Report of the Directors and

Audited Consolidated Financial Statements

for the Period 1 May 2012 to 31 December 2012

for

Aerfinance Group

Aerfinance Group (Registered number: 05989034)

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for the Period 1 May 2012 to 31 December 2012

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Aerfinance Group

Company Information
for the Period 1 May 2012 to 31 December 2012

DIRECTORS:	Mr B Herodecki Mr D Ilski
SECRETARY:	Mr B Herodecki
REGISTERED OFFICE:	Armstrong House First Avenue Robin Hood Airport Doncaster South Yorkshire DN9 3GA
REGISTERED NUMBER:	05989034 (England and Wales)
SENIOR STATUTORY AUDITOR:	Mr E Johnson
AUDITORS:	E Johnson & Associates Chartered Certified Accountants and Registered Auditors 637 Green Lanes London N8 0RE
BANKERS:	Alior Bank Spolka Akcyjna Al. Jerozolimskie 94 00-807 Warszawa
SOLICITORS:	Kancelaria Ostrowski i Wspólnicy sp. K Grudziadzka 110-114 87-100 Torun

Aerfinance Group (Registered number: 05989034)

Report of the Directors
for the Period 1 May 2012 to 31 December 2012

The directors present their report with the financial statements of the company and the group for the period 1 May 2012 to 31 December 2012.

PRINCIPAL ACTIVITY
The principal activity of the group in the period under review was that of development of holdings within the aviation industry. The principal activities of its subsidiary undertakings during the year were either aviation, software related or a combination of both.

REVIEW OF BUSINESS
The review of the business is as detailed in the annexed financial statements.

The Directors' report to you today for the review of the financial period: 1 May 2012 to 31 December 2012, as well as a for the future prospects of the company in the upcoming financial year which will close on 31 December 2013.

As at 31 December 2012, AerFinance PLC held shares in the following companies:

AerFinance Ventures sp. z o.o.
The company, which was setup as an incubator company to support new business idea's in the IT sector received a grant under the 3.1 measurement of PARP Polish Agency for Entrepreneurship Development to help supporting this idea. The grant value equals to 9 789 800 PLN and the project is planned to end up on the 30th of September 2013. As one of the key goals for AerFinance Ventures it is to deploy not less then 7 500 000 PLN into 10 new start ups by end of the project. As at 31.12.2012 the Company held 67 % of the shares in AerFinance Ventures sp. Z o.o.

AerSoftware sp. z o.o.
AerSoftware was offering in the reporting period Electronic Flight Bag system, which was fully integrated to the Charterly Platform. As per 31.12.2012 the Company held 100 % of the shares of AerSoftware sp. z o.o.

AerTech SAS
The company was incorporated under French Law on 5th of May 2011. In June 2012 it successfully acquired assets of company formerly known as ANI Industries. In late July 2011 in the company received EASA PART 145 certificate that allowed to carry maintenance activity on airliners and executive jets. As at 31.12.2012, the Company held 100 % of the shares of AerTech SAS.

Alert Finansowy sp z o.o.
The company held 24.375 % of the Alert Finansowy sp z o.o., which remains to be one of the first social media web portals where customers can exchange experience and rate financial products offered by banks, leasing companies and can compare services and bringing policies of the various suppliers.

Avio 21 sp. Z o.o.
A polish based company that offers logistic support for aircraft spare parts and consumables for European-based customers. As per 31.12.2012, the Company held 46 % of the Avio 21 sp. z o.o. and further 49 % indirectly (via AerFinance Ventures sp. Z o.o.)

Shopifier sp. Z o.o
A polish based entity that offers Web Based E-Commerce solutions for its clients around the globe. As at 31.12.2012 the Company held 98 % of the shares of Shopifier sp. z o.o.

