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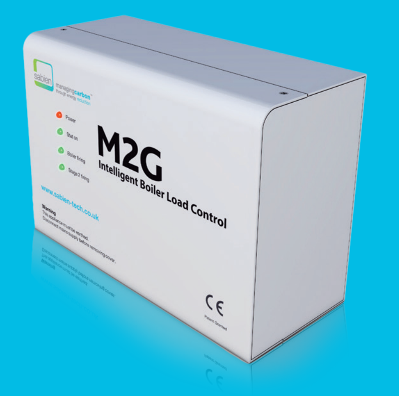
Sabien Technology Group Plc

Annual Report and Consolidated Financial Statements
For the year ended 30 June 2014

M2G and M1G Boiler Optimisation Control Units



Sabien's M2G boiler load optimisation control prevents boiler dry cycling, an inherent and well known problem with the majority of commercial and industrial boilers, regardless of their age or size.

- M2G is proven to reduce gas consumption and CO2 emissions by between 10% and 25%.
- Typical paybacks are between 6 months and 2 years.
- M2G can be retrofitted to existing boilers or installed with new boilers.
- M2G integrates and complements existing controls including Building Management Systems (BMS), variable temperature control, weather compensation, sequencing and on-demand control.
- M2G is compatible with natural gas, oil and LPG fired boilers and with heating systems with constant and variable temperature requirements.
- Requires no maintenance or seasonal calibration.
- Manufactured in the UK within ISO9001 approved facilities.
- 5 year warranty.

M2G is an intelligent boiler load optimisation control and has been specifically designed to prevent boiler dry cycling by differentiating between a genuine demand for heat from the building(s) and a call for heat as a result of standing losses from the boiler(s).

An M2G is fitted to each boiler and constantly measures and analyses the temperature profile of each boiler in real time via digital sensors fitted to each boiler's flow and return pipework. This enables the M2G to identify and prevent the boiler from dry cycling and more importantly allows the boiler to fire immediately if there is a genuine demand for heat.

If a BMS is in place, the M2G integrates with it, taking its 'Stop-Go' signal directly from the BMS. Just as importantly, it recalculates the values every time the boiler reaches its required set point temperature. This means it adapts to BMS/optimiser variable set-points and does nothing to conflict with other existing controls such as weather compensation, demand control or sequencing.

M1G direct fired hot water control technology

- Typically reducing energy costs and carbon emissions by 10%.
- Payback typically under 2 years.
- Compatible with all standard Direct Fired Hot Water Heaters.
- 5 year warranty.
- Sabien provides the project management, installation and commissioning at no additional cost.
- Integrates with all Building Management Systems.

M1G is a patented intelligent controller specifically designed for all standard direct fired hot water heaters. M1G can be retrofitted to individual hot water heaters and seamlessly integrates with existing building management systems (BMS). M1G does not alter the set point of the water heater or the stored water temperatures.

Real Time Monitoring and control - instant cost savings

M1G detects when a water heater has a real demand to meet or whether it is short cycling by taking temperature measurements every second of the hot water supply (secondary circuit), i.e. the hot water leaving the water heater to the taps or point of use, and the cold water supply to the water heater and analyses this data every 10 seconds. A gradual decrease of temperature in the hot water supply is recognised by the M1G as 'standing losses' and therefore it prevents the water heater from firing unnecessarily i.e. 'short cycling'. If there is a sharp decrease, i.e. the temperature of the hot water supply drops rapidly, the M1G instantly recognises this as a real demand for hot water and allows the water heater to fire.

Sabien Technology Group Highlights 2014 and Highlights Since The Year End

Sales for the year £2.14m (2013: £2.47m)

Loss after tax £0.27m (2013: £0.31m profit)

Sales from Alliance Partners £1.01m (2013: £2.02m)

Overseas sales £188k (2013: £85k)

Non-exclusive distribution agreements signed with Tech Centres in China, Greece, Middle East, India, Italy, France, Germany, Belgium, Netherlands and South Africa

Net cash balance at 30 June 2014 was £1.42m (2013: £1.36m)

Sales pipeline of £5.8m at 30 June 2014 (2013: £4.6m)

Orders brought forward and received since 1 July 2014 total £1.3m

Orders received included: Mitie Technical Services (Greater London Authority), Jones Lang LaSalle (HSBC), Durham County Council, Schneider Electric (NHS), Renfrewshire Council, NHS Ayrshire and Arran

Sales pipeline currently standing at c.£6.9m

Lincolnshire 3 year contract awarded in Oct 2013 expected to deliver c£1.1m of revenue in this financial year.

Further non-exclusive distribution agreements signed with Tech Centres in Spain and UAE

Launch of M1G, a retrofit control technology designed to reduce the operating costs of direct-fired water heaters

Net cash balance at 30 September 2014 of £1.3m

Proposed final dividend of 0.275p per share

Company Information

Directors	Miriam Maes (Chairman) Alan O'Brien Gus Orchard Karl Monaghan Dr Martin Blake
Secretary	Gus Orchard
Company Number	05568060
Registered Office	34 Clarendon Road Watford Hertfordshire WD17 1JJ
Website	www.sabien-tech.co.uk
Auditors	Kingston Smith LLP Chartered Accountants And Registered Auditors Devonshire House 60 Goswell Road London EC1M 7AD
Bankers	National Westminster Bank Plc 72-74 High Street Watford Hertfordshire WD17 2GZ
Nominated Adviser and Broker	Westhouse Securities Limited Salesforce Tower 110 Bishopsgate London EC2N 4AY
Registrars	Capita Asset Services Northern House Woodsome Park Fenay Bridge Huddersfield HD8 0LA
Solicitors	Moore Blatch LLP 11 The Avenue Southampton Hampshire SO17 1XF

Contents

Chairman & Chief Executive Officer's Report

We are pleased to report on the results for Sabien Technology Group Plc ("Sabien", "the Company" or "the Group") for the year ended 30 June 2014.

Sabien Technology Group highlights 2014

- Sales for the year £2.14m (2013: £2.47m).
- Loss after tax £0.27m (2013: £0.31m profit).
- Sales from Alliance Partners £1.01m (2013: £2.02m).
- Overseas sales £188k (2013: £85k).
- Non-exclusive distribution agreements signed with Tech Centres in China, Greece, Middle East, India, Italy, France, Germany, Belgium, Netherlands and South Africa.
- Net cash balance at 30 June 2014 was £1.42m. (2013: £1.36m)
- Sales pipeline of £5.8m at 30 June 2014 (2013: £4.6m).

Highlights since the year end

- Orders brought forward and received since 1 July 2014 total £1.3m.
- Orders received included: Mitie Technical Services (Greater London Authority), Jones Lang LaSalle (HSBC), Durham County Council, Schneider Electric (NHS), Renfrewshire Council, NHS Ayrshire and Arran.
- Sales pipeline currently standing at c.£6.9m.
- Lincolnshire 3 year contract awarded in Oct 2013 expected to deliver c£1.1m of revenue in this financial year.
- Further non-exclusive distribution agreements signed with Tech Centres in Spain and UAE.
- Launch of M1G, a retrofit control technology designed to reduce the operating costs of direct-fired water heaters.
- Net cash balance at 30 September 2014 of £1.3m.
- Proposed final dividend of 0.275p per share.

Financial results

Revenue in the year was £2.14m (2013: £2.47m). The loss before taxation was £0.29m (2013: £0.40m profit).

Sales for the year were 13% lower than in the previous year due to a number of factors including delays in issuing tenders by clients. However, during the year, the Group has made good progress towards achieving its short term strategic objectives which are discussed further in the Strategic Report below.

The loss for the year is due to a combination of lower sales revenue and a planned for increase in administrative expenses due principally to an increase in Business Development Manager headcount. The Group has available tax losses amounting to £1.28m. In future years, the Group will also benefit from the lower rates of corporation tax introduced under the Patent Box regime as, currently, all the Group's income derives from the exploitation of its M2G patent.

At 30 June 2014, cash and cash deposits amounted to £1.42m (2013: £1.36m). The Group has no external debt.

Dividend policy

As a measure of the Board's confidence in the future it is continuing with its progressive dividend policy introduced last year and proposes to pay a final dividend of 0.275p per share.

Board, management and people

On behalf of the board we would like to take this opportunity to thank the whole Sabien team for their dedicated efforts and enthusiasm over the last year. We also thank our customers and other stakeholders, especially our shareholders, for their continuing support.

