO FORMA CONSOLIDATED FINANCIAL INFORMATION ON MBH CORPORATION PLC

SUPPORTING NOTES

Notes

1 The financial information of Cape Limited has, except for the currency conversion, been extracted without adjustment from the financial statements of Cape Limited for the pro-rated three months ended 31 March 2017 and nine months ended 31 December 2017 at the following rates: NZ $1.8127/£ (average rate) and NZ $1.8991/£ (year-end rate).

2 After combining the individual results of each entity, which the following adjustments have been made (as summarised within the Appendix to the Historical Financial Information):

2.1 Investments held by Parenta Group Limited, Smart Allicks Limited and Amplify Investments Limited in fellow subsidiaries have been eliminated.

2.2 Intercompany trade receivables and trade payables balances have been eliminated.

2.3 The share capital and share premium of the Lara Group subsidiaries has been eliminated to leave the share capital of MBH Corporation Plc, Acacia Training Limited and Cape Limited as shown within the Consolidated Statement of Financial Position.

2.4 The pre-acquisition profit and loss reserves of subsidiary companies has been eliminated.

2.5 Intra-group dividends voted from Parenta Training Limited to Parenta Group Limited have been eliminated.

2.6 No adjustment has been made to reflect the value of any goodwill arising on acquisition of subsidiaries.

2.7 An adjustment has been made to reclassify capitalised software costs from tangible fixed assets to intangible fixed assets in accordance with IFRS.

Part 6
Taxation

1 UNITED KINGDOM TAXATION CONSIDERATIONS

The following statements are intended only as a general guide to certain UK tax considerations and do not purport to be a complete analysis of all potential UK tax consequences of acquiring, holding or disposing of Ordinary Shares. The following statements are based on current UK legislation and what is understood to be the current practice of HMRC as at the date of this Prospectus, both of which may change, possibly with retroactive effect. They apply only to Shareholders who are resident (and, in the case of individual Shareholders, domiciled) for UK tax purposes in (and only in) the UK (except insofar as express reference is made to the treatment of non-UK residents), who hold their Ordinary Shares as an investment (other than under an individual savings account), and who are the absolute beneficial owners of both their Ordinary Shares and any dividends paid on them. The tax position of certain categories of Shareholders who are subject to special rules (such as persons acquiring Ordinary Shares in connection with employment, dealers in securities, insurance companies and collective investment schemes) or trustees and beneficiaries as regards shares held in trust is not considered.

Any person who is in any doubt about their taxation position or who may be subject to tax in a jurisdiction other than the UK is strongly recommended to consult their own professional advisers.

2 TAXATION OF CHARGEABLE GAINS

2.1 UK tax resident Shareholders

Disposals

If a Shareholder sells or otherwise disposes of all or some of the Ordinary Shares, it may, depending on its circumstances and subject to any available exemption or relief, incur a liability to UK taxation on capital gains.

2.2 Non-UK tax resident Shareholders

A Shareholder who is not resident for tax purposes in the UK will not generally be subject to capital gains tax on a disposal of Ordinary Shares unless the Shareholder is carrying on a trade, profession or vocation in the UK through a branch or agency (or, in the case of a corporate Shareholder, liable to corporation tax on chargeable gains, a trade in the UK through a permanent establishment) in connection with which the Ordinary Shares are used, held or acquired. Such Shareholders may be subject to non-UK taxation on any gain under local law.

An individual Shareholder who has ceased to be resident for tax purposes in the UK for a period of five years or less and who disposes of all or part of his Ordinary Shares during that period may be liable to capital gains tax on his return to the UK, subject to available exemptions or reliefs.

3 TAXATION OF DIVIDENDS

3.1 Withholding tax on dividends

The Company is not required to withhold tax when paying a dividend.

3.2 Dividends paid to UK tax resident individuals

From 6 April 2018 the taxation of dividend income for individuals changed. The changes involve the removal of the dividend tax credit, the introduction of an allowance which exempts from tax the first £2,000 of an individual's dividend income and the introduction of new rates of tax on dividends. Dividends within the allowance will count as taxable income when determining how much of the basic rate band or higher rate band has been used.

Dividend income in excess of £2,000 will be taxable at the rate of 7.5 per cent. to the extent it falls within an individual's basic rate band, 32.5 per cent. to the extent it falls within an individual's higher rate band and 38.1 per cent. to the extent it is taxed as additional rate income. Dividend income of individuals in tax exempt arrangements such as ISAs should continue to be exempt.

3.3 Dividends paid to UK tax resident companies

Corporate Shareholders who are UK resident are potentially liable to corporation tax on dividends paid by a UK resident company: most dividends paid on the Ordinary Shares to UK resident corporate Shareholders are likely to fall within one or more of the classes of dividend qualifying for exemption from corporation tax (although the exemptions are not comprehensive and are also subject to anti-avoidance rules). Shareholders within the charge to corporation tax should consult their own professional advisers.

4 UK STAMP DUTY AND STAMP DUTY RESERVE TAX (SDRT)

*The statements in this paragraph 4 apply to any holders of Ordinary Shares irrespective of their residence, summarise the current United Kingdom stamp duty ("**stamp duty**") and stamp duty reserve tax ("**SDRT**") position and are intended as a general guide only. Certain categories of person may not be liable to stamp duty or SDRT and others may be liable at a higher rate or may, although not primarily liable for tax, be required to notify and account for it under the Stamp Duty Reserve Tax Regulations 1986.*

Stamp duty at the rate of 0.5 per cent. (rounded up to the next multiple of £5) of the amount or value of the consideration given is generally payable on an instrument transferring Ordinary Shares. A charge to SDRT will also arise on an unconditional agreement to transfer Ordinary Shares at the rate of 0.5 per cent. of the amount or value of the consideration payable. However, if within six years of the date of the agreement becoming unconditional an instrument of transfer is executed pursuant to the agreement, and stamp duty is paid on that instrument, any SDRT already paid will generally be refunded (generally, but not necessarily, with interest) provided that a claim for payment is made, and any outstanding liability to SDRT will be cancelled. The liability to pay stamp duty or SDRT is generally satisfied by the purchaser or transferee. An exemption from stamp duty is available on an instrument transferring Ordinary Shares where the amount or value of the consideration is £1,000 or less, and it is certified on the instrument that the transaction effected by the instrument does not form part of a larger transaction or series of transactions for which the aggregate consideration exceeds £1,000.

4.1 Shares held through CREST

Paperless transfers of Ordinary Shares within CREST are generally liable to SDRT, rather than stamp duty, at the rate of 0.5 per cent. of the amount or value of the consideration. CREST is obliged to collect SDRT on relevant transactions settled within the system. Under the CREST system, no stamp duty or SDRT will generally arise on a transfer of Ordinary Shares into the system unless such a transfer is made for a consideration in money or money's worth, in which case a liability to SDRT (usually at a rate of 0.5 per cent.) will arise.

4.2 **Shares held through clearance services or depositary receipt arrangements**

Where Ordinary Shares are issued or transferred:

(a) to, or to a nominee for, a person whose business is or includes the provision of clearance services; or

(b) to, or to a nominee or agent for, a person whose business is or includes issuing depositary receipts,

stamp duty or SDRT will generally be payable at the higher rate of 1.5 per cent. of the amount or value of the consideration payable or, in certain circumstances, the value of the Ordinary Shares (rounded up to the next multiple of £5 in the case of stamp duty).

This liability for stamp duty or SDRT will strictly be accountable by the depositary or clearance service operator or their nominee, as the case may be, but will, in practice, generally be borne by participants in the clearance service or depositary receipt system. Transfers within the clearance service, and transfers of depositary receipts, are then generally made free of SDRT and, provided no instrument of transfer is entered into, stamp duty. Clearance services may opt, provided certain conditions are satisfied, for the normal rate of stamp duty or SDRT (broadly 0.5 per cent. of the amount or value of consideration given) to apply to transfers of Ordinary Shares into, and to transactions within, such services instead of the higher rate of 1.5 per cent. generally applying to a transfer of Ordinary Shares into the clearance service and instead of the exemption from SDRT on transfers of Ordinary Shares whilst in the service.

Following litigation HMRC have confirmed that they will no longer seek to apply the 1.5 per cent. SDRT charge when new UK shares are first issued to a depositary receipt issuer or to a clearance service on the basis that the charge is not compatible with EU law. The applicability of the 1.5 per cent. charge may also be affected in other circumstances. Specific professional advice should be sought before paying the 1.5 per cent. charge.

Part 7
Additional Information

1 INCORPORATION AND STATUS OF THE COMPANY

1.1 The Company was incorporated and registered in England and Wales on 20 June 2016 under the Companies Act 2006 with registered number 10238873, as a public company limited by shares with the name Enquired Group plc. On 15 January 2018 the Company changed its name to MBH Corporation PLC.

1.2 The principal legislation under which the Company operates and under which the Ordinary Shares have been allotted is the Companies Act 2006.

1.3 The registered and head office of the Company is at 10 Leighton Lodge, 15 Branksome Wood Road, Bournemouth, United Kingdom, BH2 6BX. The telephone number of the Company's registered office is +44 (0)844 504 5504.

1.4 The Ordinary Shares are currently listed on the junior market (the "*allgemeiner Freiverkehr*") of the Düsseldorf Stock Exchange.

2 SHARE CAPITAL OF THE COMPANY

2.1 As at 7 November 2018 (being the latest practicable date prior to the date of this document) the issued share capital of the Company is:

Class of shares	*Issued*	
	€	*no*
Fully paid Ordinary Shares of €1.00 nominal value each	29,235,236	29,235,236

On its incorporation on 20 June 2016, the Company issued three Ordinary Shares. On 31 December 2017, a further 249,997, Ordinary Shares of €1 nominal value were issued fully paid, in consideration for the issue of a licence by Unity Group to use the "Agglomeration" trade mark (see paragraph 10 of this Part 7).

On 22 August 2018 the Company allotted a total of 13,369,170 new Ordinary Shares to the vendors of Lara Group PLC, to Unity Group and to certain of its directors in connection with the acquisition of Lara Group PLC by the Company.

On 3 September 2018 the Company allotted a total of 12,470,249 new Ordinary Shares to the vendors of Corsora Limited and certain of its directors in connection with the acquisition of Corsora Limited by the Company.

On 5 September 2018 the Company allotted a total of 2,985,505 new Ordinary Shares to the vendors of Lara Group PLC by way of deferred consideration in connection with that acquisition.

On 5 September 2018 the Company allotted a total of 160,312 new Ordinary Shares to certain of its directors in consideration for their services provided in relation to the above acquisitions.