Recent Business Development & Future Prospects
In December 2012 the company has sold all its shares of Lubelska Grupa Lotnicza sp. z o.o. for the total amount of 2 325 500 PLN. As per day of this Report all the outstanding has been paid in full. Disposal of the shares was one of the most significant event in 2012 in the AerFinance PLC group.

In October 2012 AerFinance has sold all the shares of DAB Direct Fly to a third party for the amount of 60 000 EUR.

AerFinance Ventures sp. z o.o. continued to spot interesting investment opportunities. Between 1st of May 2012 and 31st of December 2013 the company has incorporated 3 companies and has invested over 300 000 GBP of cash. It is likely that AerFinance Ventures sp. z o.o. will invest in the next projects

Aerfinance Group (Registered number: 05989034)

Report of the Directors
for the Period 1 May 2012 to 31 December 2012

AerTech SAS - the French subsidiary continue to be operational despite negative results. The subsidiary has been supported by several loans extended on behalf of the AerFinance PLC by Ikenga Investment Corporation. AerTech has completed all the requirements and has received an ownership title of the 2 hangars in Dinard-Pleruir Airport in France

Principal Risk and Uncertainties
AerFinance invest mainly in new start-up companies which can be considered generally, to carry a higher risk than well established companies with steady cash flows. The aircraft maintenance business is capital intensive and carries high monthly fixed costs. In case of sudden loss of important customers, the requirement arises to inject additional cash to support the development of AerTech, which shall be done from company resources or by finding additional partners for this business there is no guarantee that resources will be available or additional partners can be found.

DIVIDENDS
No dividends will be distributed for the period ended 31 December 2012.

DIRECTORS
The directors set out in the table below have held office during the whole of the period from 1 May 2012 to the date of this report.

The beneficial interests of the directors holding office at 31 December 2012 in the shares of the company, according to the register of directors' interests, were as follows:

	31.12.12	1.5.12
Ordinary shares of 0.05 each		
Mr B Herodecki	1,000,500	1,000,500
Mr D Ilski	2,488,644	2,488,644

These directors did not hold any non-beneficial interests in the shares of the company.

STATEMENT OF DIRECTORS' RESPONSIBILITIES
The directors are responsible for preparing the Report of the Directors 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 by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

Aerfinance Group (Registered number: 05989034)

**Report of the Directors
for the Period 1 May 2012 to 31 December 2012**

AUDITORS
The auditors, E Johnson & Associates, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

Mr B Herodecki - Director

17 June 2013

Report of the Independent Auditors to the Shareholders of Aerfinance Group (Registered number: 05989034)

We have audited the financial statements of Aerfinance Group for the period ended 31 December 2012 on pages seven to twenty four. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union, and as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

This report is made solely to the company's shareholders, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in a Report of the Auditors 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 shareholders 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 set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 31 December 2012 and of the group's profit for the period then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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

Report of the Independent Auditors to the Shareholders of Aerfinance Group (Registered number: 05989034)

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

E Johnson & Associates Ltd

Mr E Johnson (Senior Statutory Auditor)
for and on behalf of E Johnson & Associates
Chartered Certified Accountants
and Registered Auditors
637 Green Lanes
London
N8 0RE

17 June 2013

Ref: 2644756

E Johnson & Associates

Aerfinance Group (Registered number: 05989034)

Consolidated Income Statement
for the Period 1 May 2012 to 31 December 2012

	Notes	Period 1.5.12 to 31.12.12 £	Year Ended 30.4.12 £
CONTINUING OPERATIONS			
Revenue		853,591	766,537
Cost of sales		(718,464)	(1,323,832)
GROSS PROFIT/(LOSS)		135,127	(557,295)
Other operating income		938,464	246,399
Administrative expenses		(496,363)	(87,362)
Other operating expenses		-	(1,284,602)
OPERATING PROFIT/(LOSS)		577,228	(1,682,860)
Finance costs	3	(1,257)	(5,479)
Finance income	3	(45,992)	113,315
PROFIT/(LOSS) BEFORE INCOME TAX	4	529,979	(1,575,024)
Income tax	5	-	-
PROFIT/(LOSS) FOR THE PERIOD		529,979	(1,575,024)
Profit/(loss) attributable to:			
Owners of the parent		533,658	(1,570,814)
Non-controlling interests		(3,679)	(4,210)
		529,979	(1,575,024)