Outlook

We made considerable progress in 2014 on our strategic tests and while there is still much to be done to deliver Sabien's full potential, the UK pipeline growth for 2014/15 is encouraging as it demonstrates the appeal of our M2G technology.

With the stronger pipeline likely to be bolstered by the new overseas Sabien 'Tech Centres' and the introduction of M1G to the product range, we are confident that operational and financial performance will improve significantly during 2015, enabling us to achieve our targets for the year.

Miriam Maes
Chairman

22 October 2014

Alan O'Brien
Chief Executive Officer

22 October 2014

Strategic Report For the year ended 30 June 2014

1. Review of the Group's business

The Group owns the rights to M2G, a patented energy efficiency product for installation on commercial boilers, both within and outside the UK. It subcontracts the manufacture of M2G to its principal supplier, which is based in Northern Ireland, and the installation of M2G in the UK to a number of trained installation companies.

Outside the UK, the Group appoints "Tech Centres" which are organisations involved in the supply of boiler systems and controls to their own customers in their own territories. These Tech Centres are given training in the installation of M2G as part of the appointment process and purchase an agreed minimum number of M2Gs each year.

The Group employs its own direct sales force which is also responsible for working with a number of "indirect" sales partners which are generally facilities management and property management organisations. Sabien's direct sales force targets organisations with multi-site estates within both the public and private sectors.

The Group employs its own project management and technical engineering staff who are responsible for ensuring the smooth roll-out and quality control of each M2G pilot and installation project. The Group places particular importance on this aspect of its business and has won many plaudits from customers for the excellence of its processes and project management.

The Group is also involved in the research and development of new products within its area of expertise in the energy efficiency/reduction market. It recently launched M1G which is applicable to hot water heaters. It is also looking to add other products which are complementary to its activities.

2. Principal risks and uncertainties facing the Group

The principal risks faced by the Group are:

- Downward pressure on gas and oil prices.
- Technology developments and competitive products.
- Changes in legislation.
- Supply chain issues.
- Inability to meet customer demand.
- Non-recurring revenue model.
- Brand awareness and maintenance of reputation.
- Employee retention.

The Group places great importance on internal control and risk management. A risk-aware and control-conscious environment is promoted and encouraged throughout the Group. The Board, either directly or through its committees, sets objectives, performance targets and policies for management of key risks facing the Group.

The risks outlined above are not an exhaustive list of those faced by the Group and are not intended to be presented in any order of priority. The Group holds bi-monthly Management Meetings at which, inter alia, business risks are reviewed and any areas that are causing concern are discussed. A plan of action to resolve issues is then put in place.

3. Performance of the business in the financial year

Business development - UK

The Group's performance in the year was below management expectations and can be attributed to a number of factors including delays in the publishing of tenders where contract values are in excess of EC Procurement Thresholds ("OJEC" limits) with a consequent knock-on effect on the forecasting and receipt of orders. In the first half of the financial year, the Group took steps to try and alleviate the lumpiness of its revenue model caused by order delays by recruiting 3 new business development managers (see KPI - pipeline). The benefits of these recruitments are beginning to be seen and the Group is actively looking for further recruitment into this area.

Alliance partners contributed £1.0m of sales representing 47% of the total for the year. This compares with £2.0m in the previous year. The volume of sales from alliance partners will vary from year to year and is dependent on what stage the partner is at in the sales cycle with their own clients and pipeline. We are confident that there are a number of good prospects from this source which we anticipate converting to sales revenue over the next year. Major alliance partners with whom we have done business in the year included SSE Contracting, Norland Managed Services, Mitie Technical Services and Jones Lang Lasalle.

Contract wins in the 12 months included: Lincolnshire County Council, Workspace Management, Advanced Energy Management Services (Renfrewshire Council), South Lanarkshire Council, Mitie Technical Services, IMTECH (Leeds Refit), Jones Lang LaSalle (HSBC), Johnson Controls (CISCO). Orders received since the year end include Mitie Technical Services (Greater London Authority), Durham County Council, Schneider Electric (NHS), Renfrewshire Council, NHS Ayrshire and Arran and follow-on orders from Jones Lang LaSalle (HSBC).

Business Development - Overseas: In January 2014, the Group appointed a manager to set up our overseas business with the key objective to develop a network of international third party 'Sabien Tech Centres'. A 'Sabien Tech Centre' is a company in territory (non-UK based) with:

- An established distribution network and an existing client base in the commercial and industrial heating sector.
- Engineering capability and capacity.
- A competence in commercial boilers and currently offering energy efficiency solutions as part of their product and service suite.

The rationale for adopting this approach is that developing a 'Sabien Tech Centre' does not require in-territory pilots to be managed and coordinated by Sabien operations. The channel will require a level of operational support in knowledge transfer/ sharing and product training but will not require Sabien to run pilots on behalf of a Sabien Tech Centre.

Again the impact of this began to be shown during the course of the financial year and overseas sales represented 9% of total sales at £188k compared to £85k in the previous year. In 2013, the Group had appointed Fireye, Inc. as a non-exclusive distributor in the USA as well as other overseas territories. Through this relationship with Fireye and with other parties, we have appointed Tech Centres during the year throughout the EU, the Near, Middle and Far East, South Africa and Australasia.

We stated in last year's report that we anticipated a major contribution to revenue from the Fireye relationship during 2014 but for a number of legitimate reasons, mainly due to a management and ownership restructure, this contribution did not materialise during the year. We are remain confident this relationship will bring substantial value to the Group in the future. For further information on Fireye NXM2G, please visit **www.flamecontrols.com**.

UK M2G Pilots: The Group continues to offer a pilot scheme to customers with large estates as part of the monitoring and verification process prior to deploying M2G to their wider estate. For this scheme, we agree to install M2G at up to 3 sites and to monitor the results for a period of 4 weeks using 3rd party logging technology. The company charges for all its pilot programmes and related consultancy services.

At the conclusion of the pilot period, a report is produced for the customer in which the results are presented along with the likely levels of savings and CO2 emissions were M2G to be deployed over the customer's estate.

The customer will then give the company an indication of the estimated date for an order being placed for the wider estate. The cycle from pilot completion to receiving an order can take several weeks to several months. The reasons for this include:

- Public Sector clients having to use the OJEC process for orders that exceed legally binding EU limits;
- Client asset rationalisation programmes (purchase and disposal of same).
- Absence of actual utility consumption data for the estate.
- Change of client Facility Management provider requiring a bedding-in period prior to activating previously approved energy efficiency programs.

There can also be a lack of clarity client-side and/or no clear guidelines on the company's procurement processes. We try to overcome some of these obstacles early in the sales cycle and shorten anticipated order delays by sharing with clients our industry 'know-how' and experience of working with other similar organisations. In some instances this isn't possible due to the competitive nature of certain client sectors.

Innovation - New Product Development: As noted above, the Group has launched the M1G, a product for use on hot water heaters. In-field testing was successful and has shown that material savings in gas consumption and paybacks in line with client investment criteria can be made by deploying M1G.

The M1G is designed to prevent the inherent problem of short cycling within direct hot water generators resulting in unnecessary fuel consumption during low load demands. Short cycling is caused when the hot water generator's minimum firing capacity exceeds the current system loss, causing the hot water generator to fire for very short periods.

The M1G was launched in September 2014 during the Energy Event at the NEC Birmingham.

The Group is also testing other 'inorganic' technologies that could potentially complement its product suite offering.

Key Performance Indicators ("KPIs"): The Group has identified a number of key performance indicators which are regularly monitored to ensure that business is on track or to give warning where problems may be arising:

Financial: The management's focus is on the development of the sales pipeline, the maintenance of a healthy gross margin and prudent cost control. The two main performance indicators are unit sales and maintenance of a healthy gross profit margin. During the year, the group sold 1,277 units (2013: 1,437 units) and the gross profit margin was 70.4% (2013: 71.7%). The slight decrease in gross profit was in line with expectations and we are not anticipating any significant increases in pricing. Overhead costs in the year increased by just 30% due principally to an increase in the business development manager headcount and the office relocation.

Pipeline: We are continually refining the pipeline and exclude from it any potential business that has not been quoted for or for which the client has not given the Group an indicative start date.

Reputation: The Group's reputation for project management and delivery of its products benefits on time and within budget is key to its continuing business success. Management is always looking at improving the quality of the Group's performance and will continue to invest in products and solutions to enable it to maintain and enhance its reputation.

