TAVISTOCK INVESTMENTS PLC
(formerly SocialGO plc)

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2013

Company Number: 05066489

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CHAIRMAN'S STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2013

I am pleased to present the Company's results for the year ended 31 December 2013. I would, however, caution shareholders that as a consequence of the fundamental restructuring of the Company that took place during the period under review, the Profit and Loss Account cannot be considered to be representative of the Company's normal performance or to provide much indication as to its future potential.

I was appointed to the Board in May 2013 with a mandate to review the Company's existing operations and to consider options for delivering greater value to shareholders. In July 2013 shareholders approved the adoption of a new investment strategy and the disposal of the Company's loss making software businesses. The losses from those businesses until 29 July 2013 contributed significantly to the reported loss for the period.

Having drawn a line under the past, I have been working hard with others to identify and progress acquisition opportunities and to put in place a new, able and experienced management team to enable the rebuilding of shareholder value to commence in earnest.

I am pleased to report that much has been achieved over the past months and I hope to be in a position in the very near future to update shareholders on the progress that has been made.

I would like to thank shareholders for their patience and for their support during the period and fully expect that their patience will be properly rewarded in the future.

Oliver Cooke
Chairman
12 May 2014

OPERATIONAL AND FINANCIAL REVIEW

FOR THE YEAR ENDED 31 DECEMBER 2013

Results from operations

The Group made a loss from operations for the year of £516,000 (2012: £1,542,000).

Other administrative expenses were the main component of the loss on ordinary activities during the year ended 31 December 2013.

Revenue was £176,000 (2012: £562,000) and cost of sales, £114,000 (2012: £294,000)

Administrative expenses was made up as follows:

Research and Development expenditure of 57,000 and £Nil tax credit (2012: £102,000 expenditure and £121,000 credit) and other administrative expenses of £429,000 (31 December 2012 - other administrative expenses £1,132,000 and goodwill impairment £697,000).

Disposal of SocialGO business

On 29 July 2013, the Company disposed of its entire operating business, SocialGO to DWAV Limited for a nominal consideration of £1. Neil Goodall, Brett Morris, Alex Halliday Steve Hardman and Ian Livingstone resigned as directors on the same date.

Fundraising and Capital Reorganisation

On 29 July 2013, the Company's ordinary shares of 1 pence each were subdivided into one new ordinary share of 0.01 pence each and one deferred share of 0.99 pence each.

On the same date, the Company raised £200,000 (before expenses) of additional working capital through a placing of 400,000,000 new ordinary shares at a price of 0.05 pence per share and 35,000,000 New Ordinary Shares were issued as settlement for professional fees.

On 4 November 2013 the Company placed 328,571,429 new ordinary shares of 0.01 pence each with new and existing investors at a price of 0.07 pence per share raising £230,000, before expenses. The net proceeds of the placing were used for ongoing working capital.

Investing Policy

Following the disposal of the SocialGO business, the Company became an Investing Company under the AIM Rules and its investing policy is to either acquire or invest in a business or businesses which have some or all of the following characteristics:

- Strong management with a proven track record;
- Ready for investment without the need for material re-structuring by the Company;
- Generating positive cash flows or imminently likely to do so;
- Via an injection of new finances or specialist management, the Company can enhance the prospects and therefore the future value of the investment;
- Able to benefit from the Directors' existing network of contacts; and
- Potential to deliver significant returns for the Company.

The Company is focused on opportunities within the financial services sector located in the United Kingdom but may consider investments in other sectors or in other geographical regions that the Directors have expertise in.

Taxation

No tax credit or charge arises on the loss for the financial period (2012: £nil).

Following the disposal of the SocialGO business, at 31 December 2013 the Group does not have any significant losses available to carry forward (2012: £16.3 million) to set against future taxable profits.

Loss per share

Basic and diluted loss per share for the year of 0.07p (2012: 0.33p).

Risks and uncertainties

The principal risk to the business is its ability to identify and finance acquisitions in the future.

Key performance indicators

The company has no key performance indicators in its current position.

Working Capital

At 31 December 2013, the Group had bank balances of £324,000 (2012: - £32,000). At the end of the financial period the group had net current assets of £238,000 (2012: net current liabilities of £197,000).

The Group has sufficient working capital for the next year or until it identifies an investment opportunity.

Oliver Cooke
Chairman
12 May 2014

DIRECTORS AND BOARD COMMITTEES

FOR THE YEAR ENDED 31 DECEMBER 2013

Oliver Cooke

Executive Chairman, chairman of remuneration committee, aged 59

Oliver has over 30 years of financial and business development experience gained in a range of quoted and private companies including over ten years' experience as a Public Company Director. He has considerable experience in the fields of acquisitions, disposals, fundraisings, turnarounds, restructurings and strategic transformation. He serves as a Non-Executive Director of Peterhouse Corporate Finance Limited.

Oliver is a Chartered Accountant and Fellow of the Association of Chartered Certified Accountants.

Dominic Wheatley

Non-executive director, remuneration committee member, chairman of audit committee, aged 54

Dominic co-founded Bright Things in September 2002. Dominic co-founded Domark in 1984, a video games company that he later reversed into Eidos. In 1992 Dominic established Domark's US subsidiary in California. The company changed its name and Dominic served as CEO of Eidos Interactive until 1997. He then became an investor in various companies, some of which he joined as a Director and helped float on the London Stock Exchange (Statpro plc, Kuju plc and Telecom Plus plc).

Dominic is the CEO of the Catalis SE group.

Lord William Astor

Non-executive director, remuneration committee member, aged 62

Lord William Astor serves in the House of Lords. His former positions include Deputy Chairman of Chorion plc.

He is a director of Networkers International plc and Silvergate Media Ltd.

CORPORATE GOVERNANCE STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2013

The board is committed to establishing and maintaining high standards of corporate governance, the process by which the Group is directed and managed, risks are identified and controlled and effective accountability assured. The Board voluntarily applies the principles of good corporate governance so far as is practicable for a group of this size.

However, on 29 July 2013 the company's operating business was disposed of and since that date the Company has been an Investing Company under the AIM Rules.

Since 29 July 2013 the company's activity has been minimal whilst it seeks opportunities.

The Board of Directors

The Board currently comprises one executive director and two non-executive directors.

Oliver Cooke was appointed as the Chairman of the group. Non-executive directors are considered independent. All directors are required to stand for re-election at least every three years.

All members of the board are equally responsible for the management and proper stewardship of the Group. The non-executive directors are independent of management and, other than described in note 16 to the accounts, free from any business or other relationship with the Company or Group. The non-executive directors are able to bring independent judgement to issues brought before the Board.