The notes form part of these financial statements

Aerfinance Group (Registered number: 05989034)

Consolidated Statement of Comprehensive Income for the Period 1 May 2012 to 31 December 2012

	Period 1.5.12 to 31.12.12 £	Year Ended 30.4.12 £
PROFIT/(LOSS) FOR THE PERIOD	529,979	(1,575,024)
OTHER COMPREHENSIVE INCOME	-	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	529,979	(1,575,024)
Total comprehensive income attributable to:		
Owners of the parent	529,979	(1,575,024)

The notes form part of these financial statements

Aerfinance Group (Registered number: 05989034)

**Consolidated Statement of Financial Position
31 December 2012**

	Notes	31.12.12 £	30.4.12 £
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	7	115,641	121,263
Property, plant and equipment	8	183,136	183,885
Investment in associates	9	100,799	-
Investments	9	-	-
Trade and other receivables	11	-	1,102,481
		399,576	1,407,629
CURRENT ASSETS			
Inventories	10	161,555	-
Trade and other receivables	11	1,149,844	649,600
Tax receivable		38,755	31,390
Cash and cash equivalents	12	954,701	1,598,201
		2,304,855	2,279,191
TOTAL ASSETS		2,704,431	3,686,820
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	14	456,453	456,453
Share premium	15	1,374,685	1,372,498
Retained earnings	15	(1,211,528)	(1,745,186)
		619,610	83,765
Non-controlling interests	13	-	22,157
TOTAL EQUITY		619,610	105,922
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	16	2,075,642	3,356,952
Financial liabilities - borrowings			
Interest bearing loans and borrowings	17	9,179	223,946
		2,084,821	3,580,898
TOTAL LIABILITIES		2,084,821	3,580,898
TOTAL EQUITY AND LIABILITIES		2,704,431	3,686,820

The financial statements were approved by the Board of Directors on 17 June 2013 and were signed on its behalf by:

Mr B Herodecki - Director

The notes form part of these financial statements

continued...

Aerfinance Group (Registered number: 05989034)

Consolidated Statement of Financial Position - continued
31 December 2012

Mr D Ilski - Director

Aerfinance Group (Registered number: 05989034)

Company Statement of Financial Position
31 December 2012

	Notes	31.12.12 £	30.4.12 £
ASSETS			
NON-CURRENT ASSETS			
Intangible assets	7	-	-
Property, plant and equipment	8	-	-
Investment in associates	9	279,234	178,341
Investments	9	-	-
		279,234	178,341
CURRENT ASSETS			
Trade and other receivables	11	659,691	176,751
Tax receivable		-	831
Cash and cash equivalents	12	3,568	918
		663,259	178,500
TOTAL ASSETS		942,493	356,841
EQUITY			
SHAREHOLDERS' EQUITY			
Called up share capital	14	455,453	455,453
Share premium	15	1,333,414	1,333,414
Retained earnings	15	(1,039,889)	(1,443,677)
TOTAL EQUITY		748,978	345,190
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	16	193,515	11,651
TOTAL LIABILITIES		193,515	11,651
TOTAL EQUITY AND LIABILITIES		942,493	356,841

The financial statements were approved by the Board of Directors on 17/06/2013 and were signed on its behalf by:

....
Mr B Herodecki - Director

....
Mr D Ilski - Director

Aerfinance Group (Registered number: 05989034)

Consolidated Statement of Changes in Equity for the Period 1 May 2012 to 31 December 2012