Personnel: The Group is continuing to look for further business development managers with proven experience of the retrofit and energy efficiency controls market. During the year, the Group has strengthened its business development team and continues to look for industry-proven candidates to join this team.

4. Strategy

During the past 18 months, the Group has developed a formalised strategy for the future which can be summarised as:

- Maintaining and strengthening our UK business development capabilities to help drive sales growth of our products(s) and services.
- Broaden our product suite (organic innovation) e.g. M1G and develop while also scanning the market environment (inorganic innovation) for third party complementary products and services that fit within our market sector.
- Develop a network of overseas distribution partners to grow material revenue for the company.
- Maintain or exceed an installation capacity in line with company forecasts and to continue providing our clients and partners with a world class project management service and experience.
- Maintaining brand awareness and reputation of the Group.

This report was approved and authorised for issue by the Board on 22 October 2014 and signed on its behalf by:

Gus Orchard
Company Secretary

22 October 2014

Directors' Report For the year ended 30 June 2014

The directors present their report and the consolidated financial statements for the year ended 30 June 2014. The financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). In accordance with S414C(11) of the Companies Act 2006, the directors have chosen to include information about future developments and financial instrument risk in the Strategic Report.

Principal activities

The principal activity of the Group during the year was the design, manufacture and sale of M2G, a boiler energy efficiency technology, which is proven to reduce energy consumption on commercial boilers by up to 35%.

Review of business

A review of the business, its development and performance for the year and its position at the year end, together with the future prospects of the Group, is contained in the Chairman & Chief Executive Officer's and the Strategic Reports.

Governance and the Board

The Board's governance system provides balanced support for the executive management team in the development of the Group's strategy and with the need to ensure effective monitoring of its implementation. The Board and its committees have considered the significant events of the year and their impact on the Group's business and reputation.

The Audit Committee is currently chaired by Karl Monaghan; the Remuneration Committee is chaired by Miriam Maes. The Board remains confident in the work of those committees and the overall system of governance.

Results and dividends

The Group loss for the year, after taxation, amounted to £272k (2013: £312k profit). The Directors recommend a final dividend of 0.275p per Ordinary share (2013 – 0.25p) to be paid on 28 November 2014 to Ordinary shareholders on the register at 1 November 2014.

Directors

The Directors who served during the year and their beneficial interest in the Company's issued share capital were:

Date of Appointment		Ordinary shares of 5p each			
		2014	%	2013	%
A.O'Brien	25 October 2005	11,700,000	37.2	11,700,000	37.2
G.Orchard	10 October 2006	100,000	0.3	100,000	0.3
K.Monaghan	1 September 2007	1,258,850	4.0	1,258,850	4.0

There has been no change in Directors' holdings since the year end.

Neither Miriam Maes nor Dr Martin Blake have a beneficial interest in the Company's issued share capital.

Substantial shareholdings

At 19 September 2014, the Company had been notified that (other than Directors) the following were interested in 3% or more of the issued capital of the Company:

	Number of ordinary shares	% of Issued share capital
Amati Global Investors	4,142,000	12.55
TVI 2 Limited	2,968,356	8.99
Jupiter Asset Management	2,686,833	8.14
Alliance Trust	1,450,581	4.40
Hargreave Hale	1,425,165	4.32
Legal & General Investment Management	1,079,153	3.27

On 6 August 2014, TVI 2 Limited, exercised its option to convert its holding of 1,518,356 warrants into Ordinary shares at a price of 6.42p per share. As a result, at the date of this report, there were 33,004,867 Ordinary shares in issue.

Auditors

Each of the persons who is a director at the date of approval of this annual report confirms that:

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

This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

The auditors, Kingston Smith LLP, will be proposed for reappointment in accordance with section 489 of the Companies Act 2006.

This report was approved and authorised for issue by the Board on 22 October 2014 and signed on its behalf by:

Gus Orchard
Company Secretary

22 October 2014

Corporate Governance

The Board is accountable to the shareholders for good corporate governance of the Group. The principles of corporate governance and a code of best practice are set out in the UK Corporate Governance Code (UKCGC) as applicable to accounting periods beginning before 1 October 2012 issued in June 2010. Although under the rules of the Alternative Investment Market (AIM) the Company is not required to comply in full with the code nor state areas in which it does not comply, the Board has taken steps to comply with the requirements of the code in so far as is reasonably practicable for a Company of this size.

Statement of compliance with the UKCGC and applying the principles of good governance

The Company is committed to high standards of corporate governance throughout the Group. As an AIM company, it is not obliged to report its compliance with the UKCGC. Nonetheless, the Company is committed to meeting these principles as far as it reasonably can and the commentary below reflects the extent to which the Company has complied with the UKCGC during the period under review.

Board effectiveness

The Board, which is set up to manage the Company and Group, meets formally at least six times per year and in the period under review met on eight occasions. At the period end, the Board comprised five directors – two executive and three non-executive. Although the non-executive directors may not be regarded as strictly independent in terms of the Code, due to their having been granted options, albeit at an insignificant level, the Board considers that they act independently and professionally at all times and bring a wide experience at a senior level of business operations and strategy and have a degree of knowledge and expertise gained from other areas of business, both at home and overseas.

At each of these regular Board meetings, the Board receives the latest financial and management information available which generally consists of:

- Management accounts setting out actual performance against budget;
- Management discussion on variance analysis;
- Working capital cash flow position; and
- Sales forecasts and forecasting methodologies.

The Board reserves to itself a range of key decisions to ensure that it retains proper direction and control of the Company whilst delegating authority to individual directors who are responsible for the day to day management of the business.

All directors have access to the advice and services of the Company Secretary and can also seek independent professional advice, if necessary, at the Company's expense.

Board appointments

All appointments to the Board are discussed at a full Board meeting and each member is given the opportunity to meet the individual concerned prior to an appointment being made.

As permitted by the UKCGC, due to the small size of the Board, it is considered inappropriate to establish a Nominations Committee.

Chairman and chief executive officer

The Board has shown its commitment to dividing responsibility for running the Board and the business by appointing Miriam Maes as Non-Executive Chairman and Alan O'Brien as Chief Executive Officer.

The remuneration committee

The Remuneration Committee, which is composed of the non-executive directors and chaired by Miriam Maes, meets as required during each financial year. It is responsible for reviewing the performance of the executive directors and setting the scale and structure of their remuneration and the basis of their service agreements with due regard to the interest of shareholders. The Remuneration Committee shall also determine the allocation of share options to employees. It is a rule of the Remuneration Committee that a Director shall not participate in discussions or decisions concerning his/her own remuneration.

The audit committee

The Audit Committee, which is composed of the non-executive directors and during the year under review was chaired by Karl Monaghan, meets no less than twice a year. It is responsible for making recommendations to the Board on the appointment of auditors and the audit fee, for reviewing the conduct and control of the annual audit and for reviewing the operation of the internal financial controls. It also has responsibility for the reporting of the financial performance of the Group and for reviewing financial statements prior to publication.

Re-election of directors

Directors retire by rotation in accordance with the Company's Articles of Association which prescribe that at every Annual General Meeting one third of the directors for the time being or, if their number is not a multiple of three, then the number nearest to but not exceeding one third, shall retire from office. Non-executive directors are initially appointed for a three year term but their appointment is terminable by either party on three months' written notice.

Shareholder relations

The Company maintains a website (www.sabien-tech.co.uk) where the Group's statutory accounts will be accessible. The website conforms to the requirements of AIM rule 26 and all relevant information can be found there.

Queries raised by shareholders are dealt with either by the Chief Executive Officer or the Company Secretary.

Accountability and audit

The Board believes that the Annual Report and financial statements play an important part in presenting all shareholders with an assessment of the Group's position and prospects. This is achieved in the Chairman & Chief Executive Officer's Report which contains a detailed consideration of the Group's financial position and prospects.

Internal control

The Board of Directors has overall responsibility for the Group's system of internal control and for reviewing its effectiveness. The purpose of the system of internal control is to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable, but not absolute, assurance against material misstatement or loss.

The Directors have established an organisational structure with clear operating procedures, lines of responsibility and delegated authority. In particular, there are clear procedures for capital investment appraisal and approval and financial reporting within a comprehensive financial planning and accounting framework. The Board has reviewed the need for an internal audit function and concluded that such a function is not currently appropriate given the size of the Group.