The Board met during the year and meets where necessary to approve specific decisions.

Directors may take, at the Company's expense, independent professional advice.

The audit committee

The audit committee has two members and meets on an ad hoc basis as required.

The remuneration committee

This committee is made up of the full Board, and is responsible for the remuneration of the executive directors. It reviews the broad framework for executive remuneration and determines, on behalf of the Group, the individual remuneration packages. The policies they adopt along with details of directors remuneration and service contracts are included in the Remuneration report. The committee meets on an ad hoc basis as required.

The nomination committee

The directors do not consider it is appropriate for a company of this size to have a nomination committee.

Communication with shareholders

The Executive Chairman is available to meet with institutional shareholders and to answer questions from private shareholders. Each shareholder receives the annual report, which contains the Chairman's statement. The annual and interim reports, together with other corporate press releases are available on the Company website.

The Annual General Meeting provides a forum for all shareholders to raise issues with the directors. The Notice convening the meeting is issued with notice of 21 clear days. Separate resolutions are proposed on each substantially separate issue.

Risk management and internal controls
The directors are responsible for the Group's system of internal control and for reviewing its effectiveness.

However, as noted above in its current circumstances the key risk which requires management is its ability to identify and finance acquisitions in the future.

Going concern
As the Group is currently seeking investment opportunities, the directors are of the opinion that the current cash reserves are sufficient to cover the minimal overheads of the Group for at least twelve months from the approval of the financial statements.

As at the date of this report, the Company has no available credit facilities. In the event the Company required further funds for investment purposes, a fund raising exercise would be proposed with existing and potential new investors.

Accordingly, the directors believe the going concern basis to be appropriate.

External audit matters

Independence

The audit committee has sole responsibility for assessing the independence of the external auditors.

Compliance

The Group has applied the principles relating to directors' remuneration as described below. Details of each individual director's remuneration and share options are included within the remuneration report and those of directors' shareholdings are set out in the report of the directors.

Remuneration committee

The Committee comprises the full Board. Oliver Cooke is chairman of the remuneration committee. The Committee has access to professional advice as and when it considers it necessary. The Remuneration Committee's principal functions were to advise on the broad framework for executive remuneration but with little ongoing activity and fixed remuneration for the three directors, which is not being paid, this has not been necessary.

Share options

Share option awards may be made to directors under the various schemes in place. Share options are the main incentive scheme for the executive directors of the Group. The Board believe that this is the best way to align the interest of the directors with the shareholders in this early stage of the Group.

Service contracts

The service contracts of the current directors are as follows:

Executive director	**Commencement date**	**Expiry date**
Oliver Cooke	3 May 2013	terminable on six months' rolling notice
Non-executive directors		
Dominic Wheatley	15 May 2013	terminable on three months' rolling notice
Lord William Astor	15 May 2013	terminable on three months' rolling notice

Directors' remuneration

The emoluments of the individual directors were as follows:

	2013 **£'000**	**2012** **£'000**
Basic salary and fees:		
Executive directors		
Oliver Cooke (*)	58	-
Neil Goodall	-	54
Brett Morris	-	12
Non-executive directors		
Ian Livingstone		6
Dominic Wheatley (*)	15	20
Alex Halliday	-	46
Steve Hardman	-	37
Lord William Astor (*)	15	-
	88	175

(*) The emoluments for the current directors have been accrued in the financial statements but have not been paid.

Directors' remuneration (continued)

No amounts (2012: £nil) were paid by the Group into pension schemes for the benefit of the directors.

The share options granted to the current directors under individual share option agreements are set out below:

	Number at start of year	Exercise price	Issued in the year	Exercise price	Number at end of year	Date from which exercisable	Expiry date
Executive directors							
Oliver Cooke	-	-	-	-	-	N/A	N/A
Non-executive directors:							
Lord Astor	1,500,000	1.25 p			1,500,000	24/10/2009	24/10/2008
			25,000,000	0.05 p	25,000,000	17/10/2013	17/10/2023
Dominic Wheatley	7,046,053	1.25 p			7,046,053	12/02/2012	12/01/2020
			25,000,000	0.05 p	25,000,000	17/10/2013	17/10/2023

The market price of the shares at 31 December 2013 was 0.075 pence (31 December 2012 – 0.25 pence) and the range during the financial period was 0.055 pence to 0.45 pence. The UK Corporate Governance Code recommends that non-executive directors should not be eligible for the award of share options. The Board believes that given the size and nature of the Group it is appropriate for non-executive directors to be incentivised in a similar manner to other directors.

On behalf of the Board

Oliver Cooke
Chairman
12 May 2014

STRATEGIC REPORT

FOR THE YEAR ENDED 31 DECEMBER 2013

Business Review

The review of the business is set out in the Operating and Financial Review.

Outlook for the business

The Company is currently an Investing Company under the AIM Rules.

It is focused on opportunities within the financial services sector located in the United Kingdom.

Risks and uncertainties

In its current position, the principal risk to the business is its ability to identify and finance acquisitions in the future.

Key performance indicators

The company has no key performance indicators in its current position.

Approved by the Board and signed on its behalf:

Oliver Cooke
Chairman

12 May 2014

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2013

The directors present their annual report on the affairs of the Group, together with the accounts and the independent auditor's report for the year ended 31 December 2013.

The current period under review is the year ended 31 December 2013.

Principal activities, review of business and future developments

The Group disposed of its operating business, SocialGO on 29 July 2013 and on the same date, the company changed its name to Tavistock Investments PLC.

The Group is currently seeking investment opportunities and the Company's principal activity is that of a holding company.

We remain confident over the prospects for Tavistock Investments Plc.

DIRECTORS

Oliver Cooke	Executive Chairman (appointed 3 May 2013)
Dominic Wheatley	Non-Executive Director
Lord William Astor	Non-Executive Director
Brett Morris	Finance Director (Resigned 29 July 2013)
Alex Halliday	Non-Executive Director (Resigned 29 July 2013)
Steve Hardman	Non-Executive Director (Resigned 29 July 2013)
Ian Livingstone	Non-Executive Director (Resigned 29 July 2013)
Neil Goodall	Chief Executive Officer (Resigned 29 July 2013)

SECRETARY AND REGISTERED OFFICE

Oliver Cooke
125 Old Broad Street
London EC2N 1AR

Results and dividends

The consolidated statement of comprehensive income is set out on page 15. The group loss for the period before and after tax is £516,000 (2012: £1,541,000). Basic loss per share is 0.07 pence (2012: 0.33 pence). The directors do not recommend the payment of a dividend for the period (2012: £nil).

