

# **RDL REALISATION PLC**

(Registered No. 09510201)

**HALF-YEARLY FINANCIAL REPORT (UNAUDITED)**  
**FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

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## OVERVIEW

### About RDL Realisation Plc

RDL Realisation Plc ("RDL" or the "Company") was incorporated and registered in England and Wales on 25 March 2015. This half-yearly financial report for the period ended 30 June 2020 (the "Half Yearly Report") includes the results of the RDL Fund Trust (the "Trust") and RDLZ Realisation Plc ("RDLZ") in respect of which further details are set out below.

The Company commenced operations on 1 May 2015 following the admission of its GBP 0.01 each Ordinary Shares (the "Ordinary Shares") to the Premium segment of the Main Market of the London Stock Exchange. The Company has carried on business as an Investment Trust within the meaning of Chapter 4 of Part 24 of the Corporation Tax Act 2010.

On 11 June 2018, the Company announced that it would move to realise its assets and proceed with a managed wind-down process in order to best serve the interests of its Shareholders.

The Executive Directors of the Company are managing the orderly realisation of the Company's assets. International Fund Management Limited ("IFM") are the Alternative Investment Fund Manager (the "AIFM"). The Executive Directors of the Company have continued to retain responsibility for the portfolio management. The Executive Directors' Report can be found on pages 6 to 8. Other administrative functions are contracted to external service providers. However, the Directors retain responsibility for exercising overall control and supervision of these service providers.

### The Trust

The Company holds a number of its debt instrument investments through the Trust. On establishment of the Trust, the Company was the depositor, managing holder and sole beneficiary of the Trust. The Trust was established on 22 April 2015 in the State of Delaware, pursuant to a declaration of trust and trust agreement entered into between the Company as depositor and managing holder and Delaware Trust Company (a Delaware state-chartered trust company). Under the terms of the declaration of trust and trust agreement, entered into on establishment of the Trust, the Company is the sole beneficiary of the Trust and also has administrative powers in respect of the Trust's assets.

The Trust has no separate legal personality and is wholly transparent for UK tax purposes.

### RDLZ (in liquidation)

On 20 June 2019, the Company's subsidiary RDLZ, a public limited company incorporated under the laws of England and Wales as a wholly-owned subsidiary of the Company, was placed into a members' voluntary liquidation following payment of the revised final capital entitlement in relation to its Zero Dividend Preference Shares of GBP 0.01 each ("ZDP Shares").

The Company and the Trust are collectively referred to in this report as the "Group".

## FORWARD-LOOKING STATEMENTS

This report includes statements that are, or may be considered, "forward-looking statements". The forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative, or other variations or comparable terminology. These statements are made by the Directors in good faith based on the information available to them up to the time of their approval of this report and such statements should be treated with caution due to the inherent uncertainties, including both economic and business risk factors, underlying any such forward-looking information.

## OBJECTIVE AND INVESTMENT POLICY

### **Investment Objective**

The Company will be managed, either by a third party non-EEA investment manager or internally by the Company's Board of Directors, with the intention of realising all remaining assets in the portfolio in a prudent manner consistent with the principles of good investment management, with a view to returning cash to its Shareholders in an orderly manner.

### **Investment Policy**

The Company will pursue its Investment Objective by effecting a managed wind-down with a view to realising all of the investments in a manner that achieves a balance between maximising the value received from investments and making timely returns to Shareholders. The Company may sell its investments either to co-investors in the relevant investment or to third parties, but in all cases with the objective of achieving the best available price in a reasonable time scale.

As part of the realisation process, the Company may also exchange existing debt instruments issued by any direct lending platform for equity securities in such direct lending platform where, in the reasonable opinion of the Board, the Company is unlikely to be able to otherwise realise such debt instruments or will only be able to realise them at a material discount to the outstanding principal balance of that debt instrument.

The following investment restrictions will apply to the Company:

The Company will cease to make any new investments or to undertake capital expenditure except, with the prior written consent of the Board and where:

- the investment is a follow-on investment made in connection with an existing investment made in order to comply with the Company's pre-existing obligations; or
- failure to make the follow-on investment may result in a breach of contract or applicable law or regulation by the Company; or
- the investment is considered necessary by the Board to protect or enhance the value of any existing investments or to facilitate orderly disposals.

Any cash received by the Company as part of the realisation process prior to its distribution to Shareholders will be held by the Company as cash on deposit and/or as cash equivalents, generally in US Dollars.

The Company will not undertake new borrowing other than for short-term working capital purposes.

## FINANCIAL SUMMARY

This report covers the six months between 1 January 2020 and 30 June 2020.

<i>Highlights</i>	<b>Ordinary Shares</b>		
	<b>30 Jun 2020</b>	<b>31 Dec 2019</b>	<b>30 Jun 2019</b>
Net Asset Value <sup>1</sup> (Cum Loss/Income) per share	<b>GBP 0.94<sup>3</sup>/USD 1.16</b>	GBP 2.27 <sup>3</sup> /USD 3.01	GBP 5.35 <sup>3</sup> /USD 6.80
Net Asset Value <sup>2</sup> (Ex Loss/Income) per share	<b>GBP 1.03<sup>3</sup>/USD 1.27</b>	GBP 2.69 <sup>3</sup> /USD 3.56	GBP 5.78 <sup>3</sup> /USD 7.34
Total dividends per share	<b>139.00 pence</b>	326.77 pence	17.14 pence
Share Price <sup>4</sup>	<b>GBP 0.58<sup>3</sup>/USD 0.72</b>	GBP 1.69 <sup>3</sup> /USD 2.24	GBP 4.35 <sup>3</sup> /USD 5.52

The Company's market capitalisation as at 30 June 2020 was USD 11,575,974 (GBP 9,351,300 based on a Share Price of GBP 0.58 and on 16,122,931 issued Ordinary Shares).

The Group's total comprehensive loss for the period ended 30 June 2020 amounted to USD 1,877,140 (30 June 2019: USD 7,748,852 loss) (31 December 2019: USD 8,004,088 loss).

Further details of the Group's performance for the period are included in the Executive Directors' Report on pages 6 to 8 which includes a review of the progress of the asset realisation, impact of applicable regulations and adherence to investment restrictions.

<sup>1</sup> Net Asset Value (cum loss/income) includes all current period income, less the value of any dividends paid in respect of the period together with the value of the dividends which have been declared and marked ex-dividend but not paid, see page 11.

<sup>2</sup> Net Asset Value (ex-loss/income) is the Net Asset Value cum/income excluding net current period income.

<sup>3</sup> Translated at USD to GBP foreign exchange rate of 1.2379 (31 December 2019: 1.3263, 30 June 2019: 1.2695).

<sup>4</sup> Share price taken from Bloomberg.

## CHAIRMAN'S STATEMENT

This Chairman's Statement covers the six-month period ended 30 June 2020.

### Introduction

Since our last report the Company has continued to fulfil its mandate of realising assets and returning capital to Shareholders. This work is ongoing and considerable progress has been made.

In relation to the remaining portfolio, whilst the full impact of the Covid-19 pandemic is yet to be known by businesses worldwide, it has increased the credit risk associated with the Company's remaining underlying platform loans. As a result, the risk that Company's assets may not be realised at their fair market value, or at any value, has increased. The loans at the highest risk of realisation are those provided to the SME platforms, which contain many small businesses that are reliant on consumer spending for food and retail. The Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") passed in the US is providing meaningful support to this economic demographic, but the lasting impact of this Government stimulus is yet to be proven. Further, financial reporting has been disrupted making it difficult to assess the financial health of these borrowers. The Canadian SME portfolio is made up of venture loans to small tech-oriented companies. Repayment of these loans is heavily reliant on capital raising and new equity investment support. The capital markets in Canada have also been disrupted making it difficult to assess the viability of these borrowers.