Remuneration Report

This report should be read in conjunction with note 8 to the accounts. The Remuneration Committee is responsible for reviewing the level and make-up of the remuneration of executive directors. In doing so, the Committee's aims are:

- To determine the policy for the remuneration of the executive directors;
- To review the on-going appropriateness of the remuneration policy;
- To approve the design of and review share incentive plans and bonus schemes and to determine the awards to be made under such plans or schemes; and
- To ensure that the remuneration policies adopted by the Company give due regard to any legal requirements, the provisions and recommendations in the UKCGC and the AIM rules and associated guidance.

The components of remuneration are:

- Basic salary and benefits determined by the Remuneration Committee which are included in employment agreements and reviewed annually;
- Bonuses based upon performance of the Company and the individual concerned; and
- Share options.

Service contracts

The employment contracts of the executive directors with the Company are terminable by either party with no less than six months' notice in writing to the other. The remuneration of the non-executive directors is determined by the Board within the limits set out in the Articles of Association.

The service contracts of the directors, one third of whom who are eligible for re-election at the Annual General Meeting, are as follows:

	Notice period
A.O'Brien	6 months
G.Orchard	6 months
M.Maes	3 months
K.Monaghan	3 months
M.Blake	3 months

Directors' remuneration during the period (audited)

	Salaries and fees	Taxable benefits	Total 2014	Total 2013
Executive Directors	£'000	£'000	£'000	£'000
A.O'Brien	136	1	137	137
G.Orchard	108	4	112	93
Non-Executive Directors				
M.Maes	25	-	25	18
K.Monaghan	25	-	25	25
M.Blake	25	-	25	25
C.Morton (retired 30 November 2012)	-	-	-	14
Total	**319**	**5**	**324**	**312**

Fees paid to C.Morton and K.Monaghan were paid to The Morton Partnership and Ashling Capital LLP respectively.

Sabien Technology Group share option plan (audited)

Under the Plan, the Group can make awards of share options to selected directors and eligible employees.

Details of options for directors who served during the year are as follows:

	Date of grant	1 July 2013 and 30 June 2014	Exercise price	Date from which exercisable	Expiry date
A.O'Brien	14/12/06	500,000	52.0p	14/12/09	14/12/16
	01/04/10	74,483	54.5p	01/04/13	01/04/20
G.Orchard	14/12/06	346,152	52.0p	14/12/09	14/12/16
	01/04/10	51,565	54.5p	01/04/13	01/04/20
K.Monaghan	12/10/07	100,000	50.0p	12/10/10	12/10/17
	01/04/10	14,323	54.5p	01/04/13	01/04/20
M.Blake	25/11/10	91,743	54.5p	25/11/13	25/11/20
M.Maes	30/10/12	91,743	54.5p	30/10/15	30/10/22
Total		1,270,009			

In addition, C.Morton, who retired from the Board on 30 November 2012, has 55,046 options which were granted on 1 April 2010 and which are exercisable from 1 April 2013. The expiry date for these options is 30 November 2015.

The mid-market price of the Company's shares at the end of the financial year was 18.75p.

Miriam Maes
Chairman of the Remuneration Committee

22 October 2014

Directors' Responsibilities Statement

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare such financial statements for each financial year. Under that law, the directors have prepared the group and parent financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law, the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

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

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

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Directors' responsibility statement

We confirm to the best of our knowledge that:

1. the financial statements, prepared in accordance with International Financial Reporting Standards as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit or loss of the company and the undertakings included in the consolidation taken as a whole; and
2. the strategy report and the directors' report, include a fair review of the development and performance of the business and the position of the company and the undertakings included in the consolidation as a whole together with a description of the principal risks and uncertainties that they face.

On behalf of the Board:

Alan O'Brien	Gus Orchard
Chief Executive Officer	Finance Director
22 October 2014	22 October 2014

Independent Auditors' Report to the Members of Sabien Technology Group Plc

We have audited the Group and Company financial statements (the "financial statements") of Sabien Technology Group Plc for the year ended 30 June 2014 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Cash Flow Statements, the Consolidated and Company Statements of Changes in Equity and the related notes. 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 members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken for no purpose other than to draw to the attention of the company's members those matters we are required to include in an auditors' report addressed to them. To the fullest extent permitted by law, we do not accept or assume responsibility to any party other than the company and the company's members as a body, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 12, 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 & Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit includes 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 Annual Report (Chairman & Chief Executive Officer's Report, Strategic Report, Directors' Report, Corporate Governance and Remuneration Report) to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies, we consider the implications for our report.

Opinion on the financial statements

In our opinion:

- The financial statements give a true and fair view of the state of the Group's and of the parent Company's affairs as at 30 June 2014 and of the Group's loss for the year then ended;
- The group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- 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.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion:

- The part of the Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006; and
- The information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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 and the part of the Remuneration Report to be audited 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.

Jonathan Sutcliffe
(Senior Statutory Auditor)
For and on behalf of Kingston Smith LLP,
Statutory Auditor

Devonshire House
60 Goswell Road
London EC1M 7AD

22 October 2014

Consolidated Statement of Comprehensive Income

For the year ended 30 June 2014

	Notes	2014 £'000	2013 £'000
Revenue		2,139	2,471
Cost of sales		(633)	(699)
Gross profit		1,506	1,772
Administrative expenses		(1,815)	(1,391)
Operating (loss)/profit	5	(309)	381
Investment revenues	6	16	20
(Loss)/profit before tax		(293)	401
Tax credit/(charge)	9	21	(89)
(Loss)/profit for the year attributable to equity holders of the parent company		(272)	312
Other comprehensive income		-	-
Total comprehensive income for the year		(272)	312
(Loss)/earnings per share in pence – basic	11	(0.9)	1.0
(Loss)/earnings per share in pence – diluted	11	(0.9)	0.9

The earnings per share calculation relates to both continuing and total operations.

The notes on pages 19 to 29 form part of these financial statements.

Consolidated and Company Statements of Financial Position

As at 30 June 2014. Company reg no: 05568060

		Group		Company	
	Notes	2014 £'000	2013 £'000	2014 £'000	2013 £'000
ASSETS					
Non-current assets					
Property, plant and equipment	13	106	76	-	-
Intangible assets	14	555	602	-	-
Investment in subsidiaries	15	-	-	3,601	3,601
Deferred tax	9	215	-	-	-
Total non-current assets		876	678	3,601	3,601
Current assets					
Inventories	16	142	200	-	-
Trade and other receivables	17	599	1,081	42	55
Deferred tax	9	-	194	-	-
Cash and cash equivalents	18	1,425	1,357	1,062	1,042
Total current assets		2,166	2,832	1,104	1,097
TOTAL ASSETS		**3,042**	**3,510**	**4,705**	**4,698**
EQUITY AND LIABILITIES					
Current liabilities					
Trade and other payables	19	313	431	27	24
Total current liabilities		313	431	27	24
EQUITY					
Equity attributable to equity holders of the parent					
Share capital	20	1,574	1,574	1,574	1,574
Other reserves		201	200	201	200
Retained earnings		954	1,305	2,903	2,900
Total equity		**2,729**	**3,079**	**4,678**	**4,674**
TOTAL EQUITY AND LIABILITIES		**3,042**	**3,510**	**4,705**	**4,698**

The financial statements were approved and authorised for issue by the Board on 22 October 2014 and were signed on its behalf by:

Alan O'Brien — Chief Executive Officer
Gus Orchard — Finance Director

The notes on pages 19 to 29 form part of these financial statements.