Substantial Shareholdings

As at 29 April 2014, the Company had been notified of the following interests of 3% or more in the issued ordinary share capital of the Company:

Shareholder	Number of shares	Percentage of issued share capital (%)
Alan Watkins	57,500,000	4.68%
Frederick Peters	37,580,511	3.06%
Robert McFadden	37,300,000	3.04%

Research & development

Following the disposal of the SocialGO business the Group does not conduct any research and development activities

Financial instruments and financial capital management

The Group's policy on the use of financial instruments and financial capital management is set out in notes 1 and 12.

Share listing

The Group's Ordinary shares are listed on the Alternative Investment Market on the London Stock Exchange.

Share capital

Changes to share capital during the period are given in note 13 to the accounts onwards.

Supplier payment policy

The Group's policy is to settle terms of payment with suppliers when agreeing the business transaction; ensure that those suppliers are made aware of the terms of payment by including them in the terms and condition of the contract; and pay in accordance with contractual and legal obligations. Trade payables of the Group at period end represented 60 days purchases (2012: 32 days).

Charitable and political donations

During the period the Group made no charitable or political donations (31 December 2012 - £nil).

Directors

The directors of the Group during the period and at the period end and their beneficial interests in the ordinary share capital and options to purchase such shares were as follows:

	Ordinary shares of 1p each			
	31 December 2013		**1 January 2013**	
	Share options	**Shares**	**Share options**	**Shares**
Executive directors:				
Oliver Cooke (*)	-	20,000,000 10,000,000(*)	-	-
Neil Goodall (**)	N/A	N/A	-	-
Brett Morris (**)	N/A	N/A	10,000,000	-
Non-executives directors:				
Ian Livingstone (**)	N/A	N/A	950,000	12,905,556
Dominic Wheatley	26,500,000	111,805,102	1,500,000	71,805,102
Alex Halliday (**)	N/A	N/A	8,546,053	22,518,748
Steve Hardman (**)	N/A	N/A	7,763,158	20,713,482
Lord William Astor	32,046,053	50,000,000	7,046,053	-

(*) Oliver Cooke holds 20,000,000 Ordinary shares and 10,000,000 A Ordinary shares.

(**) Neil Goodall, Brett Morris, Ian Livingstone, Alex Halliday and Steve Hardman resigned on 29 July 2013.

The director who retires by rotation is Oliver Cooke who, being eligible, offers himself for re-election.

Directors' responsibilities

The directors are responsible for preparing the annual 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 Group financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union and the Company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 group and company and of the profit or loss of the group for that period.

The directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market.

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

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- for the group financial statements, state whether they have been prepared in accordance with IFRSs as adopted by the European Union;
- for the parent company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the parent company will continue in business.

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

Website publication

The directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the Group's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the Group's website is the responsibility of the directors. The directors' responsibility also extends to the on-going integrity of the financial statements contained therein.

Going concern

The going concern basis of preparation has been applied in preparing these financial statements as disclosed in note 1.

Directors' statement as to disclosure of information to auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Group's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any audit information of which the auditors are unaware.

On behalf of the Board on 12 May 2014

Oliver Cooke
Chairman

We have audited the financial statements of Tavistock Investments PLC for the year ended 31 December 2013 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Financial Position, the Company Balance Sheet, the Consolidated Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union. The financial reporting framework that has been applied in preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with sections Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

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

Scope of the audit of the financial statements

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

Basis for qualified opinion on financial statements

We were unable to obtain sufficient appropriate audit evidence regarding the income and expenditure and cash flows of the Company and the Group prior to the disposal of the SocialGo business on 29 July 2013.

Any adjustments to the figures in the Consolidated Statement of Comprehensive Income would have a corresponding effect on the loss of disposal of the business but would leave the Group loss for the year unchanged. There were no other satisfactory audit procedures that we could adopt to confirm the results of the business were properly recorded.

Qualified Opinion on financial statements

In our opinion, except for the possible effects of the matters described in the basis for qualified opinion:

- the financial statements give a true and fair view of the state of the Group's and the parent company's affairs as at 31 December 2013 and of the group's loss for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company's financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – Going concern

In forming our opinion on the financial statements, we have considered the adequacy of the disclosure made in the accounting policies concerning the Company's ability to continue as a going concern. The Group incurred a net loss of £516,000 during the year ended 31 December 2013, a significant part of which was incurred prior to the disposal of the SocialGo business.

At 31 December 2013, following a significant reduction in the overhead base and cash raised from fundraising, the Group's bank balances were £324,000.

Despite the Group's cash outflows being minimal, which is explained in detail in note 1 of the accounting policies, in the absence of an acquisition and attendant fundraising, there is uncertainty regarding the Company and the Group's ability to continue as a going concern. The financial statements do not include the adjustments which would result if the company was unable to continue as a going concern.

Opinion on other matters prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

In respect solely of the limitation in our work relating to the accounting records of the Company and the Group prior to the disposal of the Social Go business:

- we have not obtained all the information and explanations that we considered necessary for the purposes of our audit; and
- adequate accounting records have not been kept by the parent company for the period prior to the disposal of the SocialGo business.

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

- the parent company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns; and
- certain disclosures of directors' remuneration specified by law are not made.

Simon Wilks (Senior statutory auditor)
For and on behalf of haysmacintyre, statutory auditor

26 Red Lion Square
London WC1R 4AG

12 May 2014

TAVISTOCK INVESTMENTS PLC
(formerly SocialGO plc)

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31 DECEMBER 2013

	Note	2013 £'000	2012 £'000
Revenue – discontinued activities	3	176	562
Cost of sales – discontinued activities		(113)	(294)
Gross profit– discontinued activities		63	268
Research and development costs		(57)	(102)
Research and development credit		-	121
Impairment of goodwill		-	(697)
Administrative expenses - other		(429)	(1,132)
Total administrative expenses		(486)	(1,810)
Loss from operations	4	(423)	(1,542)
Analysis of Loss from operations:			
Discontinued activities		(194)	(1,542)
Continuing activities		(229)	-
Loss on disposal of discontinued operations		(92)	-
Interest payable		(2)	-
Finance income		1	1
Loss before and after tax and total comprehensive income for the year	6	(516)	(1,541)
Loss per share			
Basic and diluted	7	(0.07) p	(0.33)p

The notes on pages 19 to 33 form part of the group financial statements.