### Board Changes

As part of our ongoing efforts to reduce costs as the portfolio is realised, the Board has reduced to three Directors during the period under review.

In accordance with the terms of the standstill agreement between Oaktree Value Equity Holdings, L.P. and LIM Advisors (London) Limited, Mr Dominik Dolenec resigned as a Director of the Company with effect from 1 April 2020 and Mr Nick Paris resigned as a Director of the Company with effect from 31 March 2020. Subsequently, and in view of the significant progress with the wind down of the Company and the resultant shrinkage of the portfolio, Mr Gregory Share resigned as a Director of the Company following completion of the Annual General Meeting which was held on 30 June 2020. We are grateful to each of them for their significant efforts in progressing the wind-down of the Company.

### Dividends

During the six-month period ended 30 June 2020, a total of USD 27,954,709 or 139 pence per Ordinary Share was paid to Shareholders by way of dividends.

### Key developments

The Princeton litigation was finally settled and concluded during the period. On 13 March 2020, the United States Bankruptcy Court entered an Order confirming the Fifth Amended Chapter 11 Plan proposed by the Chapter 11 Trustee in the Princeton Alternative Income Fund (the "Princeton Fund") bankruptcy case. The plan was negotiated with the Trustee and other parties-in-interest in the bankruptcy case and was actively supported by the Company. The confirmed plan provided for the distribution of cash to the Company of USD 13,483,500, which was received on 2 April 2020. The effective date of the plan occurred on 30 March 2020, pursuant to the terms of the confirmed plan. Upon the effective date of the plan, all outstanding litigation related to the Princeton Fund was resolved, the bankruptcy case closed and the Company obtained a full release of all claims against it by the Princeton Fund, its general partner, MicroBilt and its related entities and all other investors in the Princeton Fund.

The Company has continued to work with the Real Estate Platform to offer individual performing loans to the platform's existing and new investors. The investment balance for this platform as at 1 January 2020 was USD 11,701,548. At the period end, the Company had a net balance exposure to this platform of USD 7,754,797.

At the Canadian SME Lending Platform, the investment balance as at 1 January 2020 was USD 2,800,088. At the period end, the Company had a net balance exposure to this platform of USD 1,446,440.

## **Portfolio Performance**

Adjusted for capital returns and dividends, the NAV return in the period was -5.84% in USD terms.

At 30 June 2020, the entire portfolio was invested in secured Debt Instruments (including loans, cash advances, and receivables financing) to mainly SME borrowers. In accordance with our mandate, no new investments were made during the period. A detailed analysis of the Company's portfolio is provided in the Executive Directors' Report.

## **Outlook**

Your Board's overriding objective is to achieve a balance between delivering maximum value and making timely returns of capital to Shareholders, consistent with the mandate given to it by Shareholders in 2018, and we remain focused on that. We are constantly re-assessing the potential realisation values of the assets in the portfolio against the costs of running the Company and it is this analysis that guides our wind-down decisions.

By the middle of 2021, we hope to have realised substantially all of the remaining assets and return the proceeds to our Shareholders and ultimately will look to de-list the Company's shares once the remaining assets have been substantively returned to Shareholders.

**Brendan Hawthorne**  
*Chairman*

21 September 2020

## EXECUTIVE DIRECTORS' REPORT

This report covers the six-month period ended 30 June 2020.

As a reminder, the Board was entrusted by Shareholders with a mandate to realise assets and return capital to Shareholders. This investment policy was set out in a circular to Shareholders and formally approved by Shareholders at a general meeting in November 2018. During the period, the Directors continued to make good progress in achieving this mandate.

Notable events during the period were:

- Settlement and conclusion of the Princeton litigation: On 13 March 2020, the United States Bankruptcy Court entered an order confirming the Fifth Amended Chapter 11 Plan proposed by the Chapter 11 Trustee in the Princeton Fund bankruptcy case. The plan was negotiated with the Trustee and other parties-in-interest in the bankruptcy case and was actively supported by the Company. The confirmed plan provided for the distribution of cash to the Company of USD 13,483,500, which was received on 2 April 2020. The effective date of the plan occurred on 30 March 2020, pursuant to the terms of the confirmed plan. Upon the effective date of the plan, all outstanding litigation related to the Princeton Fund was resolved, the bankruptcy case closed and the Company obtained a full release of all claims against it by the Princeton Fund, its general partner, MicroBilt and its related entities and all other investors in the Princeton Fund;
- Board Changes: In accordance with the terms of the standstill agreement between Oaktree Value Equity Holdings, L.P. and LIM Advisors (London) Limited, Mr Dominik Dolenc resigned as a Director of the Company with effect from 1 April 2020 and Mr Nick Paris resigned as a Director of the Company with effect from 31 March 2020;
- Subsequently, and in view of the significant progress with the wind down of the Company and the resultant shrinkage of the portfolio, Mr Gregory Share resigned as a Director of the Company following the Annual General Meeting held on 30 June 2020;
- The Company has continued to work with the Real Estate platform to offer individual performing loans to the platform's existing and new investors. The investment balance for this platform at 1 January 2020 was USD 11,701,548. At the period end, the Company reports a net balance exposure to this platform of USD 7,754,797;
- At the Canadian SME Lending Platform, the investment balance as at 1 January was USD 2,800,088. At the period end, the Company reports a net balance exposure to this platform of USD 1,446,440; and
- During the six-month period ended 30 June 2020, a total of USD 27,954,709 or 139 pence per Ordinary Share was paid to shareholders by way of dividends.

Shareholders should take note that a mandate requiring the active sale or timed liquidation of portfolios presents an inherent risk which does not present itself with the run-off of a portfolio, in that such assets may not be realised at their fair value. Although the Company is not currently considering offers which fall materially below the current carrying values, the inherent risk of attracting opportunistic buyers must be managed with the optionality to run down a short-term portfolio in order to ensure the realisation of appropriate value. It is also important for Shareholders to recognise that a material amount of the future value for the Company will be tied to current claims in litigation or recovery.

### Investment Portfolio

No new investments were made during the period.

At 30 June 2020, the entire portfolio was invested in secured Debt Instruments (including loans, cash advances, and receivables financing) to mainly SME borrowers, and none of the portfolio consisted of unsecured consumer loans. For this purpose, a secured Debt Instrument is defined by the Company as a payment obligation in which property, revenue (including receivables), or a payment guaranty has been pledged, mortgaged or sold to the Company as partial or full security with respect to such obligation.

**Investment Portfolio (continued)**

Below is a brief summary of each investment platform / partner which provides:

- Net balance at 30 June 2020 (estimated fair value)
- Commentary summarising primary activity and expected disposition of the investments
- All amounts shown below are in USD

**SME/CRE Loans Platform**

Net Balance at 31 December 2019  
USD 9,055,260

Net Balance at 30 June 2020  
USD 4,192,604

Since 31 December 2019, there has been a regular run-off of all performing investments. The Executive Directors are in weekly contact with this platform who are trying to assist in the sale of some investments to its other investors throughout 2020, and remaining investments will be run off.

**Second SME Loans Platform**

Net Balance at 31 December 2019  
USD 235,000

Net Balance at 30 June 2020  
USD 235,000

A separate USD 4.5 million loan remains outstanding to the manager of the platform and was valued at USD 0.2 million. The remaining loan is in the process of restructuring efforts, which includes the direct involvement of Mr Kenary on behalf of the Board.