Consolidated and Company Cash Flow Statements

For the year ended 30 June 2014

	Group		Company	
	2014 £'000	2013 £'000	2014 £'000	2013 £'000
Cash flows from operating activities				
(Loss)/profit before taxation	(293)	401	81	(129)
Adjustments for:				
Dividend received from subsidiary	-	-	(200)	-
Depreciation and amortisation	86	72	-	-
Loss on disposal of property, plant & equipment	1	-	-	-
Finance income	(16)	(20)	(13)	(17)
Transfers to equity reserves	1	24	1	24
Decrease/(increase) in trade and other receivables	482	(847)	14	-
Decrease in inventories	58	92	-	-
(Decrease)/increase in trade and other payables	(118)	275	3	-
Cash generated from/(used in) operations	**201**	**(3)**	**(114)**	**(122)**
Corporation taxes recovered / (paid)	-	-	-	-
Net cash inflow/(outflow) from operating activities	**201**	**(3)**	**(114)**	**(122)**
Cash flows from investing activities				
Dividend paid	(79)	-	(79)	-
Dividend received from subsidiary	-	-	200	-
Purchase of property, plant and equipment	(70)	(62)	-	-
Finance income	16	20	13	17
Net cash (used in)/generated by investing activities	**(133)**	**(42)**	**134**	**17**
Net increase/(decrease) in cash and cash equivalents	**68**	**(45)**	**20**	**(105)**
Cash and cash equivalents at the beginning of the year	**1,357**	**1,402**	**1,042**	**1,147**
Cash and cash equivalents at the end of the year	**1,425**	**1,357**	**1,062**	**1,042**

The notes on pages 19 to 29 form part of these financial statements.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2014

	Share capital	Shares to be issued	Share based payment reserve	Retained earnings	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at 1 July 2012	1,574	38	138	993	2,743
Changes in equity for year					
Profit for the year	-	-	-	312	312
Employee share option scheme – value of services provided	-	-	24	-	24
Balance at 30 June 2013	**1,574**	**38**	**162**	**1,305**	**3,079**
Changes in equity for year					
Dividend paid	-	-	-	(79)	(79)
Loss for the year	-	-	-	(272)	(272)
Employee share option scheme – value of services provided	-	-	1	-	1
Balance at 30 June 2014	**1,574**	**38**	**163**	**954**	**2,729**

The notes on pages 19 to 29 form part of these financial statements.

Company Statement of Changes in Equity

For the year ended 30 June 2014

	Share capital	Shares to be issued	Share based payment reserve	Retained earnings	Total equity
	£'000	£'000	£'000	£'000	£'000
Balance at 1 July 2012	1,574	38	138	3,029	4,779
Changes in equity for year					
Loss for the year	-	-	-	(129)	(129)
Employee share option scheme – value of services provided	-	-	24	-	24
Balance at 30 June 2013	**1,574**	**38**	**162**	**2,900**	**4,674**
Changes in equity for year					
Dividend paid	-	-	-	(79)	(79)
Profit for the year	-	-	-	82	82
Employee share option scheme – value of services provided	-	-	1	-	1
Balance at 30 June 2014	**1,574**	**38**	**163**	**2,903**	**4,678**

The notes on pages 19 to 29 form part of these financial statements.

Notes to the Consolidated Financial Statements

For the year ended 30 June 2014

General information

The Company is incorporated in England & Wales under the Companies Act 2006. The address of the registered office is given at the front of the report.

The nature of the Group's operations and principal activities are set out in the Directors' Report.

1. Accounting policies

The following significant principal accounting policies have been used consistently in the preparation of the consolidated financial information of the Group. The consolidated information comprises the Company and its subsidiaries (together referred to as "the Group").

a) **Basis of preparation:** The financial information in this document has been prepared using accounting principles generally accepted under International Financial Reporting Standards ("IFRS"), as adopted by the European Union.

The Directors expect to apply these accounting policies, which are consistent with International Financial Reporting Standards, in the Group's Annual Report and Financial Statements for all future reporting periods.

The Directors believe that the Group is a going concern and have accordingly prepared these financial statements on a going concern basis.

The consolidated financial statements have been prepared on the historical cost basis and are presented in £'000 unless otherwise stated.

b) **Basis of consolidation:** The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries) made up to 30 June each year. Control is achieved where the Company has the power to govern the financial and operating policies of an investee entity so as to obtain benefit from its activities.

Except as noted below, the financial information of subsidiaries is included in the consolidated financial statements using the acquisition method of accounting. On the date of acquisition the assets and liabilities of the relevant subsidiaries are measured at their fair values.

All intra-Group transactions, balances, income and expenses are eliminated on consolidation.

Accounting for the company's acquisition of the controlling interest in Sabien Technology Limited:
The Company's controlling interest in its directly held subsidiary, Sabien Technology Limited, was acquired through a transaction under common control, as defined in IFRS 3 Business Combinations. The directors note that transactions under common control are outside the scope of IFRS 3 and that there is no guidance elsewhere in IFRS covering such transactions.

IFRS contain specific guidance to be followed where a transaction falls outside the scope of IFRS. This guidance is included at paragraphs 10 to 12 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors. This requires, inter alia, that where IFRS does not include guidance for a particular issue, the directors may also consider the most recent pronouncements of other standard setting bodies that use a similar conceptual framework to develop accounting standards. In this regard, it is noted that the UK standard FRS 6 Acquisitions and Mergers addresses the question of business combinations under common control.

In contrast to IFRS 3, FRS 6 sets out accounting guidance for transactions under common control which, as with IFRS 3, are outside the scope of that accounting standard. The guidance contained in FRS 6 indicates that merger accounting may be used when accounting for transactions under common control.

Having considered the requirements of IAS 8, and the guidance included in FRS 6, it is considered appropriate to use a form of accounting which is similar to pooling of interest when dealing with the transaction in which the Company acquired its controlling interest in Sabien Technology Limited.

In consequence, the consolidated financial statements for Sabien Technology Group Plc report the result of operations for the year as though the acquisition of its controlling interest through a transaction under common control had occurred at 1 October 2005. The effect of intercompany transactions has been eliminated in determining the results of operations for the year prior to acquisition of the controlling interest, meaning that those results are on substantially the same basis as the results of operations for the year after the acquisition of the controlling interest.

Similarly, the Consolidated Statement of Financial Position and other financial information have been presented as though the assets and liabilities of the combining entities had been transferred at 1 October 2005.

The Group did take advantage of section 131 of the Companies Act 1985 and debited the difference arising on the merger with Sabien Technology Limited to a merger reserve. When consolidated retained earnings are available, any debit reserves are offset against these retained earnings. As there were consolidated retained earnings available in the year ended 30 June 2012, the merger reserve was offset against those retained earnings.

c) **Property, plant and equipment**: Property, plant and equipment are stated at cost less accumulated depreciation. Assets are written off on a straight-line basis over their estimated useful life commencing when the asset is brought into use. The useful lives of the assets held by the Group are considered to be as follows:

Office equipment, fixtures and fittings	4 years

d) **Intangible assets**: Intellectual property, which is controlled through custody of legal rights and could be sold separately from the rest of the business, is capitalised where fair values can be reliably measured.

Intellectual property is amortised on a straight line basis evenly over its expected useful life of 20 years.

Impairment tests on the carrying value of intangible assets are undertaken:

- At the end of the first full financial year following acquisition; and
- In other periods if events or changes in circumstances indicate that the carrying value may not be fully recoverable.

If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of the fair value, less costs to sell, and value in use. In assessing the value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but only in so far that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised in income immediately.

e) **Fixed asset investments**: Fixed asset investments are stated at cost less any provision for impairment in value.

f) **Deferred consideration**: Deferred consideration is discounted from the anticipated settlement date at the Group's weighted average cost of capital.

g) **Inventories**: Inventories are valued at the lower of average cost and net realisable value.

h) **Financial instruments**

Financial Assets
The Group classifies its financial assets as loans and receivables and cash. The classification depends on the purpose for which the financial assets were acquired. Management determines the classification of its financial assets at initial recognition.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They are included in current assets, except for maturities greater than 12 months after the year end date. These are classified as non-current assets.

Trade receivables are classified as loans and receivables and are recognised at fair value less provision for impairment. Trade receivables, with standard payment terms of between 30 to 65 days, are recognised and carried at the lower of their original invoiced and recoverable amount. Where the time value of money is material, receivables are carried at amortised cost. Provision is made when there is objective guidance that the Group will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

The Group's financial assets are disclosed in notes 16 and 17. Impairment testing of trade receivables is described in note 17.

Financial Liabilities
The Group classifies its financial liabilities as trade payables and other short term monetary liabilities. Trade payables and other short term monetary liabilities are recorded initially at their fair value and subsequently at amortised cost. They are classified as non-current when the payment falls due greater than 12 months after the year end date and are described in note 19.

i) **Cash and cash equivalents**
Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts.

j) **Revenue recognition**: Revenue from sale of goods is recognised upon delivery and installation at a customer site or delivery to a customer's incumbent facilities manager which subsequently carries out the installation itself. Where goods are delivered to overseas distributors, revenue is recognised at the time of shipment from the Company's warehouse.

Revenue from services generally arises from pilot projects for customers and is recognised once the pilot has been completed and the results notified to the customer. Pilot projects generally have a duration of between 1 and 3 months.

Revenue is shown net of value-added tax, returns, rebates and discounts and after eliminating sales within the Group.