TAVISTOCK INVESTMENTS PLC
(formerly SocialGO plc)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2013

	Share capital £'000	**Share premium £'000**	**Merger reserve £'000**	**Retained deficit £'000**	**Shares to be issued £'000**	**Total equity £'000**
31 December 2011	7,194	11,512	(118)	(17,002)	210	1,796
Share based payment charge	-	-	-	62	-	62
Issue of shares – acquisition of Get On With It Limited	58	17	-	-	(75)	-
Issue of shares and warrants – broker fees consideration	25	-	-	-	-	25
Loss before and after tax and total comprehensive income	-	-	-	(1,541)	-	(1,541)
31 December 2012	7,277	11,529	(118)	(18,481)	135	342
31 December 2012	7,277	11,529	(118)	(18,481)	135	342
Issue of shares	194	358	-	-	(135)	417
Reserves transfers	-	-	118	(123)	-	(5)
Loss before and after tax and total comprehensive income	-	-	-	(516)	-	(516)
31 December 2013	**7,471**	**11,887**	**-**	**(19,120)**	**-**	**238**

The notes on pages 19 to 33 form part of the group financial statements.

TAVISTOCK INVESTMENTS PLC **COMPANY NUMBER: 05066489**
(formerly SocialGO plc)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

FOR THE YEAR ENDED 31 DECEMBER 2013

		Group		Group	
		2013	2013	2012	2012
		£'000	£'000	£'0000	£'000
ASSETS					
Non-current assets					
Property, plant and equipment	8		-		3
Intangible assets	9		-		628
Total non-current assets			-		631
Current assets					
Trade and other receivables	10	43		132	
Cash and cash equivalents	12	324		32	
Total current assets			367		164
Total assets			367		795
LIABILITIES					
Non-current liabilities					
Deferred R&D credits	11		-		(92)
Total non-current liabilities			-		(92)
Current liabilities					
Trade and other payables	11	(5)		(103)	
Deferred R&D credits	11	-		(36)	
VAT and social security liabilities	11	-		(39)	
Accruals	11	(124)		(183)	
Total current liabilities			(129)		(361)
Total liabilities			(129)		(453)
Total net assets			238		342
Capital and reserves attributable to owners of the parent					
Share capital	13		7,471		7,277
Share premium			11,887		11,529
Merger reserve			-		(118)
Retained deficit			(19,120)		(18,481)
Shares to be issued			-		135
Total equity			238		342

The financial statements were approved by the Board and authorised for issue on 12 May 2014.

Oliver Cooke
Chairman

The notes on pages 19 to 33 form part of the group financial statements.

TAVISTOCK INVESTMENTS PLC
(formerly SocialGO plc)

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 DECEMBER 2013

	2013		2012	
	£'000	£'000	£'0000	£'000
Cash flows from operating activities				
Loss before tax		(516)		(1,541)
Share based payments		-		62
Depreciation on property plant and equipment		-		4
Amortisation of intangible assets		-		457
Impairment of intangible assets		-		697
Loss on disposal of discontinued operations		92		-
Finance income		(1)		(1)
Cash flows from operating activities before changes in working capital		(425)		(322)
(Increase)/decrease in trade and other receivables		(43)		140
(Decrease)/increase in trade and other payables		(30)		24
Cash used in operations		(498)		(158)
Investing activities				
Capitalised R&D expenditure	-		(183)	
Finance income	1		1	
Net cash on hive down of subsidiary	372		-	
Net cash generated from/(used in) investing activities		373		(182)
Financing activities				
Issue of new share capital (net of costs)	417		25	
Net cash from financing activities		417		25
Net increase/(decrease) in cash and cash equivalents		292		(315)
Cash and cash equivalents at beginning of the year		32		347
Cash and cash equivalents at end of the year		324		32

The notes on pages 19 to 33 form part of the group financial statements.

1. ACCOUNTING POLICIES

Principal accounting policies
The Company is a public company incorporated and domiciled in the United Kingdom. The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation
The financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards and Interpretations (collectively IFRS) issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("adopted IFRSs") and those parts of the Companies Act 2006 which apply to companies preparing their financial statements under IFRSs.

The current period under review is the 12 month period ended 31 December 2013.

Changes in accounting policies
a) New standards, interpretations and amendments effective from 1 January 2013

None of the standards, interpretations or amendments effective in this financial period have had a material impact on the financial statements.

b) New standards, interpretations and amendments not yet effective

None of the new standards, interpretations or amendments issued but not yet effective is expected to have a material effect on the financial statements.

Going concern
As the Group is currently seeking investment opportunities, the directors are of the opinion that the current cash reserves are sufficient to cover the current minimal overheads of the Group for at least twelve months from the approval of the financial statements.

The Company does not any credit facilities. In the event the Company required further funds for investment purposes, a fund raising exercise would be proposed with existing and potential new investors.

Accordingly, the directors believe the going concern basis to be appropriate.

Basis of Consolidation
The consolidated financial statements incorporate the results of Tavistock Investments Plc and its subsidiary undertaking, SocialGO Development Limited until 29 July 2013.

Merger accounting
Applying the exemption from the requirement to restate pre-transition date acquisitions available under IFRS1, merged subsidiary undertakings are treated as if they had always been a member of the Group. Any difference between the nominal value of the shares acquired by the Company and those issued by the Company to acquire them is taken to the merger reserve. Assets and liabilities are included at their merger date book values.

1. ACCOUNTING POLICIES (continued)

Purchase accounting
The results of subsidiary undertakings acquired prior to 1 April 2010 are taken from the date on which control is obtained. For acquisitions qualifying as ‘business combinations’ any difference between the fair value of separately identifiable assets, liabilities and contingent liabilities acquired and the consideration paid is treated as goodwill in the consolidated statement of financial position. There have been no business combinations after 1 April 2010.

Revenue recognition

Revenue relates to subscription fees for SocialGO services, funds received from Catalis SE under a distribution agreement and sales of ancillary products for the period up to 29 July 2013.

Goodwill
Goodwill results from the acquisition of subsidiaries and corresponds to the difference between the fair value of the acquisition consideration and the fair value of the assets, liabilities and contingent liabilities identified at the date of acquisition. Goodwill is not amortised, but it is subject to an annual impairment review.

Foreign currency
Transactions entered into by group entities in a currency other than the currency of the primary economic environment in which they operate (their "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the statement of financial position date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in the profit or loss.

On consolidation, the results of overseas operations are translated into sterling at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the statement of financial position date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised directly in equity (the "foreign exchange reserve"). No material differences arise on translation.

Financial assets
Loans and receivables: These assets are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade receivables), but also incorporate other types of contractual monetary asset. They are carried at amortised cost using the effective interest rate method.