**Real Estate Lending Partner**

Net Balance at 31 December 2019  
USD 11,701,548

Net Balance at 30 June 2020  
USD 7,754,979

There has been a combination of sales of some investments with help of the platform and regular run-off of all performing investments, particularly during the latter part of the year. The platform will continue to assist with the sale of some investments to its other investors throughout 2020, and the remaining investments will be run-off.

**Canadian SME Lending Platform**

Net Balance at 31 December 2019  
USD 2,800,088

Net Balance at 30 June 2020  
USD 1,446,440

This platform portfolio is now serviced directly by the Company. Using the information from the former Investment Manager's direct contact with the borrowers, the Company continued its servicing and restructuring of payment obligations with individual borrowers whose loans were originated by the platform. These loans are venture loans to mainly small and early stage companies with underdeveloped profit profiles which bear certain risks common to venture lending. The remaining investments are expected to be run off in due course under a variety of collection efforts. Current collection efforts include litigation and realisation of collateral proceeds, restructured pay out terms with longer amortisation, and participation in royalty streams from future company sales to be applied to the outstanding loans.

**Investment Portfolio (continued)**

Equipment Loans Platform

Net Balance at 31 December 2019  
USD 235,677

Net Balance at 30 June 2020  
USD 73,013

Since 31 December 2019, there has been a regular run-off of all performing investments. The remaining investments are expected to be run-off.

**Independent valuation of the Portfolio**

Duff & Phelps, an independent valuation firm, was engaged to perform valuation consulting services on the two largest platforms for the Company's portfolio, which represented 87 per cent of the portfolio at 30 June 2020. The consulting services consisted of certain limited procedures that the Company identified and requested the independent valuation firm to perform.

A copy of the report from Duff & Phelps has been delivered to the Board.

The Company is ultimately and solely responsible for determining fair value of the investments in good faith and, following its review of the Duff & Phelps report, the values at 30 June 2020 were updated based on this Duff & Phelps valuation.

## **INTERIM MANAGEMENT REPORT**

The important events that have occurred during the period under review, the key factors influencing the financial statements and the principal risks and uncertainties for the remaining six months of the financial year are set out in the Chairman's Statement on pages 4 to 5 and the Executive Directors' Report on pages 6 to 8.

The principal risks and uncertainties the Group faces are substantially unchanged since the date of the Annual Report and Financial Statements for the year ended 31 December 2019 and continue to be as set out in that report on page 14.

The Board will continue to keep the Company's system of risk management and internal control under review and will continue to ensure that the principal risks and challenges faced by the Group are fully understood and managed appropriately.

### **Going Concern**

The Board is continuing to progress with the disposal of the Company's assets in an orderly manner and in returning Shareholders' capital to them.

Given the intention to wind down the Company, the use of the going concern basis in preparing the financial statements of the Group is not considered to be appropriate. As such the financial statements have been prepared on a basis other than that of a going concern, under which assets are measured at their net realisable value. There were no adjustments made to the carrying values of the assets and liabilities of the Group in the current or prior period as a result of this change in the basis of preparation, because the Directors consider the carrying value of assets to approximate their net realisable value.

No provision has been made for the costs of winding up the Company as these will be charged to the income statement on an accruals basis as they are incurred or as the Company becomes obligated to make such payments in the future.

The Directors believe that the Company and Group have adequate resources to continue in operational existence until the anticipated liquidation of the Company.

**DIRECTORS' RESPONSIBILITY STATEMENT**  
**For the period 1 January 2020 to 30 June 2020**

The Directors confirm that to the best of their knowledge:

- i. The condensed consolidated financial statements ("condensed financial statements") have been prepared in accordance with International Accounting Standard 34 'Interim Financial Reporting' as adopted by the European Union; and gives a true and fair view of the assets, liabilities, financial position and loss of the Group; and
- ii. This Half-Yearly Report includes a fair review of the information required by:
  - a) the Disclosure Guidance and Transparency Rules ("DTR") 4.2.7R (being an indication of important events during the first six months of the current financial year and their impact on the condensed financial statements; and a description of principal risks and uncertainties for the remaining six months of the financial year); and
  - b) DTR 4.2.8R (being disclosure of related parties' transactions that have taken place in the first six months of the current financial year and that have materially affected the financial position or the performance of the enterprise during that period and any changes in the related party transactions described in the last annual report that could do so).

This Half Yearly Financial Report was approved by the Board of Directors on 21 September 2020 and the above responsibility statement was signed on its behalf by Brendan Hawthorne, Chairman.

**Brendan Hawthorne**  
*Chairman*

21 September 2020

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION  
AS AT 30 JUNE 2020**

	Notes	(Unaudited) Jun 2020	(Audited) Dec 2019
		Group (USD)	Group (USD)
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial assets at fair value through profit or loss	3	13,702,036	24,027,573
Total non-current assets		13,702,036	24,027,573
<b>Current assets</b>			
Financial assets at fair value through profit or loss	3	-	13,483,500
Advances to/funds receivable from direct lending platforms		42,697	602,463
Prepayments and other receivables		70,724	80,651
Cash and cash equivalents	9	5,843,564	11,691,307
Total current assets		5,956,985	25,857,921
<b>TOTAL ASSETS</b>		19,659,021	249,885,494
<b>Current liabilities</b>			
Accrued expenses and other liabilities	4	945,655	1,373,872
Total current liabilities		945,655	1,373,872
<b>TOTAL LIABILITIES</b>		945,655	1,373,872
<b>NET ASSETS</b>		18,713,366	48,511,622
<b>SHAREHOLDERS' EQUITY</b>			
<b>Capital and reserves</b>			
Share capital	6	427,300	427,300
Share premium account	6	40,346,947	40,346,947
Other reserves	6	129,922,734	156,922,734
Revenue reserves		(15,750,341)	(14,377,824)
Realised capital losses		(136,474,655)	(133,225,079)
Unrealised capital losses		(1,266,107)	(3,091,545)
Foreign currency translation reserves		1,507,488	1,509,089
<b>TOTAL SHAREHOLDERS' EQUITY</b>		18,713,366	48,511,622
<b>NAV per Ordinary Share</b>		1.16	3.01

The accompanying notes on pages 16 to 29 are an integral part of these financial statements.

The financial statements for the period ended 30 June 2020 of RDL Realisation Plc, a public listed company limited by shares and incorporated in England and Wales with the registered number 09510201, were approved and authorised for issue by the Board of Directors on 21 September 2020.

Signed on behalf of the Board of Directors:

**Brendan Hawthorne**  
Chairman

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

	Notes	(Unaudited) 1 Jan to 30 Jun 2020			(Unaudited) 1 Jan to 30 Jun 2019			(Audited) 1 Jan to 31 Dec 2019		
		Revenue (USD)	Capital (USD)	Revenue (USD)	Revenue (USD)	Capital (USD)	Total (USD)	Revenue (USD)	Capital (USD)	Total (USD)
<b>Income</b>										
Investment income		1,141,292	-	1,141,292	5,403,920	-	5,403,920	8,690,654	-	8,690,654
Realised gain on financial assets at fair value through profit or loss		-	-	-	189,051	189,051	-	158,154	158,154	
Other income received on financial assets		458,387	-	458,387	-	-	-	-	1,376,756	1,376,756
Other income		22,840	-	22,840	721,475	-	721,475	109,517	-	109,517
Bank interest income		50	-	50	7,446	-	7,446	10,519	-	10,519
		1,622,569	-	1,622,569	6,132,841	189,051	6,321,892	8,810,690	1,534,910	10,345,600
<b>Operating expenditure</b>										
Net loss on financial assets at fair value through profit or loss		-	331,699	331,699	-	3,098,879	3,098,879	-	4,269,378	4,269,378
Realised loss on financial assets at fair value through profit or loss		-	355,687	355,687	-	-	-	-	-	-
Loss on sale of RDLZ Preference Shares		-	-	-	-	4,116,612	4,116,612	4,063,100	-	4,063,100
Loss on revaluation of derivative contracts		-	-	-	-	205,376	205,376	-	205,376	205,376
Service and premium fees		49,685	-	49,685	191,815	-	191,815	407,369	-	407,369
Foreign exchange loss		-	578,721	-	-	11,750	11,750	-	873,104	873,104
Investment Management fees	10	43,811	-	43,811	56,907	-	56,907	60,032	-	60,032
Company secretarial, administration and registrar fees		392,721	-	392,721	859,685	-	859,685	1,400,043	-	1,400,043
Finance costs	5	-	-	-	2,758,921	-	2,758,921	2,723,057	-	2,723,057
Other expenses		1,712,191	-	1,712,191	3,669,712	-	3,669,712	6,438,165	-	6,438,165
		2,198,408	1,266,107	3,464,515	7,537,040	7,432,617	14,969,657	15,091,766	5,347,858	20,439,624
<b>Loss before tax</b>		(575,839)	(1,266,107)	(1,841,946)	(1,404,199)	(7,243,566)	(8,647,765)	(6,281,076)	(3,812,948)	(10,094,024)
<b>Taxation</b>		-	-	-	(141,462)	-	(141,462)	465,551	674,181	1,139,732
<b>Loss after tax</b>		(575,839)	(1,266,107)	(1,841,946)	(1,545,661)	(7,243,566)	(8,789,227)	(5,815,525)	(3,138,767)	(8,954,292)
Basic Earnings Per Ordinary Share - USD	6	(0.04)	(0.08)	(0.12)	(0.10)	(0.45)	(0.55)	(0.36)	(0.19)	(0.55)
Basic Earnings Per Ordinary Share - GBP	6	(0.03)	(0.06)	(0.09)	(0.07)	(0.34)	(0.41)	(0.27)	(0.15)	(0.42)
Diluted Earnings Per Ordinary Share - USD	6	(0.04)	(0.08)	(0.12)	(0.10)	(0.45)	(0.55)	(0.36)	(0.19)	(0.55)
Diluted Earnings Per Ordinary Share - GBP	6	(0.03)	(0.06)	(0.09)	(0.07)	(0.34)	(0.41)	(0.27)	(0.15)	(0.42)
<b>Loss for the period/year</b>		(575,839)	(1,266,107)	(1,841,946)	(1,545,661)	(7,243,566)	(8,789,227)	(5,815,525)	(3,138,767)	(8,954,292)
Other comprehensive income: Items that may be reclassified subsequently to profit and loss: Exchange differences on translation of net assets of subsidiary		-	-	(35,194)	-	-	1,040,375	-	-	950,204
<b>Total comprehensive loss for the period/year</b>		(575,839)	(1,266,107)	(1,877,140)	(1,545,661)	(7,234,566)	(7,748,852)	(5,815,525)	(3,138,767)	(8,004,088)

The accompanying notes on pages 16 to 29 are an integral part of these financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

	Notes	Share Capital (USD)	Share Premium (USD)	Other Reserves (USD)	Realised Capital Profits/(Losses) (USD)	Unrealised Capital Profits/(Losses) (USD)	Revenue Reserves (USD)	Foreign currency translation reserves (USD)	Total (USD)
Balance at 1 January 2020		427,300	40,346,947	156,922,734	(133,225,079)	(3,091,545)	(14,377,824)	1,509,089	48,511,622
Dividends	7	-	-	(27,000,000)	(158,031)	-	(796,678)	-	(27,954,709)
Reclassification of capital losses		-	-	-	(3,091,545)	3,091,545	-	-	-
Loss for the period		-	-	-	-	(1,266,107)	(575,839)	-	(1,841,946)
Other comprehensive income for the period		-	-	-	-	-	-	(1,601)	(1,601)
<b>Balance at 30 June 2020</b>		<b>427,300</b>	<b>40,346,947</b>	<b>129,922,734</b>	<b>(136,474,655)</b>	<b>(1,266,107)</b>	<b>(15,750,341)</b>	<b>1,507,488</b>	<b>18,713,366</b>
Balance at 1 January 2019		427,300	40,346,947	156,922,734	(76,365,105)	(2,475,418)	1,421,278	558,885	120,836,621
Dividends	7	-	-	-	(54,337,334)	-	(9,983,577)	-	(64,320,911)
Reclassification of capital losses		-	-	-	(2,475,418)	2,475,418	-	-	-
Loss for the year		-	-	-	(47,222)	(3,091,545)	(5,815,525)	-	(8,954,292)
Other comprehensive income for the year		-	-	-	-	-	-	950,204	950,204
<b>Balance at 31 December 2019</b>		<b>427,300</b>	<b>40,346,947</b>	<b>156,922,734</b>	<b>(133,225,079)</b>	<b>(3,091,545)</b>	<b>(14,377,824)</b>	<b>1,509,089</b>	<b>48,511,622</b>

The accompanying notes on pages 16 to 29 are an integral part of these financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

	Notes	Share Capital (USD)	Share Premium (USD)	Other Reserves (USD)	Realised Capital Profits/(Losses) (USD)	Unrealised Capital Profits/(Losses) (USD)	Revenue Reserves (USD)	Foreign currency translation reserves (USD)	Total (USD)
Balance at 1 January 2019		427,300	40,346,947	156,922,734	(76,365,105)	(2,475,418)	1,421,278	558,885	120,836,621
Dividends	7	-	-	-	-	-	(3,500,288)	-	(3,500,288)
Reclassification of capital losses		-	-	-	(2,475,418)	2,475,418	-	-	-
Loss for the period		-	-	-	(4,132,937)	(3,110,629)	(1,545,661)	-	(8,789,227)
Other comprehensive income for the period		-	-	-	-	-	-	1,040,375	1,040,375
<b>Balance at 30 June 2019</b>		<b>427,300</b>	<b>40,346,947</b>	<b>156,922,734</b>	<b>(82,973,460)</b>	<b>(3,110,629)</b>	<b>(3,624,671)</b>	<b>1,599,260</b>	<b>109,587,481</b>

The accompanying notes on pages 16 to 29 are an integral part of these financial statements.

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS**  
**FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