The Company has not purchased any Ordinary Shares between 20 June 2016 and 7 November 2018.

2.2 By a resolution at the Annual General Meeting of the Company passed on 13 June 2018 it was resolved:

(a) that, the Directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (in substitution for any existing authority to allot shares to the extent unused but without prejudice to any allotment of shares or grant of rights already made, offered or agreed to be made pursuant to such authority) to exercise all the powers of the Company to allot new ordinary shares of €1.00 nominal value each in the Company ("**Ordinary Shares**") and grant rights to subscribe for or to convert any security into Ordinary Shares up to an aggregate number of Ordinary Shares not exceeding 29,499,332, which authority shall expire on the conclusion of the next annual general meeting of the Company or 13 September 2019, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired;

(b) that, in addition to the authority granted pursuant to resolution (a) above, the Directors are generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 to exercise all the powers of the Company to allot Ordinary Shares and grant rights to subscribe for or to convert any security into Ordinary Shares up to such number of Ordinary Shares as is equal, from time to time, to the sum of: (a) the number of Ordinary Shares in issue as at 13 June 2018; and (b) such number of Ordinary Shares as have been allotted by the Directors pursuant to the authority granted under resolution (a) above (such number not exceeding 29,749,332 Ordinary Shares), which authority shall expire on the conclusion of the next annual general meeting of the Company or 13 September 2019, whichever is the earlier, save that the Company may before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of such an offer or agreement as if the authority conferred hereby had not expired; and

(c) that, the Directors be and are hereby authorised, pursuant to sections 570 and 573 of the Companies Act 2006, to allot equity securities (within the meaning of section 560 of the Companies Act 2006) for cash and to sell shares held as treasury shares (as defined in section 724 of the Act) as if section 561(1) of the Companies Act 2006 did not apply to such allotment or sale, provided that this power shall be limited to allotments of equity securities and the sale of treasury shares up to, in aggregate, such number of Ordinary Shares as is equal, from time to time, to the sum of: (a) the number of Ordinary Shares in issue as at 13 June 2018; and (b) such number of Ordinary Shares as have been allotted by the Directors pursuant to the authority granted under resolution (a) above (such number not exceeding 29,749,332 Ordinary Shares), which authority shall expire on the conclusion of the next annual general meeting of the Company or 13 September 2019, whichever is earlier, save that the Company before such expiry may make an offer or agreement which would or might require equity securities to be allotted or treasury shares to be sold after such expiry, and the Directors may allot equity securities or sell treasury shares in pursuance of such an offer or agreement as if the power conferred by this resolution had not expired.

2.3 As at 7 November 2018 (being the latest practicable date prior to the date of this document) the Company held zero Ordinary Shares in treasury, which represents zero per cent. of the issued share capital.

2.4 The Company does not have in issue any securities not representing share capital.

2.5 No shares of the Company are currently in issue with a fixed date on which entitlement to a dividend arises and there are no arrangements in force whereby future dividends are waived or agreed to be waived.

2.6 Save as disclosed in this paragraph, no commissions, discounts, brokerages or other special terms have been granted by the Company or any other member of the Group in connection with the issue or sale of any share or loan capital of the Company or any other member of the Group in the three years immediately preceding the date of this document.

2.7 On Admission no share or loan capital of the Company or any other member of the Group will be under option or has been agreed conditionally or unconditionally to be put under option.

2.8 None of the Ordinary Shares have been sold or are available in whole or in part to the public in conjunction with the application for the Ordinary Shares to be admitted to the Primärmarkt of the Düsseldorf Stock Exchange.

2.9 The Ordinary Shares will be in registered form. No temporary documents of title will be issued.

3 ARTICLES OF ASSOCIATION

The Articles contain provisions, inter alia, to the following effect.

3.1 Voting rights

Subject to the rights or restrictions referred to in paragraph 3.2 below and subject to any special rights or restrictions as to voting for the time being attached to any shares, on a show of hands (i) every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative shall have one vote; and (ii) every proxy appointed by a member shall have one vote save that every proxy appointed by one or more members to vote for the resolution and by one or more other members to vote against the resolution, has one vote for and one vote against.

3.2 Restrictions on voting

A member of the Company is not entitled, either in person or by proxy, in respect of any share held by him, to be present at any general meeting of the Company unless all amounts payable by him in respect of that share have been paid.

A member of the Company shall not, if the directors determine, be entitled to attend general meetings and vote or to exercise rights of membership if he or another person appearing to be interested in the relevant shares has failed to comply with a notice given under section 793 of the Companies Act 2006 within 14 days. The restrictions will continue for the period specified by the board provided that such period shall end not later than seven days after the earliest of (i) due compliance to the satisfaction of the board with the section 793 notice; or (ii) receipt by the Company of notice that the shareholding has been sold to a third party pursuant to an arm's length transfer.

3.3 **Dividends**

The Company may, by ordinary resolution, declare a dividend to be paid to the members, according to their respective rights and interests in the profit. The directors may pay such interim dividends as appear to the board to be justified by the financial position of the Company. No dividends payable in respect of an Ordinary Share shall bear interest. The directors may, if authorised by an ordinary resolution, offer the holders of Ordinary Shares the right to elect to receive further Ordinary Shares, credited as fully paid instead of cash in respect of all or part of a dividend (a "scrip dividend").

The Company or its directors may fix a date as the record date for a dividend provided that the date may be before, on or after the date on which the dividend, distribution, allotment or issue is declared. A dividend unclaimed for a period of 12 years from the date when it became due for payment shall be forfeited and cease to remain owing by the Company.

3.4 **Return of capital**

If the Company is wound up, the liquidator may, with the sanction of a special resolution and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may with the same sanction, vest the whole or any part of the assets in trustees on trusts for the benefit of the members as the liquidator, with the same sanction, thinks fit but no member shall be compelled to accept any assets on which there is any liability.

3.5 **Variation of rights**

All or any of the rights attaching to a class of shares in the Company may be varied with the written consent of the holders of not less than three-fourths in nominal value of the issued shares of the class (excluding any shares of the class held as treasury shares), or with the sanction of a special resolution passed at a separate general meeting of the holders of the relevant class. The quorum for the separate general meeting shall be a person or persons holding, or represented by proxy, not less than one-third in nominal value of the issued shares of the relevant class (excluding any shares of the class held as treasury shares).

3.6 **Transfer of shares**

Subject to the restriction set out in this paragraph, any member may transfer all or any of his shares in any manner which is permitted by the Statutes (as defined in the Articles) or in any other manner approved by the board. A transfer of a certificated share shall be in writing in the usual common form or in any other form permitted by the Statutes or approved by the board. The transferor is deemed to remain the holder of the shares concerned until the name of the transferee is entered in the register of members in respect of those shares. All transfers of uncertificated shares shall be made by means of the relevant system or in any other manner which is permitted by the Statutes and is from time to time approved by the board.

The directors have a discretion to refuse to register a transfer of a certificated share which is not fully paid (provided that this does not prevent dealings in the shares from taking place on an open and proper basis). The directors may also decline to register a transfer of shares in certificated form unless: (i) the instrument of transfer is deposited at the office of the Company or such other place as the board may appoint, accompanied by the certificate for the shares to which it relates if it has been issued and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer; (ii) the instrument of transfer is in respect of only one class of share as in favour of no more than four transferees. The directors may, pursuant to the provisions of the Articles relating to disclosure of interests, decline to register a transfer in respect of shares which are the subject of a notice under section 793 of the Companies Act 2006 and which represent at least 0.25 per cent. of the issued shares of their class, and in respect of which the required information has not been received by the Company within 14 days after service of the notice.

Save as aforesaid, the Articles contain no restrictions as to the free transferability of fully paid shares.

3.7 **Alteration of capital and purchase of own shares**

The Company may alter its share capital in accordance with the provisions in any manner permitted by the Statutes.

3.8 **General meetings**

3.8.1 Annual general meetings

The board shall convene and the Company shall hold annual general meetings in accordance with the requirements of the Statutes and at such times and such places as the Board may determine.

3.8.2 Convening of general meetings

All meetings other than annual general meetings shall be called general meetings. The board may convene a general meeting whenever it thinks fit. A general meeting shall also be convened by the board on the requisition of members pursuant to the provisions of the Statutes or, in default, may be convened by such requisitions, as provided by the Statutes.

The board shall comply with the provisions of the Statutes regarding the giving and the circulation, on the requisition of members, of notices of resolutions and of statements with respect to matters relating to any resolution to be proposed or business to be dealt with at any general meeting of the Company.

3.8.3 Orderly conduct of meetings

The board may both prior to and during any general meeting make any arrangements and impose any restrictions which it considers appropriate to ensure the security and/or the orderly conduct of any such general meeting, including, without limitation, arranging for any person attending any such meeting to be searched and for any person (whether or not a member of the Company) who refuses to comply with any such arrangements or restrictions to be refused entry to or excluded from any such meeting.

3.8.4 Notice of general meetings

Subject to the provisions of the Statutes, an annual general meeting and all other general meetings of the Company shall be called by at least such minimum period of notice as is prescribed under the Articles for the type of meeting concerned, being 21 clear days' notice for an annual general meeting and 14 clear days' notice for any other general meeting.

The notice shall specify the place, day and time of the meeting and the general nature of the business to be transacted.

Notice of every general meeting shall be given to all members other than any who, under the provisions of the Articles or the terms of issue of the shares which they hold, are not entitled to receive such notices from the Company, and also to the auditors (or, if more than one, each of them) and to each director.

Every notice of meeting shall state with reasonable prominence that a member entitled to attend, speak and vote at the meeting may appoint one or more proxies to attend, speak and vote at that meeting instead of him and that a proxy need not be a member of the Company.

3.8.5 Quorum

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the choice or appointment of a chairman of the meeting which shall not be treated as part of the business of the meeting.

Except as otherwise provided by the Articles two persons entitled to attend and to vote on the business to be transacted, each being a member present in person or by proxy or a duly authorised representative of a corporation which is a member shall be a quorum.

If within fifteen minutes (or such longer time not exceeding one hour as the chairman of the meeting may decide to wait) from the time appointed for the commencement of the general meeting a quorum is not present, or if during the meeting, a quorum ceases to be present, the meeting, if convened by or on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day, time and place in the following week or such other day (not being less than seven days later or more than 28 days later) and at such other time and place, as the chairman of the meeting may decide. If at an adjourned meeting a quorum is not present within 15 minutes from the time fixed for holding the meeting or if during the meeting a quorum ceases to be present, the adjourned meeting shall be dissolved.