Cash and cash equivalents: Cash and cash equivalents include cash in hand and deposits held at call with banks.

Financial liabilities
Other financial liabilities: Other financial liabilities include trade payables and other short-term monetary liabilities, which are recognised at fair value on initial recognition and subsequently carried at amortised cost using the effective interest method.

Share capital
Financial instruments issued by the Group are treated as equity only to the extent that they do not meet the definition of a financial liability. The Group’s ordinary shares are classified as equity instruments.

1. ACCOUNTING POLICIES (continued)

Share based payments
Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the statement of comprehensive income on a straight line basis over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each statement of financial position date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

Where equity instruments are granted to persons other than employees, the statement of comprehensive income is charged with the fair value of goods and services received. If it is not possible to identify the fair value of these goods or services provided, the statement of comprehensive income is charged with the fair value of the options granted.

Fair value is calculated using the Black-Scholes model, details of which are given in note 14.

Externally acquired intangible assets
Externally acquired intangible assets are initially recognised at cost and subsequently amortised on a straight-line basis over their useful economic lives. The amortisation expense is included within the administrative expenses line in the consolidated statement of comprehensive income.

Intangible assets are recognised on business combinations if they are separable from the acquired entity or give rise to other contractual/legal rights.

Where assets are acquired in transactions that do not meet the definition of a 'business combination', the assets are treated as acquired at cost, being the fair value of consideration.

The significant intangibles recognised by the group, their useful economic lives and the methods used to determine the cost of intangibles acquired in a business combination are as follows:

Externally acquired intangible assets

SocialGO Intellectual property rights	5 years

Internally generated intangible assets (research and development costs)
Expenditure on internally developed products is capitalised if it can be demonstrated that:
- it is technically feasible to develop the product for it to be sold;
- adequate resources are available to complete the development;
- there is an intention to complete and sell the product;
- the group is able to sell the product;
- sale of the product will generate future economic benefits; and
- expenditure on the project can be measured reliably.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in the consolidated statement of comprehensive income as incurred.

Capitalised development costs are amortised on a straight-line basis over their useful economic life of five years. The amortisation expense is included within administrative expenses in the consolidated statement of comprehensive income.

1. ACCOUNTING POLICIES (continued)

Property, plant and equipment
Property, plant and equipment are stated at cost net of accumulated depreciation and provision for impairment. Depreciation is provided on all property plant and equipment, at rates calculated to write off the cost less estimated residual value, of each asset on a straight-line basis over its expected useful life. The residual value is the estimated amount that would currently be obtained from disposal of the asset if the asset were already of the age and in the condition expected at the end of its useful economic life.

The method of depreciation for each class of depreciable asset is:

Computer equipment	-	3 years straight line
Office fixtures, fittings & equipment	-	3 years straight line

Impairment of Assets
Impairment tests on goodwill and capitalised development are undertaken annually at the financial period end. The recoverable value of goodwill is estimated on the basis of value in use. Value in use is defined as the present value relating to the cash generating units with which the goodwill is associated. When value in use is less than the book value, impairment is recorded and is irreversible.

Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly. Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the asset's cash-generating unit (i.e. the lowest group of assets in which the asset belongs for which there are separately identifiable cash flows).

The carrying value of property, plant and equipment is assessed if there is an indication of impairment. Any impairment is charged to the statement of comprehensive income.

Impairment charges are included in the administrative expenses line item in the consolidated statement of comprehensive income.

Taxation and deferred taxation
Corporation tax payable is provided on taxable profits at prevailing rates.

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the balance sheet differs from its tax base, except for differences arising on:

- the initial recognition of goodwill; and
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit.

Recognition of deferred tax assets is restricted to those instances where it is probable that future taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

Deferred tax assets and liabilities are offset when the group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- the same taxable group company; or
- different group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

1. ACCOUNTING POLICIES (continued)

Research and development tax credits

HMRC R&D tax credits have been accounted for using IAS 20 – Accounting for Government Grants and Disclosure of Government Assistance (para 2b).

Where there is an expectation that they will be recovered through a direct cash payment (which is not a repayment of previously paid corporation taxes) rather than as a credit against corporation taxes or a deduction from taxable profits, an R&D credit is treated as a government grant. The receivable is recognised once there is reasonable assurance that the conditions necessary for a successful claim have been met and that the payment will be received; this is generally the date at which the claim is submitted to HMRC. To the extent that the tax credit relates to R&D expenditure capitalised, the income associated with the tax credit is deferred and recognised in profit or loss over the periods in which the related asset is amortised, otherwise the credit is recognised immediately.

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. These judgements and estimates are based on managements' best knowledge of the relevant facts and circumstances, having regard to prior experience, but actual results may differ from the amounts included in the financial statements. Information about such judgements and estimations is contained below, as well as in the accounting policies and accompanying notes to the financial statements.

Impairment of goodwill and intangible assets
The group is required to test, on an annual basis, whether goodwill and capitalised research and development costs have suffered any impairment. Other intangible assets are tested whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. The recoverable amount is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the choice of a discount rate in order to calculate the present value of the cash flows. More information including carrying values is included in note 9.

Impairment of goodwill and intangible assets
The Group has impaired goodwill in the amount of £Nil in the period (31 December 2012 - £697,000).

Capitalisation of development costs

In respect of the SocialGO business until 29 July 2013, the Group capitalised expenditure on internally developed products in line with the accounting policy set out in note 1.

2. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

Useful lives of intangible assets
Intangible assets are amortised over their useful lives. Useful lives are based on management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the consolidated statement

Research and development tax credits
The R&D tax credit scheme that the group takes advantage of is not within the scope of an IFRS. In consequence, the group has applied the guidance in IAS 8.10-12 to devise an appropriate policy. On the basis that the R&D tax credit will be recovered through a direct cash payment (which is not a repayment of previously paid corporation taxes) rather than as a credit against corporation taxes, a repayment of previously paid taxes or a deduction from taxable profits, it is treated as a government grant under IAS 20. However where, due to changes in the circumstances of the group or changes in the rules applying to the R&D tax credit, the tax credit becomes more closely related to or reliant on profits chargeable to corporation tax, it might become more appropriate to treat subsequent payments as if they were within the scope of IAS 12 'Income taxes' with the associated benefit being recognised within taxation rather than operating profit.

3. SEGMENTAL INFORMATION

Until 29 July 2013, the Group's operations were structured to focus on the development and sale of SocialGO networks and all revenues arise from the sales of SocialGO. Those activities were operated through a common infrastructure and support functions and therefore, in the opinion of the Directors, its activities constituted one operating segment through which it provided services.