	Called up share capital £	Retained earnings £	Share premium £
Balance at 1 May 2011	386,453	(174,372)	1,372,498
Changes in equity			
Issue of share capital	70,000	-	-
Total comprehensive income	-	(1,570,814)	-
Balance at 30 April 2012	456,453	(1,745,186)	1,372,498
Changes in equity			
Issue of share capital	-	-	2,187
Total comprehensive income	-	533,658	-
Balance at 31 December 2012	456,453	(1,211,528)	1,374,685

	Total £	Non-controlling interests £	Total equity £
Balance at 1 May 2011	1,584,579	22,157	1,606,736
Changes in equity			
Issue of share capital	70,000	-	70,000
Total comprehensive income	(1,570,814)	-	(1,570,814)
Balance at 30 April 2012	83,765	22,157	105,922
Changes in equity			
Issue of share capital	2,187	-	2,187
Total comprehensive income	533,658	-	533,658
Balance at 31 December 2012	619,610	22,157	641,767

Aerfinance Group (Registered number: 05989034)

Company Statement of Changes in Equity
for the Period 1 May 2012 to 31 December 2012

	Called up share capital £	Retained earnings £	Share premium £	Total equity £
Balance at 1 May 2011	386,453	(55,029)	1,333,414	1,664,838
Changes in equity				
Issue of share capital	69,000	-	-	69,000
Total comprehensive income	-	(1,388,648)	-	(1,388,648)
Balance at 30 April 2012	455,453	(1,443,677)	1,333,414	345,190
Changes in equity				
Total comprehensive income	-	403,788	-	403,788
Balance at 31 December 2012	455,453	(1,039,889)	1,333,414	748,978

The notes form part of these financial statements

Aerfinance Group (Registered number: 05989034)

Consolidated Statement of Cash Flows
for the Period 1 May 2012 to 31 December 2012

	Notes	Period 1.5.12 to 31.12.12 £	Year Ended 30.4.12 £
Cash flows from operating activities			
Cash generated from operations	1	(2,482,877)	791,678
Interest paid		(1,257)	(5,479)
Other cash flows		(109,089)	-
Tax paid		(7,365)	9,838
Net cash from operating activities		(2,600,588)	796,037
Cash flows from investing activities			
Purchase of intangible fixed assets		(14,466)	-
Purchase of tangible fixed assets		(2,147)	-
Purchase of fixed asset investments		(100,799)	-
Sale of fixed asset investments		474,880	123,030
Cash flow from cash and cash equivalent		1,645,612	293,429
Interest received		-	9,250
Dividends received		(45,992)	104,065
Net cash from investing activities		1,957,088	529,774
Cash flows from financing activities			
Share issue		-	70,000
Net cash from financing activities		-	70,000
(Decrease)/increase in cash and cash equivalents		(643,500)	1,395,811
Cash and cash equivalents at beginning of period	2	1,598,201	202,390
Cash and cash equivalents at end of period	2	954,701	1,598,201

The notes form part of these financial statements

Aerfinance Group (Registered number: 05989034)

Notes to the Consolidated Statement of Cash Flows
for the Period 1 May 2012 to 31 December 2012

1. RECONCILIATION OF PROFIT/(LOSS) BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS

	Period 1.5.12 to 31.12.12 £	Year Ended 30.4.12 £
Profit/(loss) before income tax	529,979	(1,575,024)
Depreciation charges	42,017	45,418
(Profit)/loss on disposal of fixed assets	(474,880)	1,161,572
Government grants	(463,584)	(123,047)
Finance costs	1,257	5,479
Finance income	45,992	(113,315)
	(319,219)	(598,917)
Increase in inventories	(161,555)	-
Decrease/(increase) in trade and other receivables	602,237	(1,599,159)
(Decrease)/increase in trade and other payables	(2,604,340)	2,989,754
Cash generated from operations	(2,482,877)	791,678

2. CASH AND CASH EQUIVALENTS

The amounts disclosed on the statement of cash flow in respect of cash and cash equivalents are in respect of these statement of financial position amounts:

Period ended 31 December 2012

	31.12.12 £	1.5.12 £
Cash and cash equivalents	954,701	1,598,201

Year ended 30 April 2012

	30.4.12 £	1.5.11 £
Cash and cash equivalents	1,598,201	202,390

1. ACCOUNTING POLICIES

Basis of preparation
These financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

Basis of consolidation
The consolidated financial statements include the results of the company and all its subsidiary undertakings.