3.8.6 Chairman

At each general meeting, the chairman of the board or, if he is absent or unwilling, the deputy chairman shall preside as chairman at every general meeting. If there is no chairman or deputy chairman, or if at any meeting neither the chairman nor the deputy chairman is present within five minutes after the time appointed for the commencement of the meeting, or if neither the chairman nor the deputy chairman is willing to act as chairman, the directors present shall choose one of their number to act, or if one director only is present he shall preside as chairman of the meeting if willing to act. If no director is present, or if each of the directors present declines to take the chair, the persons present and entitled to vote shall appoint one of their number to be chairman of the meeting.

3.8.7 Directors entitled to attend and speak

Each director shall be entitled to attend and speak at any general meeting of the Company and at any separate general meeting of the holders of any class of shares or debentures of the Company.

3.8.8 Adjournment

With the consent of any meeting at which a quorum is present the chairman of the meeting may (and if so directed by the meeting shall) adjourn the meeting either indefinitely or to another time or place.

In addition, the chairman of the meeting may at any time without the consent of the meeting adjourn the meeting (whether or not it has commenced or a quorum is present) either indefinitely or to another time or place if, in his opinion, it would facilitate the conduct of the business of the meeting to do so, the conduct of the meeting is such that, in his opinion, it is necessary to do so, or if the members attending cannot be conveniently accommodated. Furthermore, only business notified to be transacted at the first meeting can be transacted at the adjourned meeting.

3.8.9 Method of voting and demand for poll

At a general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless (before or immediately after the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

(a) the chairman of the meeting; or

(b) not less than two members present in person or by proxy having the right to vote on the resolution; or

(c) a member or members present in person or by proxy representing in aggregate not less than 10% of the total voting rights of all the members having the right to vote on the resolution (excluding any voting rights attached to any shares in the Company held as treasury shares); or

(d) a member or members present in person or by proxy holding shares conferring the right to vote on the resolution on which an aggregate sum has been paid up equal to not less than 10% of the total sum paid up on all the shares conferring that right (excluding any shares in the Company conferring a right to vote at the meeting which are held as treasury shares),

and a demand for a poll by a person as proxy for a member shall be as valid as if the demand were made by the member himself.

3.8.10 Taking a poll

If a poll is demanded (and the demand is not withdrawn), it shall be taken at such time (either at the meeting at which the poll is demanded or within 30 days after the meeting), at such place and in such manner as the chairman of the meeting shall direct and he may appoint scrutineers (who need not be members).

3.8.11 Proxies

A proxy need not be a member of the Company and a member may appoint more than one proxy in relation to a meeting to attend and to speak and to vote on the same occasion provided that each proxy is appointed to exercise the rights attached to a different share or shares held by a member.

3.8.12 Form of proxy

An appointment of a proxy shall be in writing in:

(a) hard copy in any usual form or in any other form which the board may approve, signed by the appointor, or his agent duly authorised in writing, or, if the appointor is a corporation, shall either be executed under its common seal or be signed by some agent or officer authorised to sign it; or

(b) electronic form, in which case it shall be executed on behalf of the appointer.

3.8.13 Deposit of proxy

The appointment of a proxy shall:

(a) in the case of an appointment in hard copy form, be delivered personally or by post to the office or such other place within the UK as may be specified by or on behalf of the Company for that purpose in the notice convening the meeting or in any form of proxy sent by or on behalf of the Company in relation to the meeting, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting;

(b) in the case of an appointment in electronic form, be received at an address specified (or is deemed by a provision in the Companies Act 2006 to have been specified) by or on behalf of the Company for the purpose of receiving documents or information in electronic form in, or by way of note to, the notice convening the meeting or in any form of proxy sent by or on behalf of the Company in relation to the meeting or in any invitation to appoint a proxy issued by or on behalf of the Company in relation to the meeting or on a website that is maintained by or on behalf of the Company and identifies the Company, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting;

(c) in the case of a poll which is taken more than 48 hours after it is demanded, be delivered or received as aforesaid not less than 24 hours before the time appointed for the taking of the poll; or

(d) in the case of a poll which is not taken at the meeting at which it is demanded but is taken not more than 48 hours after it was demanded, be deposited at the meeting at which the poll was demanded to the chairman or to any director.

An appointment of a proxy relating to more than one meeting (including any adjournment thereof) having once been so received for the purposes of any meeting shall not require to be received again for the purposes of any subsequent meeting to which it relates, notwithstanding that its validity shall expire after twelve months.

3.8.14 Notice of revocation of proxy

Notice of the revocation of the appointment of a proxy may be given in any lawful manner which complies with the regulations (if any) made by the directors to govern the revocation of a proxy.

3.9 **Directors**

3.9.1 Number

Unless otherwise determined by ordinary resolution of the Company, the directors (other than alternate directors) shall not be less than two and not subject to any maximum number.

3.9.2 Appointment of directors

Subject to the provisions of the Articles, any person who is willing to act to be a director, either to fill a vacancy or as an additional director, may be appointed by:

(a) the Company by ordinary resolution; or

(b) the board,

but so that the total number of directors shall not at any time exceed any maximum number fixed by or in accordance with these Articles. Any director so appointed shall retire at the next annual general meeting and shall then be eligible for re-appointment.

No person (other than a director retiring in accordance with the Articles) shall be appointed or re-appointed a director at any general meeting unless:

(c) he is recommended by the board; or

(d) not less than seven nor more than 42 clear days before the date appointed for the meeting notice in writing by a member qualified to vote at the meeting (other than the person to be proposed) has been given to the Company of the intention to propose that person for appointment or re-appointment together with confirmation in writing by that person of his willingness to be appointed or re-appointed and the particulars which would, if he were so appointed or re-appointed, be required to be included in the Company's register of directors.

3.9.3 Remuneration

The directors (other than any director who for the time being holds an executive office of employment with the Company or a subsidiary of the Company) shall be paid out of the funds of the Company by way of remuneration for their services as determined by the directors. The aggregate of the fees shall not exceed £1,000,000 per annum (or such larger sum as the Company may, by ordinary resolution determine). Any fee shall be distinct from any remuneration or other amounts payable to a director under other provisions of the Articles and shall accrue from day to day. The directors may be paid all travelling, hotel and other expenses properly incurred in and about the discharge of their duties as directors including expenses incurred in travelling to and from meetings of the board, committee meetings, general meetings and separate meetings of the holders of any class of securities of the Company.

3.10.4 Retirement of directors by rotation

(a) At every annual general meeting any director:

(i) who has been appointed by the board since the previous annual general meeting; or

(ii) who held office at the time of the two preceding annual general meetings and who did not retire at either of them;

shall retire from office and may offer himself for re-appointment by the members.

(b) The names of the directors to retire by rotation shall be stated in the notice of the annual general meeting or in any document accompanying the notice. The directors to retire on each occasion (both as to number or identity) shall be determined by the composition of the board on the day which is 14 days prior to the date of the notice convening the annual general meeting and no directors shall be required to retire or be relieved from retiring by reason of any change in the number or identity of the directors after that time but before the close of the meeting.

3.9.4 Position of retiring directors

A director who retires at an annual general meeting (whether by rotation or otherwise) may, if willing to continue to act, be re-appointed. If he is re-appointed he is treated as continuing in office throughout. If he is not re-appointed, he shall retain office until the end of the meeting or (if earlier) when a resolution is passed to appoint someone in his place or when a resolution to re-appoint the director is put to the meeting and lost.

3.9.5 Removal of Directors

The Company may by ordinary resolution, of which special notice has been given in accordance with the Statutes, remove any director before his period of office has expired notwithstanding anything in the Articles or in any agreement between him and the Company.

3.9.6 Vacation of office of Director

Without prejudice to the provisions of the Articles for retirement or removal, the office of a director shall be vacated:

(a) if he ceases to be a director by virtue of any provision of the Statutes or is removed from office pursuant to these Articles;

(b) if he is prohibited by law from being a director;

(c) if he becomes bankrupt or he makes any arrangement or composition with his creditors generally;

(d) if he is or has been suffering from mental ill health or becomes a patient for the purpose of any statute relating to mental health and the board resolves that his office be vacated;

(e) his resignation is requested by all other directors;

(f) if for more than six months he is absent (whether or not an alternate director attends in his place), without special leave of absence from the board, from meetings of the board held during that period and the board resolves that his office be vacated; or

(g) if he serves on the Company notice of his wish to resign, in which event he shall vacate office on the service of that notice on the Company or at such later time as is specified in the notice.

3.9.7 Executive Directors

The board or any committee authorised by the board may from time to time appoint one or more directors to hold any employment or executive office with the Company and on such terms as the board determine.

3.9.8 Power to appoint alternate Directors

Each director may appoint another director or any other person who is willing to act as his alternate and may remove him from that office. An alternate director shall be entitled to receive notice of all meetings of the board and of all meetings of committees of which the director appointing him is a member, to attend and vote at any such meeting at which the director appointing him is not personally present and at the meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at the meeting the provisions of the Articles shall apply as if he were a director.

Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate, in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present.

3.9.9 Quorum and voting requirements

(a) A director shall not vote on (or be counted in the quorum) in relation to any resolution of the board concerning his own appointment (including fixing or varying its terms), or the termination of his own appointment, as the holder of any office or place of profit with the Company or any other company in which the Company is interested but, where proposals are under consideration concerning the appointment (including fixing or varying its terms), or the termination of the appointment, of two or more directors to offices or places of profit with the Company or any other company in which the Company is interested, those proposals may be divided and a separate resolution may be put in relation to each director and in that case each of the directors concerned (if not otherwise debarred from voting under this Article) shall be entitled to vote (and be counted in the quorum) in respect of each resolution unless it concerns his own appointment or the termination of his own appointment.