The Group operated in four main geographic areas:

	2013 £'000	2012 £'000
Revenue		
United Kingdom	28	192
Unites States of America	110	274
EU	10	30
Other	28	66
	176	562

All the Group's assets are UK based.

4. LOSS FROM OPERATIONS

	2013 £'000	2012 £'000
This is arrived at after charging/(crediting):		
Staff costs (see note 5)	144	615
Depreciation	1	4
Amortisation of intellectual property and capitalised development costs	113	457
Impairment of Goodwill	-	697
Exchange differences	-	10
Development expenses	57	102
HMRC R&D credit	-	(121)
Auditors' remuneration in respect of Company	14	18
Audit of subsidiary undertakings pursuant to legislation	-	18
Auditors' remuneration - non-audit services - interim	-	3
Share based payments – employee and director share options	-	43
Share based payments – consultants and advisers share options	-	19
Operating lease expense - property	1	41

5. STAFF COSTS

	2013 £'000	2012 £'000
Staff costs for all employees, including directors and development staff consist of:		
Wages, fees and salaries	133	568
Social security costs	11	54
	144	622
Share based payment charge	-	43
	144	665

£Nil (31 December 2012 - £13,000) of the share based payment charge relates to employees and £Nil (31 December 2012 - £30,000) relates to directors. There were no other benefits in kind.

The average number of employees of the group during the year was as follows:	2013 Number	2012 Number
Management and administration	5	8
Sales and support	2	5
Development	2	8
	9	21

The directors' emoluments are disclosed in the report of the remuneration committee.

The highest paid director during the period was paid £58,000 (2012: £54,000).

6. TAXATION ON PROFIT FROM ORDINARY ACTIVITIES

	2013 £'000	2012 £'000
Loss on ordinary activities before tax	(516)	(1,541)

The tax assessed for the period differs from the standard rate of corporation tax in the UK applied to profit before tax.

	2013 £'000	2012 £'000
The differences are explained below:		
Loss on ordinary activities at the standard rate of corporation tax in the UK of 23.25% (2012: 24%)	(120)	(370)
Effects of:		
Losses transferred on disposal of operating business	100	-
Unutilised losses carried forward	20	369
Expenses not deductible for tax purposes	-	1
Current tax charge for year	-	-

Deferred Tax

At 31 December 2013 the Group had no significant losses to be carried forward. The value of the unprovided deferred tax asset is £Nil (2012: £3.75 million).

At 31 December 2013 the Group had no significant unclaimed capital allowances (2012: £218,000). The value of the unprovided deferred tax asset is calculated at £Nil (2012: £50,000).

7. LOSS PER SHARE

Loss per share has been calculated using the following:

	2013 £'000	2012 £'000
Loss (£'000)	(516)	(1,541)
Weighted average number of shares ('000s)	701,356	464,129
Basic and diluted loss per ordinary share	(0.07)p	(0.33)p

Loss per ordinary share has been calculated using the weighted average number of shares in issue during the relevant financial periods. There are no potentially dilutive shares in issue. Share options have not been included in the calculation of diluted loss per share because they are anti-dilutive for the periods presented.

The Company has outstanding issued warrants which are considered to be anti-dilutive to loss per share.

8. PROPERTY, PLANT AND EQUIPMENT

	Computer equipment £'000	Office fixtures fittings and equipment £'000	Total £'000
Cost			
Balance at 1 January 2013	146	32	178
Disposals	(146)	(32)	(178)
Balance at 31 December 2013	-	-	-
Accumulated depreciation			
Balance at 1 January 2013	143	32	175
Eliminated on disposal	(143)	(32)	(175)
Balance at 31 December 2013	-	-	-
Net Book Value			
At 31 December 2013	-	-	-
At 31 December 2012	3	-	3

9. INTANGIBLE ASSETS

	Goodwill on Consolidation £'000	Capitalised Development £'000	Intellectual Property £'000	Total £'000
Cost				
Balance at 1 January 2013	1,529	1,350	635	3,514
Disposals	(1,529)	(1,350)	(635)	(3,514)
Balance at 31 December 2013	-	-	-	-
Accumulated amortisation				
Balance at 1 January 2013	1,529	722	635	2,886
Eliminated on disposal	(1,529)	(722)	(635)	(2,886)
Balance at 31 December 2013	-	-	-	-
Net book Value				
At 31 December 2013	-	-	-	-
At 31 December 2012	-	628	-	628

10. TRADE AND OTHER RECEIVABLES

	2013 £'000	2012 £'000
Trade receivables	-	72
Prepayments and accrued income	13	59
Other receivables – advances and loans	30	1
Total trade and other receivables	43	132

11. LIABILITIES

	2013 £'000	2012 £'000
Non-current liabilities		
Deferred R&D credits received	-	92
Trade and other payables - current		
Trade payables	5	103
	5	103
Deferred R&D credits received	-	36
VAT and social security liabilities	-	39
Accruals	124	183
	129	361

12. FINANCIAL RISK MANAGEMENT

The Group is exposed to risks that arise from its use of financial instruments. These financial instruments are within the current assets and current liabilities shown on the face of the statement of financial position and comprise the following:

	2013 £'000	2012 £'000
Loans and receivables		
Trade receivables	-	72
Cash and cash equivalents	324	32
Financial liabilities at amortised cost		
Trade and other payables	5	103
Accruals	124	183

Credit risk
The Group did not have any credit risk at 31 December 2013.

Cash at bank and cash equivalents
The Group's policy in respect of cash and cash equivalents is to limit its exposure by reducing cash holding in the operating units and investing amounts that are not immediately required in funds that have low risk and are placed with a reputable bank.

Floating rate financial assets of £324,000 (2012: £32,000) comprise Sterling cash deposits on special interest bearing accounts. There are no fixed rate financial assets.

12. FINANCIAL RISK MANAGEMENT (continued)

At 31 December 2013 the Group had the following cash balances:

	2013 £'000	2012 £'000
Sterling (weighted average rate of interest 0.25% (2012: 0.25%)	324	30
US Dollar (weighted average rate of interest 0.25% (2012: 0.25%)	-	2
	324	32

All monetary assets and liabilities within the group are denominated in the functional currency of the operating unit in which they are held. All amounts stated at carrying value equate to fair value.

Liquidity risk

Liquidity risk arises from the Group's management of working capital and the finance charges and repayments of its liabilities.

The Group's policy is to ensure that it will have sufficient cash to allow it to meet its liabilities when they become due and so cash holdings may be high during certain periods throughout the period.