The financial statements of the subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The results of the subsidiaries have been included from the date of acquisition using the purchase method of accounting as appropriate.

The group financial statements consolidate the financial statements of the company and its subsidiary undertakings for the financial year ended 31December 2012. The consolidated financial statements present the result of the company and its subsidiaries as if they form a single entity. Inter-company transactions and balance between group companies are therefore eliminated in full.

Property, plant and equipment
Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery	- at variable rates on reducing balance
Fixtures and fittings	- at variable rates on reducing balance

Inventories
Inventories are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Taxation
Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the statement of financial position date.

Research and development
Expenditure on research and development is written off in the year in which it is incurred.

Foreign currencies
Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the statement of financial position date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

2. EMPLOYEES AND DIRECTORS

	Period 1.5.12 to 31.12.12	Year Ended 30.4.12
	£	£
Wages and salaries	296,459	322,035
Social security costs	181,380	3,024
	477,839	325,059

continued...

2. **EMPLOYEES AND DIRECTORS - continued**

The average monthly number of employees during the period was as follows:

	Period 1.5.12 to 31.12.12	Year Ended 30.4.12
Administration (Including directors)	33	39

	Period 1.5.12 to 31.12.12	Year Ended 30.4.12
	£	£
Directors' remuneration	59,476	33,187

3. **NET FINANCE COSTS**

	Period 1.5.12 to 31.12.12	Year Ended 30.4.12
	£	£
Finance income:		
Revaluation of investments	(45,992)	104,065
Curr asset inv income	-	9,250
	(45,992)	113,315
Finance costs:		
Bank interest	1,257	5,479
Net finance costs	47,249	(107,836)

4. **PROFIT/(LOSS) BEFORE INCOME TAX**

The profit before income tax (2012 - loss before income tax) is stated after charging/(crediting):

	Period 1.5.12 to 31.12.12	Year Ended 30.4.12
	£	£
Cost of inventories recognised as expense	718,464	1,323,832
Depreciation - owned assets	2,896	-
(Profit)/loss on disposal of fixed assets	(474,880)	1,161,572
Patents and licences amortisation	9,632	
Development costs amortisation	10,456	-
Auditors' remuneration	8,325	9,000
Foreign exchange differences	(5,111)	44,854

continued...

5. INCOME TAX

Analysis of tax expense
No liability to UK corporation tax arose on ordinary activities for the period ended 31 December 2012 nor for the year ended 30 April 2012.

6. PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the income statement of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £402,537 (2012 - £(1,388,648) loss).

7. INTANGIBLE ASSETS

Group

	Patents and licences £	Development costs £	Totals £
COST			
At 1 May 2012	56,936	64,327	121,263
Additions	14,466	-	14,466
At 31 December 2012	71,402	64,327	135,729
AMORTISATION			
Amortisation for period	9,632	10,456	20,088
At 31 December 2012	9,632	10,456	20,088
NET BOOK VALUE			
At 31 December 2012	61,770	53,871	115,641
At 30 April 2012	56,936	64,327	121,263

continued...