	Notes	(Unaudited) 1 Jan to 30 Jun 2020	(Unaudited) 1 Jan to 30 Jun 2019	(Audited) 1 Jan to 31 Dec 2019
		(USD)	(USD)	(USD)
Loss for the period/year		(1,841,946)	(8,789,227)	(8,954,292)
Adjustments for:				
Provision for income tax expense		-	141,462	(1,139,733)
Tax paid		-	(346,914)	(346,912)
Net loss/(gain) on financial assets at fair value through profit or loss		(324,141)	2,969,239	(5,527,515)
Investment income		(1,141,292)	(5,403,920)	(8,690,654)
Interest expense on ZDP Shares	5	-	2,280,788	2,251,140
Amortisation of transaction fees – net		-	-	1,076,763
(Accretion)/amortisation of issue costs	5	-	449,875	(632,737)
Foreign exchange gain		(354,052)	(326,123)	(507,775)
Loss on revaluation of derivative financial instruments		-	205,376	205,376
Loss on RDLZ Preference Shares		-	4,116,612	4,116,612
<b>Operating cash flows before movements in working capital</b>		<b>(3,661,431)</b>	<b>(4,702,832)</b>	<b>(18,149,727)</b>
Decrease in other current assets and prepaid expenses		9,927	6,361,015	6,535,226
(Decrease)/increase in accrued expenses and other liabilities		(428,217)	280,429	(30,780,605)
Decrease/(increase) in funds receivable from direct lending platforms – net		<b>559,766</b>	<b>(101,449)</b>	<b>306,454</b>
<b>Net cash flows (used in)/generated by operating activities</b>		<b>(3,519,955)</b>	<b>1,837,163</b>	<b>(42,088,652)</b>
<b>Investing activities</b>				
Proceeds from partial redemption of financial assets at fair value through profit or loss	3	<b>24,133,178</b>	83,422,646	144,131,103
Investment income received		<b>1,141,292</b>	5,042,346	8,690,654
Net settlement on derivative positions		-	200,820	200,819
<b>Net cash flows generated by investing activities</b>		<b>25,274,470</b>	<b>88,665,812</b>	<b>153,022,576</b>
<b>Financing activities</b>				
Payment of ZDP shares to Preference Shareholders		-	(70,790,110)	(70,790,110)
Dividends paid	7	<b>(27,954,709)</b>	<b>(29,797,917)</b>	<b>(64,320,911)</b>
<b>Net cash flows used in financing activities</b>		<b>(27,954,709)</b>	<b>(100,588,027)</b>	<b>(135,111,021)</b>
<b>Net change in cash and cash equivalents</b>		<b>(6,200,194)</b>	<b>(10,085,052)</b>	<b>(24,177,097)</b>
Effect of foreign exchanges		<b>352,449</b>	42,091	233,560
<b>Cash and cash equivalents at the beginning of the period/year</b>		<b>11,691,309</b>	<b>35,634,844</b>	<b>35,634,844</b>
<b>Cash and cash equivalents at the end of the period/year</b>		<b>5,843,564</b>	<b>25,591,883</b>	<b>11,691,307</b>

The accompanying notes on pages 16 to 29 are an integral part of these financial statements.

## NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020

### 1. GENERAL INFORMATION

The Company was incorporated and registered in England and Wales on 25 March 2015 and commenced operations on 1 May 2015 following its admission to the London Stock Exchange Main Market. The registered office of the Company is 6th Floor, 65 Gresham Street, London, EC2V 7NQ.

The condensed financial statements ("condensed financial statements") include the results of the Trust and RDLZ. The Company will be managed, either by a third party non-EEA investment manager or internally, by the Company's Board of Directors with the intention of realising all remaining assets in the portfolio in a prudent manner consistent with the principles of good investment management, with a view to returning cash to its Shareholders in an orderly manner.

The half year results for the six months ended 30 June 2020 have not been either audited or reviewed by the Company's Auditor. The comparative figures for the year ended 31 December 2019 have been extracted from the Group's latest published Annual Report and Financial Statements and do not constitute statutory accounts as defined in section 434 of the Companies Act 2006. This Annual Report and Financial Statements has been delivered to the Registrar of Companies. The Report of the Auditor on those financial statements was qualified. The Auditor noted the 2018 audit report prepared by the Company's previous auditors included a qualification in respect of the closing value of investments which was calculated to be understated by USD 1.8m. As a result of this understatement in the prior year, the unrealised capital loss for the current year, is understated by USD 1.8m. The Auditor drew attention to an emphasis of a matter paragraph in relation to the preparation of the financial statements on a basis other than a going concern and did not contain a statement under section 498(2) of the Companies Act 2006. The comparative figures for the period ended 30 June 2019 have been extracted from the Group's 30 June 2019 Half Yearly Report.

### 2. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below.

#### **Basis of accounting and preparation**

These condensed financial statements have been prepared in compliance with IAS 34 'Interim Financial Reporting' as adopted by the European Union ("EU"). The annual financial statements were prepared with International Financial Reporting Standards ("IFRS") as adopted by the EU. The financial statements were also prepared in accordance with the Statement of Recommended Practice ("SORP") for Investment Trusts issued by the AIC (as issued in November 2014 and updated in January 2017), where this guidance is consistent with IFRS.

#### **Basis of measurement and consolidation**

The condensed financial statements have been prepared on a historical cost basis as modified for the revaluation of certain financial assets. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The Trust is fully consolidated from the date on which control is transferred to the Group and deconsolidated from the date that control ceases.

#### **Going concern**

As the Company is in a managed wind down, the use of the going concern basis in preparing these financial statements of the Group is not appropriate. As such the financial statements have been prepared on a basis other than that of a going concern, which require assets to be measured at their net realisable value. There were no adjustments made to the carrying values of the assets and liabilities of the Group as the Directors' consider the carrying value of assets to approximate the net realisable value. The Directors believe that the Company and Group have adequate resources to continue in operational existence until the anticipated liquidation of the Company.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

With the exception of the new accounting standards listed below, the accounting policies adopted in this report are consistent with those applied in the Group's statutory accounts for the year ended 31 December 2019.

**New Accounting Standards, amendments to existing Accounting Standards and/or interpretations of existing Accounting Standards (separately or together, "New Accounting Requirements") adopted during the current period**

The Directors have assessed the impact, or potential impact, of all New Accounting Requirements. In the opinion of the Directors, there are no mandatory New Accounting Requirements applicable in the current period that are relevant and/or material to the Company. Consequently, no such mandatory New Accounting Requirements are listed. The Company has not early adopted any New Accounting Requirements that are not mandatory.

**New Accounting Standards, amendments to existing Accounting Standards and/or interpretations of existing Accounting Standards (separately or together, "New Accounting Requirements") not yet adopted**

In the Directors' opinion, all non-mandatory New Accounting Requirements are either not yet permitted to be adopted or would have no material effect on the reported performance, financial position or disclosures of the Group and consequently have neither been adopted nor listed.

**Use of estimates, judgements and assumptions**

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

The following are areas of particular significance to the Group's financial statements and include the use of estimates and the application of judgement.

*Key source of estimation uncertainty – fair value of financial assets at fair value through profit or loss*  
The determination of fair values based on available market data requires significant credit judgement by the Group.

Management has applied certain estimated potential impairments to these financial instruments as of 30 June 2020. For the material financial instrument positions at 30 June 2020, a combination of factors was taken into consideration, see note 12.

In addition to the credit judgement of management related to the reserves for potential impairment, third party valuations and analysis were also employed for the material financial instruments for comparison and consideration. For these third-party valuations, a weighted average IRR for each platform was used. Included in the discount analysis by third parties were increased discount rates for individual non-performing loans. Such valuations considered actual and market default rate comparisons for the discount rate.

**Functional and presentation currency**

The financial statements are presented in US Dollars ("USD"), the currency of the primary economic environment in which the Company operates, the Company's functional currency.

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign currency assets and liabilities are translated into the functional currency using the exchange rate prevailing at the Statement of Financial Position date.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Financial Instruments**

IFRS 9 Financial Instruments sets out requirements for recognising and measuring financial assets, financial liabilities and some contracts to buy or sell non-financial items.

- Classification – Financial assets

IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, Fair Value through Other Comprehensive Income ("FVOCI") and Fair Value through Profit or Loss ("FVTPL").

Under IFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never bifurcated. Instead, the hybrid financial instrument as a whole is assessed for classification.

The Group has designated its investments as financial assets at FVTPL.

- Impairment - Financial assets and contract assets

IFRS 9 utilises a forward-looking 'expected credit loss' ("ECL") model which requires considerable judgement about how changes in economic factors affect ECLs, which will be determined on a probability-weighted basis.