(b) A director shall not be entitled to vote on a resolution (or attend or count in the quorum at those parts of a meeting regarding such resolution) relating to a transaction or arrangement with the Company in which he is interested, save:

(i) where the other directors resolve that the director concerned should be entitled to do so in circumstances where they are satisfied that the director’s interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

(ii) in any of the following circumstances:

(A) the giving of any guarantee, security or indemnity in respect of money lent or obligations incurred by the director or by any other person at the request of or for the benefit of the Company or any of its subsidiary undertakings;

(B) the giving of any guarantee, security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiary undertakings for which the director has himself assumed responsibility in whole or in part under a guarantee or indemnity or by the giving of security;

(C) any contract concerning an offer of shares, debentures or other securities of or by the Company or any of its subsidiary undertakings for subscription or purchase in which offer the director is or may be entitled to participate as a holder of securities or he is or is to be interested as a participant in the underwriting or sub-underwriting thereof;

(D) any contract in which the director is interested by virtue of his interest in shares, debentures or other securities of the Company or otherwise in or through the Company;

(E) any contract concerning any other company in which the director is interested, directly or indirectly and whether as an officer, shareholder, creditor or otherwise, unless the company is one in which he has a relevant interest:

(F) any contract relating to an arrangement for the benefit of the employees of the Company or any of its subsidiary undertakings, including which does not award him any privilege or benefit not generally awarded to the employees to whom such arrangement relates; and

(G) any contract concerning the purchase or maintenance of insurance against any liability, for the benefit of persons including directors.

(c) A company shall be deemed to be one in which a director has a relevant interest if and so long as he (together with persons connected with him within the meaning of sections 252 to 255 of Companies Act 2006) to his knowledge holds an interest in shares (as determined pursuant to sections 820 to 825 of Companies Act 2006) representing 1% or more of any class of the equity share capital of that company (calculated exclusive of any shares of that class in that company held as treasury shares) or of the voting rights available to members of that company or if he can cause 1% or more of those voting rights to be exercised at his direction, unless such shares are held by a director as bare or custodian trustee, or are shares held in trust in which the director's interest is in reversion or remainder; and

(d) Where a company in which a director has a relevant interest is interested in a contract, he shall also be deemed interested in that contract.

3.9.10 Other conflicts of interest

(a) If a director is in any way, directly or indirectly, interested in a proposed contract with the Company or a contract that has been entered into by the Company, he must declare the nature and extent of that interest to the directors in accordance with the Statutes.

(b) Provided he has declared his interest in accordance with Article 3.9.10(a), a director may:

(i) be party to, or otherwise interested in, any contract with the Company or in which the Company has a direct or indirect interest;

(ii) hold any other office or place of profit with the Company (except that of auditor) in conjunction with his office of director for such period and upon such terms, including as to remuneration, as the board may decide, either in addition to or in lieu of any remuneration under any other provision of these Articles;

(iii) act by himself or through a firm with which he is associated in a professional capacity for the Company or any other company in which the Company may be interested (otherwise than as auditor);

(iv) be or become a director or other officer of, or employed by or otherwise be interested in any other body corporate promoted by the Company or any other company in which the Company may be interested or in respect of which the Company has any powers of appointment; and

(v) be or become a director of any other company in which the Company does not have an interest and which cannot reasonably be regarded as giving rise to a conflict of interest at the time of his appointment as a director of that other company.

3.9.11 Conflicts of interest requiring board authorisation

(a) A "conflict of interest" means, in relation to any person, an interest or duty which that person has which directly or indirectly conflicts or may conflict with the interests of the Company or the duties owed by that person to the Company but excludes a conflict of interest arising in relation to a transaction or arrangement with the Company (to which the provisions of Article 3.9.10 apply).

(b) The board may, subject to the quorum and voting requirements set out in this Article, authorise any matter which would otherwise involve a director breaching his duty under the Statutes to avoid conflicts of interest ("Conflicts").

(c) A director seeking authorisation in respect of a Conflict shall declare to the board the nature and extent of his interest in a Conflict as soon as is reasonably practicable. The director shall provide the board with such details of the relevant matter as are necessary for the board to decide how to address the Conflict together with such additional information as may be requested by the board.

(d) Any director (including the relevant director) may propose that the relevant director be authorised in relation to any matter the subject of a Conflict. Such proposal and any authority given by the board shall be effected in the same way that any other matter may be proposed to and resolved upon by the board under the provisions of these Articles save that:

(i) the relevant director and any other director with a similar interest shall not count towards the quorum nor vote on any resolution giving such authority; and

(ii) the relevant director and any other director with a similar interest may, if the other members of the board so decide, be excluded from any board meeting while the Conflict is under consideration.

(e) Where the board gives authority in relation to a Conflict, or where any of the situations described in this Article applies in relation to a director (a "**Relevant Situation**"):

(i) the board may (whether at the relevant time or subsequently) (i) require that the relevant director is excluded from the receipt of information, the participation in discussion and/or the making of decisions (whether at meetings of the board or otherwise) related to the Conflict or Relevant Situation; and (ii) impose upon the relevant director such other terms for the purpose of dealing with the Conflict or Relevant Situation as it may determine;

(ii) the relevant director will be obliged to conduct himself in accordance with any terms imposed by the board in relation to the Conflict or Relevant Situation;

(iii) the board may provide that where the relevant director obtains (otherwise than through his position as a director of the Company) information that is confidential to a third party, the director will not be obliged to disclose that information to the Company, or to use or apply the information in relation to the Company's affairs, where to do so would amount to a breach of that confidence;

(iv) the terms of the authority shall be recorded in writing (but the authority shall be effective whether or not the terms are so recorded); and

(v) the board may withdraw such authority at any time.

(f) The directors may authorise a matter which may give rise to a Conflict on the part of a person who is proposed to be appointed as a director to the board and any authorisation of such matter by the directors shall promptly be communicated to such person and shall apply to him on his appointment as a director.

3.9.12 Benefits

Subject to the provisions of the Statutes a director shall not be disqualified by his office from entering into any contract with the Company, either with regard to his tenure of any office or position in the management, administration or conduct of the business of the Company or as vendor, purchaser or otherwise. Subject to the interest of the director being duly declared, a contract entered into by or on behalf of the Company in which any director is in any way interested shall not be liable to be avoided; nor shall any director so interested be liable to account to the Company for any benefit resulting from the contract by reason of the director holding that office or of the fiduciary relationship established by his holding that office.

3.9.13 Powers of the board

The business of the Company shall be managed by the board which may exercise all the powers of the Company, subject to the provisions of the Statutes and the Articles. No alteration of the Articles shall invalidate any prior act of the board which would have been valid if the alteration had not been made.

3.9.14 Borrowing powers

Subject to the provisions of the Statutes and the Articles, the board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of the Company's undertaking, property, assets (present and future) and uncalled capital and to issue debentures and other securities and to give security either outright or as collateral security for any debt, liability or obligation of the Company or of any third party. Such powers are limited or restricted as the Company may by ordinary resolution determine, or in the absence of any such determination or in so far as any ordinary resolution does not make specific provision, as the board may from time to time determine.

3.9.15 Indemnity of officers

Subject to the provisions of and so far as may be permitted by and consistent with the Statutes each current or former director or other officer (other than an auditor) of the Company or any associated company may be indemnified out of the assets of the Company against:

(a) any liability incurred by or attaching to him in connection with any negligence, default, breach of duty or breach of trust in relation to the Company other than in the case of a current or former director:

    (i) any liability to the Company or any associated company; and

    (ii) any liability of the kind referred to in section 234(3) of the Companies Act 2006;

(b) any liability incurred by or attaching to him in connection with the activities of the Company or any associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) other than a liability of the kind referred to in section 235(3) of the Companies Act 2006; and

(c) any other liability incurred by or attaching to him in the actual or purported execution and/or discharge of his duties and/or the exercise or purported exercise of his powers.

For the purpose of this Article, references to "liability" shall include all costs and expenses incurred by the current or former director or other officer (other than an auditor) in relation thereto.

Subject to the provisions of and so far as may be permitted by the Statutes, the board may exercise all the powers of the Company to:

(d) provide any current or former director or other officer (other than an auditor) of the Company with funds to meet expenditure incurred or to be incurred by him in defending any criminal or civil proceedings in connection with any alleged negligence, default, breach of duty or breach of trust by him in relation to the Company or an associated company, or in connection with any application for relief under the provisions mentioned in section 205(5) of the Companies Act 2006; and

(e) do anything to enable any such person to avoid incurring expenditure,

but so that the terms set out in section 205(2) of the Companies Act 2006 shall apply to any such provision of funds or other things so done. For the purpose of this Article references to "director" in section 205(2) of the Companies Act 2006 shall be deemed to include references to a former director or other officer (other than an auditor) of the Company.

The board may purchase and maintain for or for the benefit of any person who holds or has at any time held a relevant office (as defined in the Articles), insurance against any liability or expense incurred by him in relation to the Company or any associated company or any third party in respect of any act or omission in the actual or purported discharge of his duties or otherwise in connection with holding his office.

3.9.16 Delegation to individual Directors

The board may entrust to and confer upon any director any of its powers, authorities and discretions (with power to sub-delegate) on such terms and conditions as it thinks fit and may revoke or vary all or any of them, but no person dealing in good faith shall be affected by any revocation or variation. The power to delegate contained in this Article shall be effective in relation to the powers, authorities and discretions of the board generally and shall not be limited by the fact that in certain Articles, but not in others, express reference is made to particular powers, authorities or discretions being exercised by the board or by a committee authorised by the board.

3.9.17 Committees

The board may delegate any of its powers, authorities and discretions (with power to sub-delegate) including without prejudice to the generality of the foregoing all powers, authorities and discretions whose exercise involves or may involve the payment of remuneration to, or the conferring of any other benefit on, all or any of the directors to any committee consisting of such person or persons (whether directors or not) as it thinks fit, provided that the majority of the members of the committee are directors and that no meeting of the committee shall be quorate for the purpose of exercising any of its powers, authorities or discretions unless a majority of those present are directors.

3.9.18 Board meetings

The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

3.9.19 Notice of board meetings

Notice of a board meeting shall be deemed to be properly given to a director if it is given to him personally or by word of mouth or sent in hard copy form to him at his last known address or any other address given by him to the Company for this purpose or sent in electronic form to him at an address given by him to the Company for this purpose. A director may waive notice of any meeting either before or after the meeting.

3.9.20 Quorum

The quorum necessary for the transaction of the business of the board may be fixed by the board and, unless so fixed at any other number, shall be two. Subject to the provisions of the Articles, any director who ceases to be a director at a board meeting may continue to be present and to act as a director and be counted in the quorum until the termination of the board meeting if no other director objects and if otherwise a quorum of directors would not be present.

3.9.21 Voting

Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

3.9.22 Telephone and video conference meetings

A meeting of the board may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

(a) to hear each of the other participating directors addressing the meeting; and

(b) if he wishes, to address all of the other participating directors simultaneously, whether by conference telephone or by video conference or by any other form of communications equipment (whether in use when the Articles are adopted or developed subsequently) or by a combination of any such methods.