8. PROPERTY, PLANT AND EQUIPMENT

Group

	Plant and machinery £	Fixtures and fittings £	Totals £
COST			
At 1 May 2012	100,865	83,020	183,885
Additions	91	2,056	2,147
At 31 December 2012	100,956	85,076	186,032
DEPRECIATION			
Charge for period	-	2,896	2,896
At 31 December 2012	-	2,896	2,896
NET BOOK VALUE			
At 31 December 2012	100,956	82,180	183,136
At 30 April 2012	100,865	83,020	183,885

9. INVESTMENTS

Group

	Interest in associate £
COST	
Additions	100,799
At 31 December 2012	100,799
NET BOOK VALUE	
At 31 December 2012	100,799

Interest in associate

Alert Finansowy sp z o.o.
The company held 24.375 % of the Alert Finansowy sp z o.o. This company does not form part of this group financial statements.

continued...

9. **INVESTMENTS - continued**

Company

	Interest in associate £
COST	
At 1 May 2012	178,341
Additions	100,893
At 31 December 2012	279,234
NET BOOK VALUE	
At 31 December 2012	279,234
At 30 April 2012	178,341

Interest in associate

Alert Finansowy sp z o.o.
The company held 24.375 % of the Alert Finansowy sp z o.o. This company does not form part of this group financial statements.

The group or the company's investments at the balance sheet date in the share capital of companies include the following:

Subsidiaries

AerSoftware Sp. Z o. o.
Country of incorporation: Poland
Nature of business: Electronic flight Bag systems

Class of shares:	% holding
Ordinary	100.00

	31.12.12 £	30.4.12 £
Aggregate capital and reserves	(32,132)	(14,449)
Loss for the period/year	(17,683)	(3,616)

AerTech SAS
Country of incorporation: France
Nature of business: Airline maintenance

Class of shares:	% holding
Ordinary	100.00

	31.12.12 £	30.4.12 £
Aggregate capital and reserves	(294,125)	(128,733)
Loss for the period/year	(165,392)	(1,427)

continued...

9. INVESTMENTS - continued

Company

Shopifier Sp. Z o. o.
Country of incorporation: Poland
Nature of business: Internet base e-commerce platform

Class of shares:	% holding
Ordinary	98.11

	31.12.12	30.4.12
	£	£
Aggregate capital and reserves	(33,418)	(21,748)
Loss for the period/year	(13,857)	(8,625)

Avio21 Sp. Z o. o.
Country of incorporation: Poland
Nature of business: Aircraft logistic support

Class of shares:	% holding
Ordinary	95.00

	31.12.12
	£
Aggregate capital and reserves	287,884
Loss for the period/year	(1,427)

AerFinance Ventures Sp. Z o. o.
Country of incorporation: Poland
Nature of business: New business support enterprise.

Class of shares:	% holding
Ordinary	67.00

	31.12.12	30.4.12
	£	£
Aggregate capital and reserves	351,880	25,462
Profit/(loss) for the period/year	326,511	(12,268)

10. INVENTORIES

	Group	
	31.12.12	30.4.12
	£	£
Stocks	161,555	-

continued...

11. TRADE AND OTHER RECEIVABLES

	Group		Company	
	31.12.12	30.4.12	31.12.12	30.4.12
	£	£	£	£
Current:				
Trade debtors	1,006,570	509,461	542,844	42,976
Other debtors	143,081	139,908	116,847	133,775
Prepayments	193	231	-	-
	1,149,844	649,600	659,691	176,751
Non-current:				
Trade debtors	-	1,102,481	-	-
Aggregate amounts	1,149,844	1,752,081	659,691	176,751

12. CASH AND CASH EQUIVALENTS

	Group		Company	
	31.12.12	30.4.12	31.12.12	30.4.12
	£	£	£	£
Bank accounts	954,701	1,598,201	3,568	918

13. NON-CONTROLLING INTERESTS

The minority interest charge to profit for the financial year has been calculated on the basis of the Group's effective ownership of the subsidiaries in which it does not own 100 per cent of the ordinary equity.

14. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	31.12.12	30.4.12
			£	£
9,129,059	Ordinary	0.05	455,453	455,453

continued...