The impairment model applies to financial assets measured at amortised cost or FVOCI, except for investments in equity instruments, and to contract assets.

Under IFRS 9, loss allowances will be measured on either of the following bases:

- 12-month ECL: these are ECLs that result from possible default events within the 12 months after the reporting date; and
- lifetime ECL: these are ECLs that result from all possible default events over the expected life of a financial instrument.

Lifetime ECL measurement applies if the credit risk of a financial asset at the reporting date has increased significantly since initial recognition and 12-month ECL measurement applies if it has not. An entity may determine that a financial asset's credit risk has not increased significantly if the asset has low credit risk at the reporting date.

The Group believes that impairment losses are likely to become more volatile for assets in the scope of the IFRS 9 impairment model.

Under IFRS 9, the Group has to classify all financial instruments in scope for impairment into 3 Stages – stage 1, stage 2 or 3, depending on the change in credit quality since initial recognition.

Investments in equity instruments and financial assets at FVTPL are out of scope of the impairment requirement.

**Stage 1**

This includes loans where there is no significant increase in credit risk since initial recognition or loans that have low credit risk on reporting date. For loans in stage 1, interest is accrued on the gross carrying amount of the loans and a 12-month ECL is factored in the profit and loss calculations.

**Stage 2**

This consists of loans with significant increase in credit risk since initial recognition but not credit impaired. Interest for loans in stage 2 is accrued on the gross carrying amount. However, a lifetime ECL is factored into the profit and loss calculations.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**IFRS 9 Financial Instruments (continued)**

**Stage 3**

This includes loans which demonstrate evidence of impairment on the reporting date. Interest is accrued on the net carrying amount of the loans and a lifetime ECL is factored into the profit and loss calculations.

For the Group's loan investments, the assessment is performed on a collective basis per platform as the underlying loans have shared risk characteristics. However, individual assessment may be performed depending on the magnitude and available information from the platform providers.

For short-term receivables and cash and cash equivalents, the ECL model is not likely to result in a material change of the balance due to their short-term nature therefore the Group will apply the simplified approach for contracts that have a maturity of one year or less.

- Classification – Financial liabilities

IFRS 9 allows financial liabilities to be designated at amortised cost or fair value, under IFRS 9 these fair value changes are generally presented as follows:

- the amount of change in fair value that is attributable to changes in the credit risk of the liability is presented in the OCI; and
- the remaining amount of change in the fair value is presented in profit or loss.

The Group has not designated any financial liabilities at FVTPL, and it has no current intention to do so.

**Financial assets held at fair value through profit or loss**

The Group's financial assets consist of loans at fair value through profit or loss and equity investments in funds. The Group designates its investment as financial assets at fair value through profit or loss in accordance with IFRS 9: Financial Instruments as the fund is managed and its performance is evaluated on a fair value basis and the Group now holds the investments with the intention to sell rather than to collect contractual cash flows.

Purchases and sales of financial assets are recognised on the trade date, the date which the Group commits to purchase or sell the assets and are derecognised when the rights to receive cash flows from the financial assets have expired or the Group has transferred substantially all risks and rewards of ownership. Financial instruments are initially recognised at fair value, and transaction costs for financial assets carried at fair value through profit or loss are expensed. Gains and losses arising from changes in the fair value of the Group's financial instruments are included in the Statement of Comprehensive Income in the period which they arise.

**Financial liabilities at amortised cost – Zero Dividend Preference Shares**

These were initially recognised at cost, being the fair value of the consideration received associated with the borrowing net of direct issue costs. Zero Dividend Preference Shares were subsequently measured at amortised cost using the effective interest method. Direct issue costs were amortised using the effective interest method and are added to the carrying amount of the Zero Dividend Preference Shares.

**Derivative financial instruments**

Derivative financial instruments, including short-term forward currency and swap contracts were classified as held at fair value through profit or loss, and were classified in current assets or current liabilities in the Statement of Financial Position. Derivatives were entered into to reduce the exposure on the foreign currency loans. Changes in the fair value of derivative financial instruments were recognised in the Statement of Comprehensive Income as a capital item. The Group's derivatives were not used for speculative purposes and hedge accounting is not applied.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Taxation**

Investment trusts which have approval as such under section 1158 of the Corporation Taxes Act 2010 are not liable for taxation on capital gains. The Company has taken advantage of modified UK tax treatment in respect of its qualifying interest income for an accounting period and has chosen to designate as an "interest distribution" all or part of any amount it distributes to the Shareholders as dividends, to the extent that it has qualifying interest income for the accounting period. As such, the Company is able to deduct such interest distributions from its income in calculating its taxable profit for the relevant accounting period. It is expected that the Company will have material amounts of qualifying interest income and therefore may decide to designate some or all of the dividends payable as interest distributions.

The current tax payable is based on the taxable profit for the period. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the Statement of Financial Position date.

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

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

The carrying amount of deferred tax assets is reviewed at each Statement of Financial Position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

**Investment and other income**

Investment income and other income are recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Income for all interest bearing financial instruments is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

**Dividend income**

Dividend income from investments is recognised when the Shareholders' rights to receive payment have been established.

**Dividends payable**

Dividends payable on ordinary shares are recognised in the Statement of Changes in Equity when approved by the Directors in respect of interim dividends and by the Shareholders if declared as a final dividend by the Directors at an AGM. As advised to Shareholders in the Company's circular dated 29 October 2018, the Board does not intend to make quarterly dividends and will instead make payments by way of ad-hoc special dividends, where appropriate, during the course of the managed wind-down process so that the Company is able to return available cash to Shareholders as soon as reasonably practicable after cash becomes available in the portfolio.

**Cash and cash equivalents**

Cash and cash equivalents include cash at bank and in hand and highly liquid interest-bearing securities with original maturities of three months or less.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**2. SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Segmental reporting**

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses. The Directors perform regular reviews of the operating results of the Group and make decisions using financial information at the Group level only. Accordingly, the Directors believe that the Group has only one reportable operating segment.

The Directors are responsible for ensuring that the Group carries out business activities in line with the transaction documents. They may delegate some or all of the day-to-day management of the business, including the decisions to purchase and sell securities, to other parties both internal and external to the Group. The decisions of such parties are reviewed on a regular basis to ensure compliance with the policies and legal responsibilities of the Directors; therefore, the Directors retain full responsibility as to the major allocation decisions of the Group.

**Earnings per share**

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary Shareholders by the weighted average number of ordinary shares outstanding during the period.

The diluted EPS is the same as the basic EPS as there is currently no arrangement which could have a dilutive effect on the Company's ordinary shares.

**Share capital and share premium**

Ordinary Shares are not redeemable and are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

**Expenses (including finance costs)**

Expenses are accounted for on an accruals basis and are recognised in the Statement of Comprehensive Income. Investment management fee is 100% allocated to revenue, along with all other expenses which are also charged through revenue.

**3. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS**

The Group's financial asset at fair value through profit or loss represents all its loan investments.