A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

3.9.23 Resolutions in writing

Any director may propose a directors' written resolution and the secretary must propose a written resolution if a director so requests. A resolution in writing signed by all the directors who are entitled to notice of a meeting of the board, to attend such meeting and to vote on such resolution shall be as valid and effective as if it had been passed at a meeting of the board duly called and constituted provided that the number of directors signing the resolution is not less than the number of directors required for a quorum necessary for the transaction of the business of the board. The resolution may be contained in one document or in several documents in like form, each signed or approved by one or more of the directors concerned.

3.10 **CREST AND CLEARSTREAM**

CREST is a paperless settlement procedure enabling securities to be evidenced otherwise than by a certificate and transferred otherwise than by a written instrument. The Articles permit the holding of Ordinary Shares under the CREST system. The Company's Ordinary Shares are currently held in CREST and will continue to be held in CREST after Admission. The Company's share register is maintained by the Registrar. CREST is a voluntary system and holders of Ordinary Shares who wish to receive and retain share certificates will be able to do so.

The Company's Ordinary Shares will be traded in Clearstream with effect from Admission. Clearstream is a post-trade services provider. It provides settlement and custody as well as other related services for securities across all asset classes. It is one of two European International Central Securities Depositories. Clearstream operates securities settlement systems for Germany, which allow for the holding and transfer of securities electronically.

4 DIRECTORS' AND SENIOR MANAGEMENT'S INTERESTS

4.1 As at 7 November 2018 (being the latest practicable date prior to the date of this document) and as expected to be held on Admission, the interests (all of which are beneficial) of the Directors and members of the Senior Management and their immediate families (including any interest known to that Director or member of Senior Management or which could with reasonable diligence be ascertained by him or any person connected with him within the meaning of section 252 to 255 of the Companies Act 2006) in the Company's issued share capital are or are expected to be as follows:

Director/ Senior Management	*Number of Ordinary Shares*	*Percentage of issued share capital*
Toby David Street	34,806	0.1
Callum Laing	30,906	0.1
Victor Tan	90,723	0.3
Allan Presland	11,802,308	40.4
David Hallam	610,935	2.1
Barnaby Wynter	143,159	0.5
Raphael Sandhu	12,725	0.04
David Michael Howes	2,454,742	8.4

4.2 As at 7 November 2018 (being the latest practicable date prior to the date of this document) and as expected to be held immediately following Admission, the Company is aware of the following existing Shareholders (other than any Director or member of Senior Management) who by virtue of the notifications made to it pursuant to the Companies Act 2006 and/or the DTRs, are or will be immediately following Admission be interested, directly or indirectly, in 3 per cent. or more of the Company's issued share capital:

Name of Shareholder	*Number of Ordinary Shares*	*Percentage of issued share capital*
Victoria Anne Sylvester	1,046,301	3.6

Trinacria Trust Limited (as trustee of the Trinacria Trust)	1,227,371	4.2
Grandose Limited	2,948,695	10.1

4.3 Save as disclosed in paragraphs 4.1 and 4.2 above, the Company is not aware of any person who directly or indirectly, jointly or severally, exercises or could exercise control over the Company nor is it aware of any arrangements, the operation of which may at a subsequent date result in a change of control of the Company.

4.4 The persons including the Directors and members of the Senior Management, referred to in paragraphs 4.1 and 4.2 above, do not have voting rights that differ from those of other Shareholders.

4.5 The Company and the Directors are not aware of any arrangements, the operation of which may at a subsequent date result in a change of control of the Company.

4.6 No Director has any interest in any transactions which are or were unusual in their nature or conditions or which are or were significant to the business of the Group and which were effected by any member of the Group in the current or immediately preceding financial year or which were effected during an earlier financial year and which remain in any respect outstanding or unperformed.

4.7 The Directors and members of the Senior Management currently hold, and have during the five years preceding the date of this document held, the following directorships, partnerships or been a member of the senior management:

Name	*Position*	*Name of company/ partnership*	*Position still held (Y/N)*
Toby Street	Director and Secretary	Algatron Limited	Y
	Director and Secretary	Cerisa Limited	N
	Director and Secretary	Company Technology Group plc	Y
	Director and Secretary	Corsora Ltd	Y
	Director and Secretary	Crelace Limited	Y
	Director and Secretary	Daytrum Limited	Y
	Director and Director	Dealcatt Limited	N

Name	*Position*	*Name of company/ partnership*	*Position still held (Y/N)*
	Director and Secretary	Fynantec Group plc	Y
	Director and Secretary	Grandose Limited	Y
	Secretary and Director	Ingentative Ltd	Y
	Director and Secretary	Kreshon Limited	Y
	Director and Secretary	Markace Limited	N
	Director and Secretary	Lara Group PLC	Y
	Director	Novara Capital Partners Ltd	N
	Director and Secretary	The Outshine Group plc	Y
	Director and Secretary	People Services Group plc	Y
	Director and Secretary	Poldex Limited	Y
	Director and Secretary	Redeleven Group plc	Y
	Director	Street Assets Limited	Y
	Director and Secretary	Trendello Limited	Y
	Director and Secretary	Unitely Group plc	Y
	Director and Secretary	Uovo Group plc	Y
	Secretary	Director and Wrenex Limited	Y
David Hallam	Director	Hallam Stewart Holdings Ltd	Y
	Director	3 Cornerstone Ltd	Y

Name	*Position*	*Name of company/ partnership*	*Position still held (Y/N)*
	Director	4 Share Recruitment Ltd	Y
Callum Laing	Director	Kreshon Ltd	Y
	Director	Poldex Ltd	Y
	Director	Wrenex Ltd	Y
	Director	Algatron Ltd	Y
	Director	Corsora Ltd	Y
	Director	People Services Group PLC	Y
	Director	Company Technology Group plc	Y
	Director	Fynantec Group plc	Y
	Director	The Outshine Group plc	Y
	Director	Unitely Group plc	Y
	Director	Kastrum Limited	Y
	Director	AM Investments Pte Ltd	Y
	Director	Entrevo Training Pte Ltd	Y
	Director	JLHC Holdings Pte Ltd	Y
	Director	Blue Pebble Pte Ltd	Y
	Director	Milford Pte Ltd	Y
	Director	Netit Family Holdings Pte Ltd	Y
	Director	Unity Global Holdings Pte Ltd	N
	Director	The Unity Group of Companies Pte	N

Name	*Position*	*Name of company/ partnership*	*Position still held (Y/N)*
		Ltd	
	Director	WBB Group Limited	N
	Director	Ulysses Group Ltd	N
	Director	Augustus Group Ltd	N
	Director	The Marketing Group plc	N
Allan Presland	Director	Lara Group PLC	Y
	Director	Uovo Group plc	Y
	Director	Amplify Investments Ltd	Y
	Director	Parenta Trust	Y
	Director	Parenta Holdings Ltd	Y
	Director	Purple Childcare Limited	Y
	Director	Parenta Holdings Ltd	Y
	Director	Smart Allicks Limited	Y
	Director	Parenta Training Limited	Y
	Director	Parenta Group Limited	Y
	Director	Parenta Management Solutions Limited	Y
	Director	Fee Planner Limited	Y
	Director	Parenta Financial Services Limited	Y
	Director	Parenta Limited	Y
Victor Tan	Director	11 Horizon Pte Ltd	Y

Name	*Position*	*Name of company/ partnership*	*Position still held (Y/N)*
	Director	GCT Horizon Pte Ltd	Y

The business address of all the Directors and members of the Senior Management is 10 Leighton Lodge, 15 Branksome Wood Road, Bournemouth, United Kingdom, BH2 6BX .

4.8 Save as disclosed in paragraph 4.9 of this Part 7 below, none of the Directors or members of the Senior Management has at any time within the last five years:

(a) had any convictions (whether spent or unspent) in relation to offences involving fraud or dishonesty;

(b) been the subject of any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies) or been disqualified by a court from acting as a director of a company or from acting in the management or conduct of the affairs of any company;

(c) been a director or senior manager of a company which has been put into receivership, compulsory liquidation, administration, company voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors; or

(d) been the subject of any bankruptcy or been subject to an individual voluntary arrangement or a bankruptcy restrictions order.

4.9 The shares of The Marketing Group PLC ("**TMG**") were admitted to trading on NASDAQ Stockholm AB's trading platform, Nasdaq First North (the "**Exchange**"), on 9 June 2016. On 18 September 2017, the Disciplinary Committee of Nasdaq Stockholm AB ordered TMG to pay a fine of SEK 595,546 (approximately £51,000) in connection with certain violations of the Rule Book of Nasdaq First North relating to the timely disclosure of inside information. Both Toby Street and Callum Laing were directors of TMG at the times the relevant failings occurred.

4.10 Save as disclosed, there are no arrangements or understandings with major shareholders, customers, suppliers or others, pursuant to which any Director or member of the Senior Management was selected.

4.11 Save as disclosed, in paragraph 10 below, there are no restrictions agreed by any Director or member of the Senior Management on the disposal within a certain period of time of their holdings in the Company's securities.

4.12 Save as disclosed, there are no outstanding loans or guarantees provided by any member of the Group for the benefit of any of the Directors nor are there any loans or any guarantees provided by any of the Directors for any member of the Group.

5 DIRECTORS' AND SENIOR MANAGEMENT'S REMUNERATION AND SERVICE AGREEMENTS

5.1 In the financial year ended 31 December 2017, the aggregate remuneration (including pension fund contributions and benefits in kind) of the Directors and

Senior Management was £187,600. The aggregate remuneration (including pension fund contributions and benefits in kind but excluding bonuses) of the Directors and Senior Management in respect of the current financial year (under the arrangements in force at the date of this document) is expected to be £502,864.

5.2 Each of the Executive Directors has entered into a service contract. Their respective salaries and notice periods (which may be given by either party) are as follows:

Name	*Date employment commenced*	*Annual Salary £*	*Share award*	*Notice Period*
Allan Presland	7 March 2018	23,400	A grant of Ordinary Shares to the value of £266,666 each year	Six months
Victor Tan	16 February 2018	11,700	A grant of Ordinary Shares to the value of £126,666 each year	Six months

5.3 Each of the service contracts provide for the Executive Director's salary to be reviewed from time to time. The Executive Directors are also entitled to other benefits commensurate with their position including the annual payment of £66,666 worth of fully paid up Ordinary Shares in the Company and such annual share options and other annual incentives as shall be decided from time to time at the discretion of the Remuneration Committee.

Other benefits include private medical insurance and payment in lieu of notice on termination.