Interest income is accrued on a time basis by reference to the principal outstanding and at the effective interest rate applicable.

k) **Share-based payments**: The Group has applied the requirements of IFRS2 Share-based Payments. The Group issues options to certain employees. These options are measured at fair value (excluding the effect of non-market based vesting conditions) at the date of grant. The fair value determined at the grant date is expensed on a straight-line basis over the vesting period based on the Group's estimate of the shares that will eventually vest and adjusted for the effect of non-market based vesting conditions.

Fair value is measured by use of the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate for the effects of non-transferability, exercise restrictions and behavioural conditions.

l) **Operating leases**: Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to profit and loss on the straight line basis over the lease term.

m) **Taxation**: The charge for current tax is based on the results for the year as adjusted for items that are non-assessable or disallowed. It is calculated using rates that have been enacted or substantively enacted by the year end date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax basis used in the computation of taxable profit. In principle, 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. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction which affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interest in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred tax is calculated at the rates that are expected to apply when the asset or liability is settled. Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items credited or charged directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

n) **Accounting basis and standards**: These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

During 2014, the Company adopted a number of new IFRS standards, interpretations, amendments and improvements to existing standards. These included IFRS 10, IFRS 11, IFRS 12, IFRS 13, and IAS 1. These new standards and changes did not have any material impact on the Company's financial statements.

The following new standard is mandatory the first time for accounting periods beginning on or after 1 January 2017:

- IFRS 15 – Revenue from Contracts with Customers ("IFRS 15") specifies how and when an entity will recognise revenue as well as requiring such entities to provide users of financial statements with more informative, relevant disclosures. The standard provides a single, principles-based five step model to be applied to all contracts with customers. IFRS 15 was issued in May 2014 and is effective for annual reporting periods beginning on or after 1 January 2017.

The following new standards, amendments to standards and interpretations to published standards are mandatory the first time for accounting periods beginning on or after 1 July 2014, but are not currently considered to be relevant to the Group (although they may affect the accounting for future transactions and events) and have not been early adopted:

- IFRS 9, 'Financial instruments', IAS 19 - Employee Benefits, IAS 32 – Financial Instruments: Presentation, IAS 36 – Impairments of Assets, IAS 39 – Financial Instruments: Recognition and Measurement, IFRIC 21 – Levies.

2. Financial risk management

Financial risk factors

The Group's activities expose it to a variety of financial risks arising from its use of financial instruments: credit risk, liquidity risk and market risk. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them.

Further quantitative information in respect of these risks is presented throughout these financial statements. So far, there have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

The principal financial instruments used by the Group, from which the financial instrument risk arises, are as follows:

- trade and other receivables.
- cash and cash equivalents.
- trade and other payables.

The Board has overall responsibility for the determination of the Group's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for designing and operating processes that ensure the effective implementation of the objectives and policies to the Group's finance function.

The Board reviews regular finance reports from the Finance Director through which it evaluates any risk exposures with a view to minimising any potential adverse effects on the Group's financial performance. So far, the Group has not used derivative financial instruments to hedge risk exposures as its activities and operations exposure to such risks are not deemed significant. Transactions that are speculative in nature are expressly forbidden.

Details regarding the policies that address financial risk are set out below:

(i) Credit risk

Credit risk arises principally from the Group's trade receivables and cash and cash equivalents. It is the risk that the counterparty fails to discharge its obligation in respect of the instruments.

Trade Receivables

The nature of the Group's operations means that all of its current key customers are established businesses and organisations in both the public and private sector. The credit risks are minimised due to the nature of these customers and the concentration of sales to date within established economies. The Group will continually review its credit risk policy, taking particular account of future exposure to developing markets and associated changes in the credit risk profile.

The carrying amount in the Consolidated Statement of Financial Position, net of any applicable provisions for loss, represents the amount exposed to credit risk and hence there is no difference between the carrying amount and the maximum credit risk exposure.

(ii) Liquidity risk

Liquidity risk arises from the Group's management of working capital. It is the risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due and have the availability of such funds for its operations. Management monitors rolling forecasts of the Group's liquidity reserve which comprises cash and cash equivalents on the basis of expected cash flow. At the year end date, these projections indicate that the Group expects to have sufficient liquid resources to meet its obligations under all reasonable expected circumstances for the forthcoming year. The Group continues to monitor its liquidity position through budgetary procedures and cash flow analysis.

The table below analyses the Group's financial liabilities into relevant maturity groupings based on the remaining period from the year end date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due in less than 1 year equal their carrying balances as the impact of discounting is not significant.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years
	£'000	£'000	£'000	£'000
At 30 June 2014 Trade and other payables	313	-	-	-
At 30 June 2013 Trade and other payables	431	-	-	-

The Group does not have any derivative financial instruments.

(iii) Market risk

Market risk arises from the Group's use of interest bearing, tradable and foreign currency financial instruments. There is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in interest rates (interest rate risk), foreign exchange rates (currency risk) or other market factors (other price risk).

- **Interest rate risk**
  The Group invests its surplus cash in a spread of fixed rate short term bank deposits to minimise risk and maximise flexibility. In doing so it limits its exposure to fluctuations in interest rates that are inherent in such a market. Overall risk is not regarded as significant and the effect of a one percentage point decrease in the average interest rate during the year would have resulted in an decrease in post-tax profit for the year of £1k (2013: £1k).
- **Foreign exchange risk**
  The Group operates internationally through its distributorship arrangements in Europe and the US and is exposed to foreign exchange risk arising from the Euro and the US dollar. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities. Given the current scale of the Group's overseas operations, overall currency risk is considered to be low. An increase of one percentage point in the average 2014 Euro and US dollar exchange rates would have decreased the Group's profit after tax by less than £1k (2013: £1k).
- **Price risk**
  The Group does not hold external investments in equity securities and therefore is not exposed to other price risk.

Capital risk management

The Group's objective when managing capital is to safeguard the Group's ability to continue as a going concern in order to provide future returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. The Group seeks to maintain, at this stage of its development, sufficient funding drawn primarily from equity to enable the Group to meet its working and strategic needs. The Group may issue new shares or realise value from its existing investments and other assets as may be deemed necessary.

The Group centrally manages borrowings, investment of surplus funds and financial risks. The objective of holding financial investments is to provide efficient cash and tax management and effective funding for the Group.

Fair value estimation

Holding trade receivables and payables at book value less impairment provision is deemed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Group for similar financial instruments.

3. Critical accounting estimates and judgements

Sources of estimation uncertainty

The preparation of the consolidated and company financial statements requires the Group and Company to make estimates, judgements and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and related disclosure of contingent assets and liabilities. The directors base their estimates on historical experience and various other assumptions that they believe are reasonable under the circumstances, the results of which form the basis for making judgements about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions.

In the process of applying the Group's and Company's accounting policies, management has made a number of judgements and estimations, of which the following are deemed to have the most significant effect on amounts recognised in the financial statements:

(i) Revenue recognition

No significant criteria are required by the Group in regard to revenue recognition that are not covered by the accounting policy.

(ii) Share-based payments

The calculation of the estimated fair value of share options and warrants granted can only reasonably be assessed once such options and warrants are exercised. To date, no options or warrants have been exercised and the Group is therefore reliant upon the calculations as explained in the accounting policy and note 22 to the accounts in arriving at an estimated fair value in line with the requirements of IFRS2.

(iii) Going concern

The directors have prepared projections of the Group's anticipated future results based on their best estimate of likely future developments within the business and have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. They have accordingly prepared these financial statements on the 'going concern' basis.

(iv) Impairment of assets

In line with the going concern assumption, based on their best estimate of likely future developments within the business, the directors consider that an impairment provision against the carrying value of Investment in Subsidiaries is not necessary in the Company's Statement of Financial Position as at the year end date.

(v) Deferred tax assets

Management judgement is required to determine the amount of deferred tax asset that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Despite the Group's loss in the year under review, the directors have reviewed the strength of the sales pipeline and forecast profitability and believe that it is still prudent to recognise a deferred tax asset in respect of tax losses that will be available for offset against future taxable income. This deferred tax asset is increased by the notional amount of tax losses incurred in calculating the current year tax charge. Accordingly, the deferred tax asset has been increased by £21k in the results for the year under review.

(vi) Intellectual property

As a result of a review by the directors of the unit sales likely to arise over the next year, no change in the value of Intellectual Property has been deemed to be necessary and consequently no provision has been made for impairment.