	(Unaudited) 30 Jun 2020 (Group) USD	(Audited) 31 Dec 2019 (Group) USD
Opening fair value	37,551,073	176,114,663
Repayments	(24,133,178)	(144,131,104)
Gain/(loss) on financial assets through profit and loss	324,141	5,527,514
Closing balance	<b>13,702,036</b>	<b>37,511,073</b>

**Fair value estimation**

Please refer to the Executive Directors' Report for the Princeton update and note 12 for the valuation of financial assets at fair value through profit or loss.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**4. ACCRUED EXPENSES AND OTHER LIABILITIES**

	(Unaudited) 30 Jun 2020 (Group) USD	(Audited) 31 Dec 2019 (Group) USD
Investment Management fees payable (note 11)	7,221	7,737
Legal fee payable	11,443	104,702
Interest received in advance	27,792	69,042
Service and premium fee payable	84,235	547,820
Audit fee payable	45,000	90,000
Administration fee payable	72,491	63,861
Registrar and Secretarial fees payable	6,025	9,794
Consultancy fees payable	20,000	105,373
Directors' fees payable (note 10)	64,783	151,158
Other payables	606,665	224,385
	<b>945,655</b>	<b>1,373,872</b>

**5. ZERO DIVIDEND PREFERENCE SHARES**

	(Unaudited) 30 Jun 2020 (Group) USD	(Audited) 31 Dec 2019 (Group) USD
Opening balance	-	65,180,787
Amortisation of issue costs during the year	-	1,076,763
Amortisation of premium during the year	-	(632,737)
Interest expense during the year	-	2,251,140
Effect of foreign exchange	-	(1,202,455)
Redemption of RDLZ Preference Shares	-	(66,673,498)
Closing balance	-	-

Under the Articles of Association of RDLZ, the Directors were authorised to issue up to 55 million Zero Dividend Preference shares for a period of five years from 25 July 2016. RDLZ issued 53 million ZDP Shares at GBP 0.01 each (the "ZDP Shares") in 2016. The ZDP Shares had a term of five years and a final capital entitlement of GBP 127.63 pence per ZDP share on 31 July 2021 being the ZDP Repayment Date.

As announced by the Company on 20 June 2019, resolutions to place its subsidiary RDLZ into a members' voluntary winding up and to amend the amounts payable in respect of the ZDP Shares issued by RDLZ in order that the ZDP Shareholders would receive a revised final capital entitlement of 121.8887 pence per ZDP Share, were passed at the ZDP Class Meeting and General Meeting of RDLZ held on 20 June 2019.

On 21 June 2019, the Company paid USD 70,709,889 to the third-party holders of ZDP Shares. The Group incurred a realised loss on the early repayment of the ZDP Shares of USD 4,116,612.

The Company did not receive any payment for the ZDP shares it owned.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**6. SHARE CAPITAL AND SHARE PREMIUM**

The table below shows the total issued share capital as at 30 June 2020 and 31 December 2019.

	Nominal value GBP	Nominal value USD	Number of shares
Ordinary Shares	309,591	427,300	16,122,931

**Voting Rights**

Subject to any rights or restrictions attached to any shares, on a show of hands every Shareholder present in person has one vote and every proxy present who has been duly appointed by a Shareholder entitled to vote has one vote, and on a poll every Shareholder (whether present in person or by proxy) has one vote for every share of which he is the holder. A Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses the same way. In the case of joint holders, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the Register.

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

**Variation of Rights and Distribution on Winding Up**

If at any time, the share capital of the Company is divided into different classes of shares, the rights attached to any class may, unless otherwise provided by the terms of issue of the shares of that class, be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of not less than three-quarters in nominal value amount of the issued shares of the affected class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class (but not otherwise).

At every such separate general meeting the necessary quorum, other than an adjourned meeting, shall be two persons holding or representing by proxy at least one-third in nominal amount of the issued shares of the class in question, and at an adjourned meeting one person holding shares of the class in question or his proxy; any holder of shares of the class in question present in person or by proxy may demand a poll and the holder of shares of the class in question shall, on a poll, have one vote in respect of every share of such class held by him. Where the rights of some only of the shares of any class are to be varied, the foregoing provisions as if each group of shares of the class differently treated formed a separate class whose rights are to be varied.

There was no movement in shares, or no shares converted during the period or the prior period.

**7. DIVIDENDS**

The Company intends to distribute at least 85% of its distributable income earned in each financial year by way of dividends, in order to maintain its investment trust status.

As advised to Shareholders in the Company's circular dated 29 October 2018, the Board does not intend to make quarterly dividends and will instead make payments by way of ad-hoc special dividends. As a result of the early repayment of the ZDP Shares, the Company's ability to pay further dividends is no longer constrained by the cover ratio covenant that required the Company to keep 2.75x of asset cover. Accordingly, where appropriate, during the course of the managed wind-down process the Company is now able to return available cash to Shareholders as soon as reasonably practicable.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**7. DIVIDENDS (continued)**

During the period, a total of USD 27,954,709 or 139 pence per Ordinary Share was paid to Shareholders by way of dividends.

Set out below is the total dividend paid in respect of the financial period:

<b>Ordinary Shares dividends declared and paid:</b>	Pence per share	(Unaudited) 1 Jan to <b>30 Jun 2020</b> (Group) (USD)	(Unaudited) 1 Jan to 30 Jun 2019 (Group) (USD)
Interim dividend in 2018 (in respect of 31 Dec 2018 results)	17.14	-	3,500,288
Special dividend on 8 January 2020	33.00	<b>7,000,000</b>	-
Interim dividend in 2019 (in respect of 2019 results) and special dividend	106.00	<b>20,954,709</b>	-
Total dividends paid during the period		<b>27,954,709</b>	3,500,288

**8. BASIC AND DILUTED EARNINGS PER SHARE**

The basic and diluted earnings per Ordinary Share is based on the profit after tax and on 16,122,931 Ordinary Shares, being the weighted average number of ordinary shares in issue throughout the period. (31 December 2019: 16,122,931 Ordinary Shares for basic earnings per share and diluted earnings per share).

**9. CASH AND CASH EQUIVALENTS**

The components of the Group's cash and cash equivalents are:

	(Unaudited) <b>30 Jun 2020</b> (Group) USD	(Audited) 31 Dec 2019 (Group) USD
Cash at bank	<b>5,781,669</b>	11,624,992
Cash equivalents	<b>61,895</b>	66,315
	<b>5,843,564</b>	11,691,307

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**10. RELATED PARTIES**

Transactions between the Group and its related parties are disclosed below.

The Directors, who are the key management personnel of the Group, are remunerated per annum as follows:

	(Unaudited) 30 Jun 2020 (Group) USD	(Unaudited) 30 Jun 2019 (Group) USD	(Audited) 31 Dec 2019 (Group) USD
Chairman	30,971	74,208	354,185
Other Directors	393,874	274,769	1,061,105
<b>Total</b>	<b>424,845</b>	<b>348,977</b>	<b>1,415,290</b>

As at 30 June 2020, USD 64,783 (31 December 2019: USD 151,158) was accrued for Directors' remuneration.

The Company has not made any contribution, to any Directors' pension scheme and no retirement benefits are otherwise accruing to any of the Directors under any defined benefit or monthly purchase scheme for which the Company is liable.

The Group does not have any employees.

Under the terms of the AIFM agreement, the Company shall reimburse IFM, the AIFM, for all documented expenses incurred in the proper performance of its duties and IFM is entitled to a fixed fee of GBP 70,000 per annum. Total fees to IFM for the period amount to USD 43,811 (31 December 2019: USD 60,032). As at 30 June 2020, the fee payable to IFM was USD 7,211 (31 December 2019: USD 7,737).

The Company entered into a Trust Agreement with the Trust on 22 April 2015. The Company, being the sole unitholder, has sole discretion to declare distributions from the Trust. As at 30 June 2020, amounts owed by undertaking relating to the Trust's net loss was USD 107,576 (31 December 2019: USD 715 net income).