5.4 Each of the non-executive Directors has entered into agreements with the Company. Their annual fees and the number of days per year they are required to provide their services to the Company are as follows:

Name	*Annual fee £*	*Minimum number of days per annum*
David Hallam	66,666	48
Callum Laing	33,333	24
Toby Street	33,333	24

Each of the non-executive Directors have been appointed on terms which can be terminated by either party on one month's notice.

6 THE COMPANY AND ITS SUBSIDIARIES

6.1 The Company is the holding company of the Group and has the following principal subsidiaries:

Name	*Country of registration or incorporation*	*Principal activity*	*Registered Office*
Lara Group PLC	UK	Education and healthcare	2-8 London Road, Rocky Hill, Maidstone, Kent, England, ME16 8PZ
Amplify Investments Ltd	UK	Education and healthcare	2-8 London Road, Rocky Hill, Maidstone, Kent, England, ME16 8PZ
Smart Allicks Ltd	UK	Education and healthcare	2-8 London Road, Rocky Hill, Maidstone, Kent, England, ME16 8PZ
Parenta Holdings Ltd	UK	Education and healthcare	2-8 London Road, Rocky Hill, Maidstone, Kent, England, ME16 8PZ
Parenta Group Ltd	UK	Education and healthcare	2-8 London Road, Rocky Hill, Maidstone, Kent, England, ME16 8PZ
Parenta Ltd	UK	Education and healthcare	2-8 London Road, Rocky Hill, Maidstone, Kent, England, ME16 8PZ
Parenta Training Ltd	UK	Education and healthcare	2-8 London Road, Rocky Hill, Maidstone, Kent, England, ME16 8PZ
Parenta Financial Services Ltd	UK	Education and healthcare	2-8 London Road, Rocky Hill, Maidstone, Kent, England, ME16 8PZ
Daytrum Ltd	UK	Education and healthcare	10 Leighton Lodge, 15 Branksome Wood Road, Bournemouth, United Kingdom, BH2 6BX
Acacia Training Ltd	UK	Education and healthcare	Acacia House Trentham Business Quarter, Bellringer

Name	*Country of registration or incorporation*	*Principal activity*	*Registered Office*
			Road Trentham, Stoke-On-Trent, Staffordshire, ST4 8GB
Corsora Ltd	UK	Property Services	10 Leighton Lodge, 15 Branksome Wood Road, Bournemouth, United Kingdom, BH2 6BX
Cape Ltd	New Zealand	Property Services	42 Fairfax Avenue, Penrose Auckland, New Zealand

6.2 All companies except for Cape Ltd are registered in England and Wales and operate principally within the UK. Cape Ltd is registered in New Zealand and operates principally within New Zealand.

7 PRINCIPAL ESTABLISHMENTS

The principal establishments of the Group are as follows:

Company	*Location*	*Approx area*	*Tenure*	*Current rent (per annum excl of VAT)*	*Term of lease*
Parenta Group Ltd	Phoenix House 2-8 London Road Maidstone Kent ME16 8PZ United Kingdom	682 sqm	10.25 years	£65,000	1 October 2012 to 31 December 2022
Cape Ltd	42 Fairfax Avenue, Penrose, Auckland, New Zealand	711 sqm	6 years	NZD 96,000	25 August 2014 to 24 August 2020
Acacia Training Ltd	Ground Floor, 2-10 Market Lane, Hanley, Stoke-on-Trent, Staffordshire, ST1 1LA, United Kingdom	350 sqm	5 years	£12,000	21 December 2016 to 20 December 2021

8 THE CITY CODE

The Panel on Takeovers and Mergers (the "**Takeover Panel**") has confirmed that the Company is not currently subject to the provisions of The City Code on Takeovers and Mergers (the "**Code**"). Consequently, offers for the share capital of MBH will not be governed by the Code and the Takeover Panel will not have jurisdiction in respect of the Company. If certain circumstances relating to the Group were to change regarding the Company's place of central management and control, the Company may become subject to the Code in future. This would be the case if central management and control of the Group were to take place in the United Kingdom, the Channel Islands or the Isle of Man.

9 NOTIFICATIONS OF SHAREHOLDINGS

The provisions of DTR 5 will apply to the Company and its Shareholders once its shares are admitted to trading on the Primärmarkt of the Düsseldorf Stock Exchange. DTR 5 sets out the notification requirements for Shareholders and the Company where the voting rights of a Shareholder exceed, reach or fall below the threshold of 3 per cent. and each 1 per cent. thereafter up to 100 per cent. DTR 5 provides that disclosure by a Shareholder to the Company must be made within two trading days of the event giving rise to the notification requirement and the Company must release details to a regulatory information service as soon as possible following receipt of a notification and by no later than the end of the trading day following such receipt.

10 MATERIAL CONTRACTS

The following are the only contracts (not being contracts entered into in the ordinary course of business) which have been entered into by members of the Group in the two years immediately preceding the date of this document or which are expected to be entered into prior to Admission and which are, or may be, material or which have been entered into at any time by any member of the Group and which contain any provision under which any member of the Group has any obligation or entitlement which is, or may be, material to the Group as at the date of this document:

(a) ***Licence Agreement between Unity Global Holdings Pte Ltd and the Company dated 22 January 2018**:* The Company has entered into an agreement to licence the 'Agglomeration' trade mark and associated intellectual property which is owned by Unity Global Holdings Pte Ltd ("**Unity Global**"). The licence was granted on a perpetual and irrevocable basis in consideration for a one-off licence fee of €249,997 payable by the Company, which was paid via an issue of 249,997 Ordinary Shares to Unity Group, as described in paragraph 2.1 of this Part 7 above.

(b) ***Service Agreement between Unity Global Holdings Pte Ltd and the Company dated 26 June 2018:*** The Company has entered into a service agreement with Unity Group under which Unity Group has been appointed to provide certain services to the Company, including identifying suitable target companies for acquisitions, assisting with the negotiation of potential acquisitions and assisting with due diligence on potential acquisition targets. The agreement is for an initial term of 24 months. Transaction success fees are payable to Unity Group by the Company on a transaction by transaction basis, upon the successful completion of an acquisition by the Company. In each case, the quantum of any such fee payable to Unity Group by the Company will be agreed between the Company and Unity Group and may vary depending on the nature and terms of the acquisition completed by the Company. Aside from these success fees, Unity Group is not entitled to be paid any other fee by the Company. The service agreement can be terminated by the Company on 90 days' written notice to Unity Group or on immediate notice if Unity Group commits a material breach of its obligations under the agreement.

(c) ***Registry Services Agreement between Avenir Registrars Limited and the Company dated 22 January 2018***: The Company has entered into an agreement with Avenir Registrars Limited ("**Avenir**") to provide registrar services to the Company, including, *inter alia*, a securities registration and transfer office for the Company in the UK, maintaining the securities register, receiving transfers for certification and registration and producing transaction notification and other securities reports. Avenir is entitled to a fee of £4,000 per year, plus £1,250 in set up fees and additional hourly charges for out of scope work. The agreement is terminable by either party on three months' notice.

(d) ***Sale and Purchase Agreement between the shareholders of Lara Group PLC and the Company in relation to the acquisition of Lara Group PLC by the Company dated 22 August 2018:*** The Company has entered into a sale and purchase agreement dated 22 August 2018 for the entire issued share capital of Lara Group plc. The consideration under the terms of this agreement is the sum of £11,673,366.20, which will be satisfied by the allotment and issuance of consideration shares of ordinary shares of 1 euro each in MBH to the sellers of Lara. The agreement also provides for further consideration, as follows:

(i) MBH will assume responsibility for the satisfaction, in shares, of any amount due to Allan Presland under a sale and purchase agreement in respect of the entire issued share capital of Amplify Investments Ltd to Uovo Group PLC, which was novated to Lara Group PLC on 26 February 2018, as described in paragraph 10(f) below (the "**Amplify SPA**"). Under the Amplify SPA Allan Presland is entitled to deferred consideration, the first tranche of which will be an amount equal to:

- the (FY17 EBITDA less FY16 EBITDA) of Amplify Group x 3,

and the second tranche of which will be an amount equal to:

- the *(FY18 EBITDA less whichever is the highest of (i) FY16 EBITDA and (ii) FY17 EBITDA) of Amplify Group x 3*.

Any shares issued to Allan Presland in accordance with the Amplify SPA are also subject to a lock up period of 365 days from the date of issue.

(ii) MBH will assume responsibility for the satisfaction, in shares, of any amount due to the sellers of Daytrum Limited under a sale and purchase agreement between Lara Group PLC and Victoria Sylvester, Anne Littleton, George Littleton and Carolyn Edwards (for the purposes of this paragraph, the "**Daytrum Sellers**") for the sale and purchase of the entire issued share capital of Daytrum Ltd and its subsidiary undertaking, Acacia Training Ltd, as described in paragraph 10(g) below. The Daytrum Sellers will be entitled to earn-out consideration based on the EBITDA performance of Acacia for the financial years ended 31 December

2017, 31 December 2018, 31 December 2019 and 31 December 2020. This earn-out consideration will be based on the following formula (for the purposes of this paragraph only, "**Reference Year**" means the highest of the audited EBITDA of Acacia in any financial year after Completion or the EBITDA for the year ended 31 December 2016):

a. Value of the shares to be issued to the Daytrum Sellers = (EBITDA of present financial year – EBITDA of Reference Year) x 3; and

b. In determining the number of shares to be issued by MBH to the Daytrum Sellers, the value of shares will be the 30 day volume weighted average price of MBH's shares on the date immediately prior to the release of the audited financial statements of MBH (subject to a minimum value per share equal to its nominal value).

All shares issued and allotted under the agreement will be subject to a lock up period of 365 days from the date of issuance.