The Group currently has no overdraft facility.

The table below illustrates the due date of trade payables:

	2013 £'000	2012 £'000
Current	5	48
31 – 60 days	-	25
61 – 90 days	-	6
91 – 120 days	-	2
121 and over	-	22
	5	103

Capital Disclosures

The Group's management define capital as the Group's equity share capital and reserves.

The Group's objective when maintaining capital is to safeguard the Group's ability to continue as a going concern, so that it can begin to provide returns for shareholders and benefits for other stakeholders.

The Group manages its capital structure and makes adjustments to it in the light of changes in the business and in economic conditions. In order to maintain or adjust the capital structure, the Group may from time to time issue new shares, based on working capital and product development requirements and current and future expectations of the Company's share price.

Share capital is used to raise cash and as direct payments to third parties for assets or services acquired.

12. FINANCIAL RISK MANAGEMENT (continued)

Market risk

Currency risk
Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

The Group's functional currency is GBP.

At 31 December 2013, the group had the no balances in foreign currencies (following GBP amounts in USD balances: Bank £Nil; Trade receivables £Nil; and Trade payables £Nil (31 December 2012 - £2,000 Bank, £30,000 Trade Receivables and £46,000 Trade payables in USD).

Interest rate risk
Interest rate risk is the risk that the value of financial instruments will fluctuate due to changes in market interest rates. The Group considers the interest rates available when deciding where to place cash balances. The Group has no material exposure to interest rate risk.

13. SHARE CAPITAL

	2013 £'000	2012 £'000
Called up share capital		
Allotted, called up and fully paid		
1,228,916,168 Ordinary shares of 0.01 pence each (2012: 453,678,073 shares of 1p)	122	4,536
10,000,000 Ordinary "A" shares of 0.01 pence each (2012: Nil)	1	-
30,450,078 Deferred shares of 9p each (2012: 30,450,078)	2,741	2,741
465,344,739 Deferred "A" shares of 0.99 pence each (2012: Nil)	4,607	-
	7,471	7,277

On 18 June 2013 the company issued 11,666,666 Ordinary shares of 1p each.

On 29 July 2013 the company sub-divided Ordinary shares of 1 pence each into 1 Ordinary share of 0.01 pence and 1 deferred "A" share of 0.99p per Ordinary share. The company also issued 400,000,000 Ordinary shares for a cash consideration of £200,000 and 35,000,000 Ordinary shares as settlement of professional fees.

On 17 October 2013 the company issued 10,000,000 Ordinary "A" shares of 0.01 pence each for 0.07 pence per share.

On 4 November 2013 the company issued 328,571,429 Ordinary shares for 0.07 pence each.

13. SHARE CAPITAL (continued)

At 31 December 2013, options were outstanding over 109,894,687 shares, (31 December 2012 -59,894,687), including options held by directors.

Unapproved Share Options

At 31 December 2013, 77,514,000 options were outstanding in respect of the ordinary shares under option agreements entered into by the Company.

27,514,000 options are exercisable at a price of between 1.25 pence and 149.50 pence per share.

50,000,000 options granted in November 2013 are exercisable at a price of 0.05 pence per share.

EMI Plan

At 31 December 2013 32,380,687 options were outstanding in respect of the ordinary shares under the EMI plan at a price of between 1.00 pence and 1.25 pence per share.

14. SHARE BASED PAYMENT

	2013		2012	
	Weighted average price (pence)	Number	Weighted average price (pence)	Number
Outstanding at the beginning of the period	3.2	59,894,687	3.2	60,493,903
Granted during the period	0.05	50,000,000	1.0	666,667
Exercised during the period	-	-	-	-
Lapsed during the period	-	-	3.1	(1,265,883)
Outstanding at the end of the period	3.2	109,894	3.2	59,894,687

The exercise price of options outstanding at the end of the year ranged between 0.05p and 149.5p (2012: 1.00p and 149.5p) and their weighted contractual life was 8.75 years (2012: 8.88 years).

Of the total number of options outstanding at the end of the period, 34,620,554 (2012: 34,620,554) had vested and were exercisable at the end of the year. The weighted average exercise price of the options outstanding at the end of the year was 1.8p (2012: 3.2p).

There were no shares exercised in the current year (2012: Nil). The weighted average fair value of each option granted during the current year was 0.05p (2012: 1.0p).

15. RESERVES

Reserve	Description and purpose
Share capital	Amount subscribed for share capital at nominal value.
Share premium	Amount subscribed for share capital in excess of nominal value.
Merger reserve	Amount of merger relief applied on acquisitions.
Retained deficit	Cumulative net gains and losses recognised in the consolidated statement of comprehensive income.
Shares to be issued	Nominal value of deferred shares.

16. RELATED PARTY TRANSACTIONS

Transactions between the Group and its subsidiaries, which are related parties of the Group, have been eliminated on consolidation and are not disclosed in this note. Details of transactions between the Group and other related parties are described below.

Non-executive directors Alex Halliday and Steve Hardman were two of the three vendors of Get On With It Limited. As part of the acquisition in January 2010 the vendors of Get On With It Limited were granted 23,333,332 1p ordinary shares to be issued between 2011 and 2014. 11,666,666 of these shares had been issued in earlier years. The remaining 11,666,666 shares were issued on 18 June 2013, 5,526,316 to Alex Halliday and 4,912,280 to Steve Hardman.

Warrants at 31 December 2013, including those that are deferred, held by individuals who were directors during the year, amounted to 38,743,421 (2012: 38,743,421), with Alex Halliday holding 19,817,105 (2012: 19,817,105), Dominic Wheatley 700,000 (2012: 700,000), Ian Livingstone 500,000 (2012: 500,000) and Steve Hardman 17,726,316 (2012: 17,726,316).

Share Options at 31 December 2013, held by individuals who were previously directors in the year amounted to 27,259,211 (2012: 27,259,211), with Alex Halliday holding 8,546,053 (2012: 8,546,053); Brett Morris 10,000,000 (2012: 10,000,000); Ian Livingstone 950,000 (2012: 950,000), Steve Hardman 7,763,158 (2012: 7,763,158).

Share Options at 31 December 2013, held by current directors amounted to 58,546,053 (2012: 8,546,053), with Lord Astor holding 26,500,000 (2012: 1,500,000) and Dominic Wheatley 32,046,053 (2012: 7,046,053).

During the year, the Group appointed Peterhouse Corporate Finance Limited as co-broker. Oliver Cooke, Chairman of the Company, serves as a non-executive director of Director of Peterhouse Corporate Finance Limited. As such, Oliver Cooke will not be responsible for agreeing the level of any fees paid to Peterhouse Corporate Finance Limited.