4. Segmental reporting

Based on risks and returns, the directors consider that the primary reporting business format is by business segment which is currently just the supply of energy efficiency products, as this forms the basis of internal reports that are regularly reviewed by the Company's chief operating decision maker in order to allocate resources to the segment and assess its performance. Therefore the disclosures for the primary segment have already been given in these financial statements. The secondary reporting format is by geographical analysis by destination. Non-UK revenues amounted to 9% of the total and are analysed as follows:

Geographical information	Sales revenue £'000	% of total revenue
UK	1,951	91
Other	188	9
Total	2,139	100

During the period, sales to the group's largest customers were as follows:

	Sales revenue £'000	% of total revenue
Customer 1	629	29%
Customer 2	605	28%

5. Operating (loss)/profit

Operating (loss)/profit is stated after charging:

	Year Ended 30 June 2014	Year Ended 30 June 2013
	£'000	£'000
Depreciation of property, plant & equipment	39	24
Loss on disposal of property, plant & equipment	1	-
Amortisation of intangible assets	47	48
Operating lease rentals – land and buildings	52	21
Loss on foreign exchange	1	-

6. Investment revenues

	Year ended 30 June 2014	Year ended 30 June 2013
	£'000	£'000
Interest receivable	16	20

7. Auditors' remuneration

	Year ended 30 June 2014	Year ended 30 June 2013
	£'000	£'000
Fees payable to the Company's auditors for:		
the audit of the Company's annual accounts	9	11
Fees payable to the Company's auditors for other services to the Group:		
the audit of the Company's subsidiary	15	13
Total audit fees	**24**	**24**
Fees payable to the Company's auditors for:		
taxation compliance services	4	4
other services	-	1
Total other fees	**4**	**5**

8. Staff costs

	Year ended 30 June 2014	Year ended 30 June 2013
	£'000	£'000
Wages and salaries	1,038	779
Social security costs	118	86
Total	**1,156**	**865**

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

	Year ended 30 June 2014	Year ended 30 June 2013
	Nos.	Nos.
Directors	5	5
Administration	12	9
Total	**17**	**14**

9. Corporation tax

	Year ended 30 June 2014	Year ended 30 June 2013
	£'000	£'000
Current tax	-	-
Deferred tax	(21)	89
Total tax (credit) / charge for the year	**(21)**	**89**
The tax charge for the year can be reconciled to the loss as follows:		
(Loss)/profit before tax	(293)	401
Tax on (loss)/profit on ordinary activities at standard UK corporation tax rate of 20% (2013: 20%)	(58)	80
Expenses not deductible for tax purposes	11	6
Capital allowances in excess of depreciation	(7)	(6)
Other short term timing differences	-	-
Unrelieved tax losses	33	9
Tax losses carried forward/(utilised)	21	(89)
Current tax	-	-

Deferred tax:

A deferred tax asset of £215k has been recognised in respect of £1,025k of available losses brought forward (2013: £971k) as the Directors believe that it is probable that the Group will continue to be sufficiently profitable in the future to be able to utilise these losses. This asset has been treated in these financial statements as non-current as, due to the loss incurred in the financial year, it is not now expected that the losses will be fully utilised within the next 12 months. The aggregate amount of deductible temporary differences, parent company unused tax losses and unused tax credits for which no deferred tax asset is recognised in the Consolidated Statement of Financial Position is estimated at £254k (2013: £258k) which at the standard tax rate would equate to £51k (2013: £52k).

10. Dividends

	Year ended 30 June 2014	Year ended 30 June 2013
	£'000	£'000
Proposed final dividend for the year ended 30 June 2014 of 0.275p per share (2013: 0.25p)	91	79

11. Earnings per share

The calculation of earnings per share is based on the loss for the year attributable to equity holders of £272k (2013: £312k profit) and a weighted average number of shares in issue during the period of 31,486,511 (2013: 31,486,511). At the year end, warrants for 1,518,356 shares (2013: 1,518,356) and options over 2,102,410 shares (2013: 2,074,410) were in issue. Both have been taken into account in calculating diluted earnings per share.

12. Profit attributable to the members of the 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 profit dealt with in the accounts of the Parent Company is £82k (2013: £129k loss). There is no other comprehensive income in the Parent Company.

13. Property, plant and equipment

Group	2014	2013
	£'000	£'000
Cost		
At 1 July	154	94
Additions	70	62
Disposals	(16)	(2)
At 30 June	**208**	**154**
Depreciation		
At 1 July	78	56
Charge for the year	39	24
Reversed on disposals	(15)	(2)
At 30 June	**102**	**78**
Net Book Value		
At 30 June 2014	**106**	**76**
At 30 June 2013	**76**	**38**

The Company held no property, plant and equipment at 30 June 2014 and 2013.

At 30 June 2014, the Group had entered into contractual commitments for the acquisition of property, plant and equipment amounting to £nil (2013: £nil).

14. Intangible assets

Group	2014	2013
	£'000	£'000
Intellectual Property Cost		
At 1 July and 30 June	**943**	**943**
Amortisation		
At 1 July	341	293
Charge for the year	47	48
At 30 June	**388**	**341**
Net Book Value		
At 30 June 2014	**555**	**602**
At 30 June 2013	**602**	**650**

Intellectual Property represents the rights to the M2G product acquired from the inventors. As a result of an impairment review performed in accordance with IAS 36 'Impairment of Assets' as detailed in note 15, no adjustment to the carrying value is proposed this year.

The remaining amortisation period for Intellectual Property is 12 years. The Company held no intangible assets at 30 June 2014 and 2013.

15. Investment in subsidiaries

Company	2014	2013
	£'000	£'000
Cost and net book value		
At 1 July and 30 June	**3,601**	**3,601**

Details of the subsidiary undertakings at the year end date are as follows (see table on next page):

Name of company	Country of incorporation	Class of share	Nature of business	Proportion of voting rights
Sabien Technology Limited	England & Wales	Ordinary	Managing carbon through energy reduction	100%
Sabien Technology IP Limited	Northern Ireland	Ordinary	Ownership of Intellectual Property	100%

The Company performs an annual impairment review in accordance with IAS 36 'Impairment of Assets'. In accordance with IAS 36, the recoverable amount is calculated being the higher of value in use and fair value less costs to sell.

The value in use is determined using cash flow projections covering a five year period which have been approved by the Board. They reflect the directors' expectations of the level and timing of revenue and expenses, working capital and operating cash flows based on past experience and future expectations of business performance.

The pre-tax discount rate of 9.6% (2013: 9.6%) applied to the cash flow projections is derived from the Group's weighted average cost of capital. A growth rate of 14% (2013: 14%) has been applied in each of the 5 years of the cash flow forecast and a nil growth rate applied thereafter.

A sensitivity analysis has not been performed as the current value in use significantly exceeds the carrying value at 30 June 2014

16. Inventories

Group	2014	2013
	£'000	£'000
Goods held for resale	142	200

The Company held no inventories at 30 June 2014 and 2013.

17. Trade and other receivables

	2014 Group	2013 Group	2014 Company	2013 Company
	£'000	£'000	£'000	£'000
Trade receivables	417	1,030	-	-
Other receivables	182	51	10	9
Amounts owed by Group undertakings	-	-	32	46
	599	**1,081**	**42**	**55**

The value of trade receivables quoted in the table above also represents the fair value of these items and are due within one year.

Trade receivables are considered impaired if they are not considered recoverable. As at 30 June 2014, the Group had no receivables which were considered to be impaired and against which a full provision has been made. Trade receivables of £28k (2013: £18k) were past due but not impaired. The ageing analysis of these trade receivables is as follows:

	2014	2013
	£'000	£'000
Up to 3 months	389	1,012
3 to 6 months	17	2
More than 6 months	11	16
	417	**1,030**

The carrying amounts of the Company's trade and other receivables are denominated in the following currencies:

	2014	2013
	£'000	£'000
Pounds sterling	584	1,064
Euros	15	17
	599	**1,081**

18. Cash and cash equivalents

	2014 Group	2013 Group	2014 Company	2013 Company
	£'000	£'000	£'000	£'000
Cash and cash equivalents	**1,425**	**1,357**	**1,062**	**1,042**

19. Trade and other payables

	2014 Group	2013 Group	2014 Company	2013 Company
	£'000	£'000	£'000	£'000
Trade payables	38	47	-	-
Social security and other taxation	88	194	(7)	(10)
Accruals and deferred income	187	190	34	34
	313	**431**	**27**	**24**

20. Share capital

	2014	2013
	£'000	£'000
Allotted, called up and fully paid		
31,486,511 Ordinary shares of 5p each (2013: 31,486,511)	**1,574**	**1,574**

Share warrants

On 7 August 2009, the Company granted 2,952,279 warrants to TVI 2 Limited, exercisable at 6.6p each over a period of five years. Subsequent to the repayment of the loan to TVI 2 Limited in October 2009, the number of warrants granted was reduced to 1,518,356 and they are now exercisable at a price of 6.42p each. These warrants represent 4.6% of the enlarged share capital including Ordinary shares potentially to be issued under the Warrant option. On 6 August 2014, TVI 2 Limited exercised its warrant option at a price of 6.42p each.