(e) ***Sale and Purchase Agreement between the shareholders of Corsora Limited and the Company in relation to the acquisition of Corsora Limited by the Company dated 3 September 2018:*** The Company has entered into a sale and purchase agreement dated 3 September 2018 regarding the acquisition of the entire issued share capital of Corsora Limited. The consideration under the terms of this agreement is the sum of €7,310,286, which will be satisfied by the issue of consideration shares of ordinary shares of 1 euro each in MBH to the sellers of Corsora. The agreement also provides for further consideration, as follows:

(i) MBH will assume responsibility for the satisfaction, in shares, of an additional payment of €5,159,961 (being a sum equal to 9.5 times Corsora's audited EBITDA for the period of 1 January 2018 to 31 March 2018) (for the purposes of this paragraph, the "**Deferred Payment Shares**"). All such shares to be issued will be subject to a 365 day lock up;

(ii) MBH will assume responsibility for the satisfaction, in shares, of further deferred contingent consideration (for the purposes of this paragraph, the "**Earn-out Consideration**") to which the sellers of Cape Ltd (who sold their shares to Corsora under a sale and purchase agreement in relation to the acquisition of Cape Limited dated 9 May 2018 and described in paragraph 10(h) below) are entitled. The amount of this Earn-out Consideration will be determined based on the financial performance and results of Cape for the financial years 31 December 2018 and 31 December 2019 based on the following formula:

a. In respect of the financial year ending 31 December 2018:

i. If the 2018 Increment is less than NZD500,000, then the Cape Sellers will be entitled to additional Purchaser Shares equivalent to the value of 3 times the 2018 Increment; or

ii. If the 2018 Increment is equal to or exceeds NZD500,000 then the Cape Sellers will be entitled to additional shares in MBH equivalent to the value of 5 times the 2018 Increment.

b. In respect of the financial year ending 31 December 2019:

i. If the 2019 increment is less than NZD 500,000 then the sellers of Cape will be entitled to additional shares in MBH equivalent to the value of 3 times the 2019 Increment; or

ii. If the 2019 increment is equal to or exceeds NZD 500,000, the sellers of Cape will be entitled to additional shares in MBH equivalent to the value of 4 times the 2019 Increment.

For the purposes of this clause:

"2018 Increment" means an amount equal to Cape's EBITDA for Cape's financial year ending on 31 December 2018 *less* an amount equal to Cape's EBITDA for Cape's financial year ending 31 December 2017.

"2019 Increment" means an amount equal to Cape's EBITDA for Cape's financial year ending on 31 December 2019 *less* an amount equal to the higher of Cape's EBITDA for Cape's financial year ending 31 December 2018 or 31 December 2017.

All the shares issued and allotted under the agreement will be subject to a lock up period of 365 days from the date of issuance.

(f) ***Sale and Purchase Agreement between Allan Presland and Lara Group PLC dated 30 April 2017:*** Allan Presland entered into a sale and purchase agreement relating to the sale and purchase of the entire issued share capital of Amplify Investments Ltd to Lara Group PLC (then known as Uovo Group plc), which was novated to Lara Group PLC on 26 February 2018. Consideration under the agreement is payable in two tranches, the first of which is the sum of £7,664,260, payable by the issue of 76,642,598 consideration shares of £0.002 nominal value in Lara Group PLC to Allan Presland. The consideration shares were allotted upon completion. The second tranche is payable as two sets of deferred consideration at the value of:

a. an amount of loan notes equal to three times the EBITDA of Amplify Group for the financial year ending 31 December 2017 minus the EBITDA of Amplify Group for the financial year ending 31 December 2016, which does not become due until the parties to the SPA agree to the value of the deferred payment after the publication of the audited accounts for the financial year ending 31 December 2017; and

b. an amount of shares equal to the three times the EBITDA of Amplify Group for the financial year ending 31 December 2018 less whichever is the highest of (a) the EBITDA of Amplify Group for the financial year ending 31 December 2016 and (b) the EBITDA of Amplify Group for the financial year ending 31 December 2017, which does not become due until the parties to the SPA agree to the value of the deferred payment after the publication of the audited accounts for the financial year ending 31 December 2018.

The deferred payments described in paragraphs (a) and (b) above will be satisfied in loan notes issued by Lara Group PLC with an aggregate principal value of £2,500,000. The agreement contains standard representations and warranties given by the Seller. Allan Presland's liability is limited to £250,000 for all claims under the warranties and there is a de minimis threshold of £20,000 per claim. It also contains a specific indemnity given by Allan Presland to hold harmless Lara Group PLC and Amplify Investments against all reasonable losses suffered or incurred by it arising from any claims or liabilities in connection with the exercise of the call option by Smart Allicks Limited (a subsidiary of Amplify) under a call option arrangement dated 8 September 2016 between Smart Allicks Limited, the Company and Nicholas George Williams.

(g) ***Sale and Purchase Agreement in relation to the acquisition of Daytrum Ltd dated 18 May 2018:*** A sale and purchase agreement between Lara Group PLC and Victoria Sylvester, Anne Littleton, George Littleton and Carolyn Edwards (for the purposes of this paragraph, the "**Sellers**") for the sale and purchase of the entire issued share capital of Daytrum Ltd and its subsidiary undertaking, Acacia Training Ltd. Consideration under the agreement is the sum of £777,158, payable by the issue of consideration shares of £0.10 nominal value in Lara Group PLC in proportion to the Sellers' shareholdings, with 5,107,040 shares payable at the date of the agreement and the remaining 2,664,540 shares payable if the EBITDA of Acacia Training Ltd for the financial year ending 31 December 2017 is equal to or greater than its EBITDA for the financial year ending 31 December 2016, as shown in the accounts.

The consideration shares will then be acquired by the Company as part of its acquisition of Lara Group PLC in consideration for new Ordinary Shares, which will be subject to a 365-day lock-up period. The agreement also contains earn-out provisions for the Sellers. The agreement contains standard constitutional, compliance and trading representations and warranties. Warranties are given by Victoria Sylvester (the majority seller), whose liability is limited in respect of any and all claims regarding the warranties to the value of the consideration shares and there is a de minimis threshold of £1000 for any one claim.

(h) ***Sale and Purchase Agreement in relation to the acquisition of Cape Limited dated 9 May 2018:*** A sale and purchase agreement was entered into between Corsora Ltd, Unity Group and the eight sellers of Cape Ltd relating to the acquisition of the entire issued share capital of Cape Limited by Corsora Ltd at an amount equal to 6.35 times Cape Limited's 31 March 2018 EBITDA plus earn-out consideration in the form of new shares in the Company based on the performance of Cape Limited for the financial years ending 31 December 2018 and 31 December 2019. The non-earn out consideration shall be satisfied in three parts by Corsora Ltd as follows:

a. as NZD 5,000,000 cash consideration within 30 business days of MBH's Admission to the Frankfurt Stock Exchange, made up of NZD \$3,000,000 in cash and NZD \$2,000,000 in new shares in Corsora Ltd;

b. initially, with the balance of consideration after payment of (i) being satisfied within seven days of completion by shares in Corsora Ltd equal to the value of 6.35 times Cape Limited's

EBITDA from the period 1 April 2017 to 31 December 2017, which constitutes an interim share issue; and

c. an issue of further shares within seven days of Cape Limited's completed audited accounts for the financial year ending 31 March 2018 at €1 per share equalling 6.35 times Cape Limited's EBITDA for the period 1 January 2018 to 31 March 2018, which constitutes a secondary share issue.

Unity Group has agreed to indemnify the sellers for the full consideration for their shares. The agreement also contains non-compete restrictions on the sellers and conditions subsequent governing the timing of the transfer of the consideration shares dependent on the acquisition of Corsora Limited by MBH, as referred to in paragraph 10(e) above, and providing for the consideration shares in Corsora Ltd to be exchanged for equivalent shares in MBH, which will be subject to a 365-day lock-up period, and a right of first refusal in favour of Unity Group. Unity Group and Corsora Ltd represent and warrant that they have the power to issue the consideration shares and the MBH shares, and that those consideration shares will be issued fully paid and free of encumbrances. (except in relation to the lock-up agreement).

(i) ***Facility Agreement between Clydesdale Bank plc and Lara Group PLC dated 19 May 2018:*** Lara Group PLC has entered into a term facility agreement with Clydesdale Bank plc to borrow up to £750,000 for the purpose of re-financing certain existing third party debt within Lara Group PLC and for general working capital purposes. The facility has a term of four years and contains customary representations, undertakings and financial covenants from Lara Group PLC for a facility of this nature. The facility is secured by debentures from Lara Group PLC and certain of its subsidiaries in favour of Clydesdale Bank plc.

(j) ***Lock-in agreements and orderly market arrangements***: Between 30 April 2018 and the date of this Prospectus the Shareholders listed below each entered into lock-in agreements with the Company under the terms of which they have covenanted not to sell, transfer, pledge or otherwise deal with any of the Ordinary Shares held by them in the Company (or any Ordinary Shares which arise from their existing holding of Ordinary Shares), for a period of 12 months commencing on the date of the relevant lock-in agreement. These Shareholders have each also entered into an orderly market arrangement with the Company under the terms of which they have covenanted only to sell any of their Ordinary Shares in MBH through MBH's brokers so as to ensure an orderly market in the Ordinary Shares. The covenants under these orderly market arrangements will run for a period of 12 months commencing on the date on which the relevant lock-in agreement expires, except in limited circumstances including, inter alia, acceptance of a takeover offer, a buy-back of shares by the Company or pursuant to a court order. The relevant Shareholders who are party to the lock-in agreements and orderly market arrangements are:

Allan Presland
Unity Global Holdings Pte Ltd
Victoria Anne Sylvester
Anne Shirley Littleton
George Littleton
Carolyn Edwards

David Michael Howes
Trinacria Trust Limited as trustee of The Trinacria Trust
Dianne Patricia Weissenborn
Timothy John Moleta
Claymore Partners Trustee (2015) Ltd
Claymore Partners Trustee (2015) Ltd as Trustee of the F Trust
Claymore Partners Trustee (2015) Ltd as Trustee of the CJ Trust
Claymore Partners Trustee (2015) Ltd as Trustee of the O Trust
Jeremy Harbour
555 Pte Ltd

11 RELATED PARTY TRANSACTIONS

There are no related party transactions for the period covered by the historical financial information and up to the date of this document.

12 CAPITALISATION AND INDEBTEDNESS

The following information on the Group's capitalisation and indebtedness has been extracted, without material adjustment, from Part 4 (Historical Financial Information) and the Group's accounting records. The information below should be read together with Part 3 (Operating and Financial Review) and Part 4 (Historical Financial Information).

The following tables set out the Group's capitalisation and indebtedness as of 30 September 2018:

	As of 30 September 2018
	£('000)
Total current debt	344
Guaranteed	Nil
Secured	344
Unguaranteed	Nil
Total non-current debt (excluding current portion of long term debt)	609
Guaranteed	Nil
Secured	609
Unguaranteed	Nil
Total indebtedness	953

	As of 30 September 2018

	£('000)
Shareholders' equity	
Share capital	25,645
Share premium	Nil
Other reserves	Nil
Total capitalisation[(1)(2)]	25,645

Notes:

[1] There has been no material change in the Group's capitalisation since 30 September 2018.

[2] Total capitalisation does not include the profit and loss account reserve.