17. LICENCE COMMITMENTS

At 31 December 2013 the Group was committed to pay £Nil (2012: £32,644) under licensing agreements.

COMPANY BALANCE SHEET

AT 31 DECEMBER 2013 under UK GAAP

		Company		Company	
		2013 £'000	**2013 £'000**	**2012 £'000**	**2012 £'000**
Fixed assets					
Intangible assets	III		-		-
Investments	IV		-		395
			-		395
Current assets					
Debtors	V	43		10	
Cash at bank and in hand		324		2	
		367		12	
Creditors: amounts falling due within one year	VI	(129)		65	
Net current assets/(liabilities)			238		(53)
Total assets less current liabilities			238		342
Capital and reserves					
Called up share capital	VIII		7,471		7,277
Share premium account			11,887		11,512
Merger reserve			-		722
Retained losses			(19,120)		(19,286)
Shares to be issued			-		117
Shareholders' funds			238		342

The financial statements were approved by the Board and authorised for issue on 12 May 2014.

Oliver Cooke
Chairman

The notes on pages 35 to 38 form part of the group financial statements.

I. ACCOUNTING POLICIES

The principal accounting policies applied are summarised below.

Basis of preparation
The financial statements have been prepared under the historical cost convention and are in accordance with applicable UK accounting standards.

The principal accounting policies adopted in the preparation of the financial statements are set out below. These policies have been consistently applied throughout the current and prior period unless otherwise stated.

Going concern
As detailed in note 1 to the consolidated financial statements, the Board is currently seeking investment opportunities. The directors are of the opinion that the current cash reserves are sufficient to cover the current minimal overheads of the Group for at least twelve months from the approval of the financial statements.

The Company does not any credit facilities. In the event the Company required further funds for investment purposes, a fund raising exercise would be proposed with existing and potential new investors.

Accordingly, the directors believe the going concern basis to be appropriate.

Externally acquired intangible assets
Externally acquired intangible assets are initially recognised at cost and subsequently amortised on a straight-line basis over their useful economic lives.

Intellectual Property – 3-5 years straight line

Valuation of investments
Investments held as fixed assets are stated at cost less any provision for impairment in value. A provision for impairment was made in the year following the impairment of goodwill in the Group.

Share based payments
Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the income statement on a straight line basis over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition. Where equity instruments are granted to persons other than employees, the income statement is charged with the fair value of goods and services received. If it is not possible to identify the fair value of these goods or services provided, the income statement is charged with the fair value of the options granted.

Fair value is calculated using the Black-Scholes model.

I. ACCOUNTING POLICIES (continued)

Deferred taxation
Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the Company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted

II. LOSS FOR THE FINANCIAL PERIOD

The Company has taken advantage of the exemption allowed under s408 of the Companies Act 2006 and has not presented its own profit and loss account in these financial statements. The Company's loss for the period is £556,000 (2012: £1,541,000 loss), this includes £Nil for impairment of investments (2012: £680,000).

III. INTANGIBLE ASSETS

	Intellectual Property £'000	Total £'000
Cost		
Balance at 1 January 2013 and 31 December 2013	19	19
Amortisation		
Balance at 1 January 2013 and 31 December 2013	19	19
Net Book Value		
At 31 December 2013 and 31 December 2012	-	-

IV. FIXED ASSET INVESTMENTS

	2013 £'000	2012 £'000
Subsidiary undertakings		
Cost		
Balance at 1 January 2013	3,191	3,191
Disposals	(3,191)	-
Balance at 31 December 2013	-	3,191
Provisions		
Balance at 1 January 2013	(2,796)	(2,116)
Provision for year	-	680
Eliminated on disposal	2,796	
Balance at 31 December 2013	-	(2,796)
Carrying value of investments	-	395

IV. FIXED ASSET INVESTMENTS (continued)

The opening balance relates to Bright Entertainment Limited (£1,000,000), PushPlay Interactive (£1,112,000), the acquisition of 100% of the voting equity instruments of CommonWorld Ltd on 27 December 2007 (£414,000) and to the acquisition of Get On With It Limited (£665,000).

The following were subsidiary undertakings until 29 July 2013 when all companies were disposed of:

Name	**Proportion of country of Incorporation or registration**	**Voting rights and ordinary share capital held**	**Nature of business**
SocialGO Development Limited	England & Wales	100%	Trading company
Bright Things International Limited	England & Wales	100%	Holding company
Bright Things Inc	USA	100%	Trading company
PushPlay Interactive LLC	USA	100%	Trading company
CommonWorld Limited	England & Wales	100%	Trading company
Get On With It Limited	England & Wales	100%	Trading company

For all undertakings listed above, the country of operation is the same as its country of incorporation or registration.

V. DEBTORS: due within one year

	2013 £'000	**2012 £'000**
Debtors – loans	30	-
Other debtors	12	4
Prepayments	1	6
	43	10

VI. CREDITORS: amounts falling due within one year

	2013 £'000	**2012 £'000**
Amounts owed to subsidiary undertakings	-	26
Trade creditors	5	35
Accruals	124	4
	129	65

VII. AUDITORS' REMUNERATION

	2013 £'000	2012 £'000
Auditors' remuneration - audit services	12	18
- non-audit services – interim review	-	1
- non-audit services – taxation	-	-
	12	19

VIII. SHARE CAPITAL AND RESERVES

Details of the Company's share capital and the movements in the year can be found in note 13 to the consolidated financial statements.

	Share capital £'000	Share premium £'000	Merger reserve £'000	Retained deficit £'000	Shares to be issued £'000	Shareholder funds £'000
31 December 2012	7,277	11,512	722	(19,286)	117	342
Issue of shares	194	375	-	-	(117)	452
Reserves transfers	-	-	(722)	722	-	-
Loss before and after tax	-	-	-	(556)	-	(556)
31 December 2013	**7,471**	**11,887**	**-**	**(19,120)**	**-**	**238**

IX SHARE OPTIONS

Unapproved Share Options

Details of the unapproved share options outstanding at 31 December 2013 in respect of the ordinary shares under option agreements entered into by the Company can be found in note 13.

EMI Plan

Details of the EMI share options outstanding at 31 December 2013 in respect of the ordinary shares under option agreements entered into by the Company can be found in note 13.

X RELATED PARTY TRANSACTIONS

Details of the related party transactions can be found in note 16.

The Company has exercised the exemption provided under FRS 8 in respect of wholly-owned subsidiaries.

ADVISERS

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