The Company incorporated RDLZ on 23 June 2016 as a public limited company with limited life and granted an undertaking to (among other things) subscribe for such number of ordinary shares in the capital of RDLZ as may be necessary or to otherwise ensure that RDLZ has sufficient assets to satisfy its obligations to the ZDP Shareholders and pay any operational costs incurred by RDLZ. During the period, the Company paid RDLZ's expenses amounting to USD 26,438 (31 December 2019: USD 540,049). RDLZ is in liquidation. These expenses related to costs associated with the liquidation of RDLZ.

On 25 July 2016, the Company entered into a Loan Agreement with the RDLZ. Pursuant to the Loan Agreement, RDLZ immediately following the admission of its ZDP Shares, on-lent the proceeds to the Company which the latter have applied towards making investments in accordance with its investment policy and working capital purposes. On 18 June 2019, the Loan between the Company and RDLZ was repaid in full.

On 20 June 2019, the ZDP Shareholders received a Revised Final Capital Entitlement of 121.8887 pence per ZDP share and the Company repaid its loan to RDLZ in order to meet this liability to ZDP shareholders, following this, RDLZ, was placed into a members' voluntary liquidation. The Company did not receive the Final Capital Entitlement for the ZDP Shares it held.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**10. RELATED PARTIES (continued)**

The amounts payable to RDLZ that are eliminated upon consolidation are USD 283,138 and payable to the Trust is USD 179,294,789 (31 December 2019: USD 338,442 payable to RDL and USD 157,694,910 payable to the Trust). The amounts payable to RDLZ as at 30 June 2020 relate to the remaining loan amount held in order to cover the costs of liquidating RDLZ.

**11. FEES AND EXPENSES**

**Termination Arrangements / Investment Management fees**

The IMA with Ranger Alternative Management II LP was terminated on 12 February 2019. Accordingly, the Board has since managed the activities of the Company and the wind-down process. On the same day, IFM replaced Ranger Alternative Management II LP as the Alternative Investment Fund Manager. The remuneration of IFM is disclosed in note 10.

**12. FINANCIAL RISK MANAGEMENT**

**Fair value of groups of financial assets that are measured at fair value on a recurring basis**

Some of the Group's financial assets are measured at fair value as at 30 June 2020. The following table gives information about how the fair values of the material financial assets are determined, in particular the valuation techniques and inputs used.

<b>Loan platform</b>	<b>Valuation technique</b>	<b>Significant unobservable input</b>	<b>Relationship and sensitivity of unobservable inputs to fair value</b>
SME Loans Platform	In estimating the fair value of certain platform loans receivable, RDL used market-observable data to the extent it is available. RDL engaged third party qualified valuers to perform the valuation. Remuda and the Board worked closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.	Discount rate determined by reference to the SME platform, ranging from 8% to 14.7%.	If the discount rate was 2% higher/lower while all other variables were held constant, the carrying amount for the SME Platform loan would decrease/increase by USD 79,138 approximately.
Real Estate Loans Platform	In estimating the fair value of certain platform loans receivable, RDL used market-observable data to the extent it is available. RDL engaged third party qualified valuers to perform the valuation. Remuda and the Board worked closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.	Discount rate by reference to Real Estate Loans platform is 8%.	If the discount rate was 2% higher/lower while all other variables were held constant, the carrying amount for the Real Estate Platform loan would decrease/increase by USD 165,750 approximately.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)  
FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**12. FINANCIAL RISK MANAGEMENT (continued)**

**Fair value hierarchy**

The fair values of the financial assets held at fair value through profit and loss were derived from:

- a) Loan Investments – A valuation report by third-party valuer or proceeds received from sale post year-end or amount estimated to be recoverable by the Board; and
- b) Princeton – estimated potential recovery from the investment;

The fair values of cash and cash equivalents, funds receivable from/payable to Direct Lending Platforms, prepayments and other receivables, and accrued expenses and other liabilities are estimated to be approximately equal to their carrying values due to their short-term nature.

IFRS 13 "Fair Value Measurement" ("IFRS 13") defines a fair value hierarchy that prioritises the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements).

The three levels of fair value hierarchy under IFRS 13 are as follows:

Level 1: Inputs that reflect unadjusted quoted prices in active markets for identical assets and liabilities at the valuation date;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the assets or liability either directly (as prices) or indirectly (derived from prices), including inputs from markets that are not considered to be active; and

Level 3: Inputs that are not based upon observable market data.

Inputs are used in applying the various valuation techniques and broadly refer to the assumptions that market participants use to make valuation decisions, including assumptions about risk. The main input parameters for this model are the default rate (the value rises when the default rate is lower, and decreases when the default rate is higher), the interest rate (the value rises when the interest rate is higher, and drops when the interest rate is lower), and the discount rate (the value rises when the discount rate is lower, and drops when discount rate is higher). A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

However, the determination of what constitutes "observable" requires significant judgement by the Directors. The Directors consider observable data to be market data, which is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, provided by multiple independent sources that are actively involved in the relevant market.

The categorisation of a financial instrument within the hierarchy is based upon the pricing transparency of the financial instruments and does not necessarily correspond to the Group's perceived risk inherent in such financial instruments.

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (continued)**  
**FOR THE PERIOD FROM 1 JANUARY 2020 TO 30 JUNE 2020**

**12. FINANCIAL RISK MANAGEMENT (continued)**

**Fair value hierarchy (continued)**

The following tables include the fair value hierarchy of the Group's financial assets and liabilities designated at fair value through profit or loss:

(Unaudited) 30 June 2020	Level 1 (USD)	Level 2 (USD)	Level 3 (USD)	Total (USD)
Financial assets	-	-	13,702,036	13,702,036
Financial liabilities	-	-	-	-

(Audited) 31 December 2019	Level 1 (USD)	Level 2 (USD)	Level 3 (USD)	Total (USD)
Financial assets	-	13,483,500	24,027,573	37,511,073
Financial liabilities	-	-	-	-

A reconciliation of financial instruments in Level 3 is set out below:

	(Unaudited) 30 Jun 2020 (Group) (USD)	(Audited) 31 Dec 2019 (Group) (USD)
Opening Balance	24,027,573	137,806,709
Disposals / Redemptions	(10,649,678)	(105,823,149)
Transfer out of Level 3	-	(13,483,500)
Loss on financial assets	324,141	5,527,513
Closing balance	<b>13,702,036</b>	<b>24,027,573</b>

**13. OPERATING SEGMENTS**

**Geographical information**

The Group is managed as a single asset management business, being the investment of the Group's capital in financial assets comprising Debt Instruments and loans originated by Direct Lending Platforms.

The chief operating decision maker is the Board of Directors. Under IFRS 8, the Group is required to disclose the geographical location of revenue and amounts of non-current assets other than financial instruments.

**Revenues**

The Group's revenues are currently generated from the United States of America ("USA"), United Kingdom ("UK") and Canada. The total investment income generated from the USA, UK and Canada amounted to USD 879,200 USD nil and USD 262,092 respectively (31 December 2019: USA, UK and Canada amounted to USD 7,583,881, USD 77,559 and USD 1,029,214 respectively).

**Non-current assets**

The Group does not have non-current assets other than the financial assets at fair value through profit or loss.

**14. SUBSEQUENT EVENTS**

Whilst the full impact of the Covid-19 pandemic is yet to be known by businesses worldwide, it has increased the credit risk associated with the Company's underlying platform loans.

## COMPANY INFORMATION

### Directors

Brendan Hawthorne  
Brett Miller  
Joseph (Joe) Kenary  
Gregory (Greg) Share (resigned on 30 June 2020)  
Dominik Dolenec (resigned on 1 April 2020)  
Nicholas (Nick) Paris (resigned on 31 March 2020)

### Company Secretary and Registered Office

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### Registrar

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### Alternative Investment Fund Manager

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### Legal Adviser

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