15. RESERVES

Group

	Retained earnings £	Share premium £	Totals £
At 1 May 2012	(1,745,186)	1,372,498	(372,688)
Profit for the period	533,658		533,658
Bonus share issue		2,187	2,187
At 31 December 2012	(1,211,528)	1,374,685	163,157

Company

	Retained earnings £	Share premium £	Totals £
At 1 May 2012	(1,443,677)	1,333,414	(110,263)
Profit for the period	403,788		403,788
At 31 December 2012	(1,039,889)	1,333,414	293,525

16. TRADE AND OTHER PAYABLES

	Group		Company	
	31.12.12 £	30.4.12 £	31.12.12 £	30.4.12 £
Current:				
Trade creditors	284,299	156,188	4,618	2,651
Other creditors	175,898	17,084	175,898	-
Social security and other taxes	202,355	58,878	-	-
Payroll liabilities	83,698	22,966	-	-
Other creditors	6,362	-	4,674	-
Accrued expenses	20,906	9,586	8,325	9,000
Accruals and deferred income	1,302,124	3,092,250	-	-
	2,075,642	3,356,952	193,515	11,651

17. FINANCIAL LIABILITIES - BORROWINGS

	Group	
	31.12.12 £	30.4.12 £
Current:		
Other loans	9,179	223,946

continued...

17. FINANCIAL LIABILITIES - BORROWINGS - continued

Terms and debt repayment schedule

Group

	1 year or less £
Other loans	9,179

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group

	31.12.12 £	30.4.12 £
Profit/(loss) for the financial period	533,658	(1,570,814)
Shareholders funds current year mvmt	2,187	2,978
Net addition/(reduction) to shareholders' funds	535,845	(1,567,836)
Opening shareholders' funds	83,765	1,651,601
Closing shareholders' funds	619,610	83,765

Company

	31.12.12 £	30.4.12 £
Profit/(loss) for the financial period	403,788	(1,388,648)
Shareholders' funds current year mvmt	-	69,000
Net addition/(reduction) to shareholders' funds	403,788	(1,319,648)
Opening shareholders' funds	345,190	1,664,838
Closing shareholders' funds	748,978	345,190

Aerfinance Group (Registered number: 05989034)

Consolidated Income Statement Summaries
for the Period 1 May 2012 to 31 December 2012

	Period 1.5.12 to 31.12.12 £	Year Ended 30.4.12 £
REVENUE		
Sales	853,591	766,537
	853,591	766,537
COST OF SALES		
External services	76,212	914,053
Consumption of materials and energy	368	41
Taxes & excise duty	1,002	1,002
Other direct costs	58,230	71,446
Cost of goods & materials sold	540,635	-
Wages	-	288,848
Social security	-	3,024
Amortisation of intangible fixed assets		
Goodwill	42,017	45,418
	718,464	1,323,832
OTHER OPERATING INCOME		
Subsidies	463,584	123,047
Exchange gains	-	322
Profit on sale of fixed asset investments	474,880	123,030
	938,464	246,399
ADMINISTRATIVE EXPENSES		
Establishment costs		
Directors' salaries	59,476	33,187
Wages	236,983	-
Social security	181,380	-
Administrative expenses		
Sundry expenses	15,310	(1)
Auditors' remuneration	8,325	9,000
Foreign exchange losses	(5,111)	45,176
	496,363	87,362
OTHER OPERATING EXPENSES		
Profit/loss on sale of fixed asset investments	-	1,284,602
	-	1,284,602

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Aerfinance Group (Registered number: 05989034)

Consolidated Income Statement Summaries
for the Period 1 May 2012 to 31 December 2012

	Period 1.5.12 to 31.12.12 £	Year Ended 30.4.12 £
FINANCE COSTS		
Bank interest	1,257	5,479
	1,257	5,479
FINANCE INCOME		
Revaluation of investments	(45,992)	104,065
Curr asset inv income	-	9,250
	(45,992)	113,315

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