	As of 30 September 2018
	£
Cash (A)	383,323
Cash equivalent (B)	Nil
Trading Securities (C)	Nil
Liquidity (D = A+B+C)	383,323
Current Financial Receivable (E)	3,688,065
Current bank debt (F)	250,000
Current portion of non-current debt (G)	93,750
Other current financial debt (H)	Nil
Current financial debt (I = F+G+H)	343,750
Net current financial indebtedness J = (I)-(E)-(D)	(3,727,639)
Non-current bank loans (K)	609,375
Bonds issued (L)	Nil
Other non-current loans (M)	Nil

Non-current financial indebtedness (N = K+L+M)	609,375
Net financial indebtedness (O = J+N)	(3,118,264)

13 WORKING CAPITAL

The Directors are of the opinion that the working capital of the Group is sufficient for its present requirements, that is, for at least the period of 12 months from the date of this Prospectus.

14 PROPERTY, PLANT AND EQUIPMENT

The principal leased properties of the Group are detailed in paragraph 7 above. Aside from those leased properties, the Group does not have any material tangible fixed assets and there are no major encumbrances over those leased properties.

15 LITIGATION

No member of the Group is or has been involved in any governmental, legal or arbitration proceedings which may have, or have had during the 12 months preceding the date of this document, a significant effect on the Group's financial position or profitability and, so far as the Directors are aware, there are no such proceedings pending or threatened against any member of the Group.

16 GENERAL

16.1 Since 31 December 2017 (being the date to which the historical financial information on the Group which is included in this document was prepared) the following significant changes in the financial or trading position of the Group occurred:

(i) the Company acquired Lara Group PLC on 22 August 2018 and allotted a total of 13,369,170 new Ordinary Shares to the vendors of Lara Group PLC, to Unity Group and to certain of its directors in connection with that acquisition;

(ii) the Company acquired Corsora Limited on 3 September 2018 and allotted a total of 12,470,249 new Ordinary Shares to the vendors of Corsora Limited and certain of its directors;

(iii) the Company allotted a total of 160,312 on 5 September 2018 new Ordinary Shares to certain of its directors in consideration for their services in relation to the above acquisitions; and

(iv) the Company allotted a total of 2,985,505 on 5 September 2018 new Ordinary Shares to the vendors of Lara Group PLC and Corsora Limited by way of deferred consideration in connection with those acquisitions.

16.2 The estimated costs and expenses relating to Admission payable by the Company are estimated to amount to approximately £269,313 (excluding VAT).

16.3 The financial information set out in this document relating to the Group does not constitute statutory accounts within the meaning of section 434 of the Companies Act 2006. Barnes Roffe LLP, chartered accountants of Charles Lake House, Claire Causeway, Crossways Business Park, Dartford DA2 6QA, have given unqualified audit reports on the statutory accounts of the Company for the financial years ended 31 December 2016 and 31 December 2017 within the meaning of section 495 of the Companies Act 2006. None of those reports contained any statements under section 498(2) or (3) of the Companies Act 2006. Statutory accounts of the Company for the financial years ended 31 December 2016 and 31 December 2017 have been delivered to the Registrar of Companies in England and Wales pursuant to section 441 of the Companies Act 2006.

16.4 Barnes Roffe LLP has given and not withdrawn its written consent to the issue of this document with the inclusion in it of its reports in relation to:

(a) the financial statements of the Company for the financial years ended 31 December 2016 and 31 December 2017 contained in Part 4 of this document;

(b) the financial statements of Parenta Group Limited for the financial years ended 31 December 2015, 31 December 2016 and 31 December 2017 contained in Part 4 of this document;

(c) the financial statements of Parenta Training Limited for the financial years ended 31 December 2015, 31 December 2016 and 31 December 2017 contained in Part 4 of this document;

(d) the financial statements of Cape Limited for the financial years ended 31 March 2016, 31 March 2017 and 31 March 2018 which are contained in Part 4 of this document; and

(e) the pro forma financial information of the Group contained in Part 5 of this document,

and the references to the above reports and to its name in the form and in the context in which they are included. Barnes Roffe LLP has no material interest in the Company.

16.5 Smith Cooper Audit Limited has given and not withdrawn their consent to the inclusion of the non-statutory financial statements for Acacia Training Limited for the years ended 31 December 2015, 2016 and 2017 as prepared under IFRS and their reports contained therein, for inclusion in this Prospectus. Smith Cooper Audit Limited confirm their independence in relation to Acacia Training Limited.

16.6 Save as otherwise disclosed in this document there are no patents or other intellectual property rights, licences, industrial, commercial or financial contracts or new manufacturing processes which are material to the Group's business or profitability.

16.7 There is no dilution in connection with Admission.

16.8 The Company's entire issued ordinary share capital is currently listed on the junior market (the "*allgemeiner Freiverkehr*") of the Düsseldorf Stock Exchange. Shortly following publication of this Prospectus, the Company will apply for the admission of the Ordinary Share Capital to the Primärmarkt of the Düsseldorf Stock Exchange.

16.9 Certain information in this document has been obtained from external publications and third parties and is sourced in this document where that information is included. The Company confirms that this information has been accurately reproduced and, so far as the Company is aware and is able to ascertain from the information published by applicable third parties, no facts have been omitted which would render the reproduced information inaccurate or misleading. Unless otherwise stated, such information has not been audited.

17 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during normal business hours on any day (except Saturdays, Sundays, bank and public holidays) free of charge to the public at the offices of the Company and at the offices of Bryan Cave Leighton Paisner LLP, Adelaide House, London Bridge, London EC4R 9HA from the date of this document to the date one month from the date of Admission:

(i) the memorandum of association of the Company and the Articles;

(ii) the reports and letters prepared by Barnes Roffe LLP set out in Parts 4 and 5 of this document; and

(iii) the historical financial information referred to in paragraph 16.3 above.

Dated: 8 November 2018

Part 8
Definitions

The following definitions apply throughout this document, unless the context requires otherwise:

"**$**"	United States dollars
"**€**"	European Union euros
"£"	Pounds sterling, the lawful currency of the UK
"**Admission**"	the admission of the Ordinary Shares to trading on the Primärmarkt of the Düsseldorf Main Market
"**Agglomeration Model**" or "**Agglomeration**"	the business model used by the Company to acquire target businesses, the use of which is licensed to the Company by Unity Group, as set out in further detail on pages 30 and 31 of this document
"**Articles**"	the articles of association of the Company, a summary of which is set out in paragraph 3 of Part 7 of this document
"**Audit Committee**"	the audit committee of the Company
"**Aus$**"	Australian dollars
"**Board**" or "**Directors**"	the directors of the Company from time to time, being, as at the date of this document, those directors whose names are set out on page 27 of this document
"**CAGR**"	compound annual growth rate
"**Cape**"	Cape Limited, a company incorporated under the laws of New Zealand.
"**Companies Act 2006**"	the UK Companies Act 2006 as defined in its section 2, as from time to time amended
"Company", "**MBH Corporation**" or "**MBH**"	MBH Corporation plc, a public limited company incorporated in England and Wales under registration number 10238873
"**Connected Person**"	a connected person within the meaning of sections 252 to 255 of the Companies Act
"**CREST**"	the electronic transfer and settlement system for the paperless settlement of trades in listed securities operated by Euroclear
"**CREST Regulations**"	the Uncertificated Securities Regulations 2001 (SI

	2001/3755) as amended from time to time, and any applicable rules made under those regulations
"**DTRs**"	the Disclosure Guidance and Transparency Rules
"**Düsseldorf Stock Exchange**"	the Düsseldorf arm of BÖAG Börsen AG
"**Euroclear**"	Euroclear UK & Ireland Limited, the operator (as defined in the CREST Regulations) of CREST
"**Executive Directors**"	the executive Directors of the Company, being Allan Presland and Victor Tan as at the date of this Prospectus
"**FCA**"	the UK Financial Conduct Authority
"**FSMA**"	the UK Financial Services and Markets Act 2000, as amended
"**General Meeting**"	a general meeting of the Company held in accordance with the Companies Act 2006 and the Company's Articles of association
"**Group**"	the Company and its Subsidiaries
"**HMRC**"	HM Revenue & Customs
"**Nomination and Remuneration Committee**"	the nomination and remuneration committee of the Board
"**Non-Executive Directors**"	the non-executive Directors of the Company being David Hallam, Callum Laing and Toby Street as at the date of this document
"**NZ$**"	New Zealand dollars
"**Ordinary Shares**"	ordinary shares of €1 each in the share capital of the Company
"**Ordinary Share Capital**"	the entire Ordinary Share capital of the Company at Admission, consisting of 29,235,236 Ordinary Shares
"**Parenta Companies**"	Parenta Holdings Ltd and its subsidiaries, Parenta Group Ltd, Parenta Training Ltd, Parenta Ltd and Parenta Financial Services Limited
"**Primärmarkt**"	the main market segment of the Düsseldorf Stock Exchange
"**Prospectus**"	this document
"**Prospectus Rules**"	the prospectus rules of the Financial Conduct Authority made under Part VI of the FSMA

"**Registrar**"	Avenir Registrars Limited
"**RoATP**"	the UK's Register of Apprenticeship Training Providers
"**ROTO**"	the UK's Register of Training Organisations
"**Senior Management**"	the senior management of the Company, being Allan Presland, Victor Tan, Callum Laing, David Hallam, Toby Street, Barnaby Wynter, Raphael Sandhu and David Howes as at the date of this document
"**Shareholders**"	the holders of Ordinary Shares in the Company from time to time
"**SME**"	a small-to-medium enterprise
"**subsidiary**"	as defined in sections 1159 and Schedule 6 of the Companies Act
"**Subsidiaries**"	Lara Group PLC, Daytrum Ltd, Acacia Training Ltd, Amplify Investments Ltd, Smart Allicks Ltd, the Parenta Companies, Cape Ltd and Corsora Ltd, being all of the subsidiaries of the Company as at the date of this document
"**Statutes**"	every statute (including but not limited to any statutory instrument, order, regulation or subordinate legislation) governing companies which are incorporated in England and Wales and from time to time in force, or was in force at a particular time, including the Companies Act 2006
"**Takeover Code**"	the City Code on Takeovers and Mergers published by the Takeover Panel
"**UK**" or "**United Kingdom**"	the United Kingdom of Great Britain and Northern Ireland
"**UK Listing Authority**"	the Financial Conduct Authority acting in its capacity as the competent authority for the purposes of Part VI of the FSMA
"**Unity Group**"	The Unity Group of Companies Pte. Limited, incorporated under the laws of Singapore