Share options (see note 22)

At the year end date, the following options had been granted:

Date of grant	At 1 July 2013 and 30 June 2014	Exercise price	Exercisable from	Exercisable to
14 December 2006	1,134,609	52.0p	December 2009	December 2016
11 July 2007	99,010	50.5p	July 2010	July 2017
12 October 2007	100,000	50.0p	October 2010	October 2017
1 April 2010	557,305	54.5p	April 2013	April 2020
25 November 2010	91,743	54.5p	November 2013	November 2020
30 October 2012	91,743	54.5p	October 2015	October 2022
4 November 2013	28,000	54.5p	November 2016	November 2023
Total	**2,102,410**			

28,000 share options were granted in the year under review.

21. Operating lease commitments

At the year end date, the Group had the following total commitments under non-cancellable operating leases:

Group	Land and buildings	
	2014 £'000	2013 £'000
Expiry date:		
Within one year	60	22
Between two and five years	208	52
	268	**74**

The Company had no commitments under non-cancellable operating leases at 30 June 2014 and 2013.

22. Share based payments

The Company has issued share options under a share option scheme for directors and employees set up in November 2006 under which approved and unapproved share options were granted prior to the flotation of the Company in December 2006. The Company adopted the "Sabien Technology Group Share Option Plan" at the time of flotation and it is intended that options will only be granted under this scheme in future.

Under this scheme, directors and employees hold options to subscribe for 5p Ordinary shares in Sabien Technology Group Plc at prices based on the mid-market price on the day preceding the relevant share option grant. See note 20 for details of options in issue at the year end date. There are no performance conditions attached to these options.

The value of the options is measured using the QCA-IRS Option Valuer based on the Black Scholes model. The inputs into the Black Scholes model were as follows:

	2014	2013
Share price at date of grant	39.0p	34.5p
Exercise price at date of grant	54.5p	54.5p
Weighted average fair value	5p	3p
Volatility	30%	30%
Expected life	3 years	3 years
Risk free interest rate	4.75%	4.75%

Expected volatility was determined by reference to volatility used by other similar companies.

The expected life used in the model reflects the lack of performance conditions attached to the options granted.

The Group has recognised a charge of £1k arising from the share based payments noted above in profit and loss for the year ended 30 June 2014 and this has been credited to Other Reserves in the Consolidated and Company Statements of Financial Position.

The following reconciles the outstanding share options granted under the employee share option scheme at the beginning and end of the financial year:

	Number	Weighted average exercise price	Number	Weighted average exercise price
	2014	2014	2013	2013
Balance at beginning of the financial year	2,074,410	52.72p	2,045,670	52.70p
Granted during the year	28,000	54.50p	91,743	54.50p
Cancelled during the year	-	-	(63,003)	54.50p
Balance at end of the financial year	2,102,410	52.75p	2,074,410	52.72p
Weighted average remaining contractual life	3.9 years		4.9 years	

23. Related party transactions

Key management are those persons having authority and responsibility for planning, controlling and directing the activities of the Group. In the opinion of the Board, the Group's key management are the directors of Sabien Technology Group Plc. Information regarding their remuneration is given in the Remuneration Report. During the year, the Company had entered into service agreements with Karl Monaghan, Dr Martin Blake and Ms Miriam Maes with entities either controlled by them or in which they have an interest as shareholders. Fees are paid in accordance with those agreements.

During the year, Sabien Technology Limited was charged £55k (2013: £80k) by way of management charges by Sabien Technology Group Plc, its parent company. Sabien Technology Limited repaid £69k during the year in respect of these working capital loans and at the year end the amount outstanding was £32k (2013: £46k).

At the year end, the Group was owed £1k (2013: £1k) by Gus Orchard, a Director of the Company, in respect of a season ticket loan.

24. Post balance sheet events

On 6 August 2014, TVI 2 Limited exercised its warrant option at a price of 6.42p per share. As a result, a further 1,518,356 Ordinary shares were issued increasing the issued share capital to 33,004,867 Ordinary shares.

Board Management

Miriam Maes
Chairman

Miriam has worked in the energy sector since 2002, initially as a Member of Texas Utilities' (TXU) European Executive and subsequently as COO of EDF Energy's non-regulated Distribution Networks business.

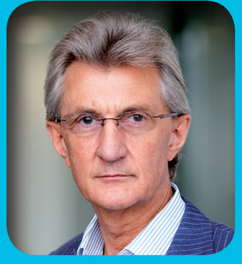
In 2007, Miriam became CEO of Foresee and in 2010 was appointed as Delivery Advisor to the UK Department of Energy and Climate Change (DECC) and as a Member of the Ministerial Working Group on Energy Efficiency for the Public Sector. Subsequently, Miriam was Advisor to the new Energy Efficiency Deployment Office in the DECC until March 2012, providing expert advice on Energy Efficiency issues.

Miriam is currently a Non Executive Director of the Euronext listed and BELPEX company ELIA Group (Belgium), the Belgian and part German Transmission and Distribution System Operator, and of Assystem (France) an international Energy, Automotive and Aerospace Engineering company, listed on NYSE Euronext.

Alan O'Brien
Chief Executive Officer

Alan has held a number of senior marketing management and commercial roles within the UK Energy and Telecom sectors including positions with TXU, KDDI, Eircom and Irish Life Plc. Most recently he was employed by E.ON (formerly Powergen UK) as Business Development Manager, where he was responsible for the group's business development strategy and the development of key strategic alliances and partnerships within the UK and across Pan-European E.ON markets. Alan left E.ON in 2004 and subsequently founded the Sabien business.

Alan holds a BA Hons in International Marketing and a Diploma in Direct Marketing. As Chief Executive of Sabien, Alan is responsible for Group strategy, client liaison and the identification of new business opportunities.



Dr Martin Blake
Non-executive Director

Martin has over 25 years experience in business management, Corporate Social Responsibility and Sustainability. He holds an MBA in Organisational Analysis and Strategic Management and his Doctorate in Business (DBA) focused on Organisational Change. He is an Adjunct Professor of Sustainable Business Development at both Griffith University and the University of Southern Queensland.

He is a Member of the Institute of Directors and a Fellow of the Chartered Institute of Management.

He chairs the 'PostEurop' (45 European postal authorities) sustainability committee and is a member of many government and non-government advisory panels on sustainability and climate change. Dr Blake chairs and advises a multitude of strategic groups, all focused on the development and deployment of low carbon infrastructure, including board directorships of Fuel Cell Europe and the Scottish Hydrogen Fuel Cell Association.

Karl Monaghan
Non-executive Director

After graduating from University College Dublin with a Bachelor of Commerce degree, Karl trained as a Chartered Accountant with KPMG in Dublin. He has worked in corporate finance departments at a number of merchant banks and stockbrokers, latterly with Credit Lyonnais Securities for seven years and Robert W. Baird for two years until June 2002. During this time he focussed on business services companies and has significant experience in advising companies in the staffing sector.

He set up Ashling Capital LLP in December 2002 to provide consultancy services to quoted and private companies. He is also a non-executive director of AIM companies CareTech Holdings PLC and FDM Holdings PLC.

Gus Orchard
Finance Director

Gus is a fellow of the Institute of Chartered Accountants and has held numerous appointments as company secretary and director at a variety of private and public companies. Gus started his career with Coopers and Lybrand working in France and London. His private company experience includes roles such as financial controller of GSI USA (part of the Alcatel Group), and financial director of Financial Data Services Group (formerly a part of SG Warburg and Co.) from 1983 to 1996. Other roles include finance director of TransEDA plc during the time that the company was admitted to AIM raising £3 million of new money with a market capitalisation of £25 million.