WCN

e-recruitment & talent solutions

World Careers Network Plc

report and consolidated financial statements for the year ended 31 July 2016

year ended 31 July 2016

World Careers Network Plc

Annual report and financial statements for the year ended 31 July 2016

Contents

Directors
Charles E H Hipps
David K Moore
David J Earland

Secretary and registered office
Paul Hipps, 5-7 Bridgeworks, The Crescent
London SW19 8DR

Company number 3813540

Auditor
BDO LLP, 55 Baker Street,
London W1U 7EU

Nominated advisers and broker
Panmure Gordon (UK) Limited
One New Change, London EC4M 9AF

Registrars
Capita Registrars Limited, The Registry,
34 Beckenham Road, Beckenham, Kent BR3 4TU

The Directors present their strategic report with the audited consolidated and parent Company financial statements for the year ended 31 July 2016.

Principal Activity

The principal activity of the World Careers Network PLC group of Companies ('World Careers Network' or the 'Group') is the provision of Internet based recruitment software for the tracking and selection of applicants.

Financial Review

Our profit for the year of £1,382,896 is significantly higher than last year (£1,197,879) due to a gain of over £400,000 as a result of the fall in the value of the £ against the US$ in the run up to and following the EU Referendum which resulted in a substantial increase in the value of our US$ bank and debtor balances at the beginning of the year and our sales invoiced during the year. But for the decline in the value of the £ our profits would have been nearly 20% down on last year.

The changes in Key Performance Indicators between the financial years 2015/2016 and 2014/2015 were as follows:

	2015/16	**2014/15**
Sales per employee	86,298	80,168
Operating profit per employee	13,670	11,785

The average headcount in 2015/16 remained unchanged from the previous year at 98 hence the improvements in the KPIs as a result of the increased year on year sales and profits which benefitted from the fall in the value of the £ referred to above.

The Board will be seeking at the Annual General Meeting the extension of the authority granted last year to make market purchases of ordinary shares, within the usual limits for a listed company. In assessing whether in practice to use this authority, the Board will take into account all relevant factors including the effect on earnings per share and assets per share ratios and other benefits to shareholders.

Dividends

The directors are pleased to recommend the payment of a dividend of 3.5p per share, which is the same as that paid in respect of the previous year. This dividend will be subject to the approval of shareholders at the Annual General Meeting to be held at 5-7 Bridgeworks, The Crescent, London SW19 8DR at 10.30 am, on Monday, 19 December 2016, and, if approved, will be payable on 21 December 2016 to shareholders on the register as at 25 November 2016.

Operating Review

Sales increased by £600,696 compared with last year of which £187,000 was due to the fall in the value of the £sterling to which I referred above. The residual increase of around 5% reflected projects which started in the previous year coming fully online and the addition of some new clients.in the current year. Support Fees underpinned the increase in sales while fees from change requests and implementations fell slightly as large scale implementations completed.

At the same time, costs rose compared to the previous year, predominantly in the second half year as many of the investment decisions - particularly additional marketing spend, bolstering our resources in the areas of security and hosting infrastructure maintenance, delivery, account management and UK and US sales – took effect.

Principal Risks and Uncertainties

Commercial and Operational Risk

Competitive pressure and economic instability is a continuing risk for the Company. The Company manages this risk by providing leading edge products and high levels of customer service, by managing resource levels and pursuing opportunities for continuous improvement.

The business is dependent upon clients' ability to safely access data held on our servers. In order to ensure that this is not affected by a breakdown in power supplies or by other physical hazards our servers are housed offsite in secure facilities on the premises of a specialist provider of these services. Third party security experts are also regularly engaged to advise on data security.

Financial Risk

The main risks arising from the Company's activities are currency risk and credit risk. These are monitored by the Board of directors and were not considered to be significant at the balance sheet date.

Credit risk is the risk of financial loss arising from the inability of a counterparty to service or repay debt in accordance with contractual terms. The Group believes it has no significant credit risk, as it is company policy to assess the credit risk of new customers and to factor the information from these credit ratings into future dealings with the customers. At the balance sheet date there were no significant concentrations of credit risk.

Further information in relation to financial risk can be found in note 19 to the financial statements.

Outlook

The heavy investments in the second half of last year in the areas I mentioned above have continued into the current year and our cost base is now running considerably higher than last year.

These investments will undoubtedly have a material impact on our profitability both in the current year and for the foreseeable future since the increased costs come first and are more certain than the resulting revenue streams. This is exacerbated both by the increased scale of some of our projects making growth more erratic and by the general economic uncertainty following the Brexit vote.

Simultaneously looking after our clients and ensuring they are happy, implementing new clients, developing and managing the adoption of new innovations, developing the team & on-boarding new team members, and continuous looking for ways to improve is very challenging. I would like to thank the team at WCN for your tremendous efforts. Our success is down to your hard work and skill.

This strategic report was approved by the order of the Board on 7 November 2016.

Charles EH Hipps
Chairman, World Careers Network

The Directors present their report with the audited consolidated and parent Company financial statements of the Group for the year ended 31 July 2016.

Directors

The Directors of the Company during the year and up to the approval of the financial statements were:

	Ordinary shares of £0.001 2016	2015
Chairman		
Charles E H Hipps	5,404,500	5,404,500
Technical Director		
David K Moore	1,100	1,100
Operations Director		
David J Earland	-	-

DJ Earland retires by rotation and being eligible offers himself for re-election.
Transactions with directors and directors' interests are disclosed in notes 6 and 20 to the financial statements.

Dividends

The directors recommend a final dividend of 3.5p (2015 - 3.5p) per share. No interim dividend was paid (2015 - nil).

Strategic Report

The Company has chosen, in accordance with Section 414C of the Companies Act 2006, to set out the future development of the business in the strategic report which would otherwise be required to be contained in the report of the directors.

Financial Instruments

Details of financial instruments and their associated risks and risk management objectives are given in note 19 to the financial statements.

Research & Development

The Group continues to develop the software and technology within the business and any qualifying expenditure is capitalised in accordance with applicable accounting standards.

Acquisition of Own Shares

During the year the Company did not purchase or cancel any shares. The Company will continue to effect further purchases as shares are offered to us at a suitable price.

The Board will be seeking at the Annual General Meeting the extension of the authority granted last year to make market purchases of ordinary shares, within the usual limits for a listed company. In assessing whether in practice to use this authority, the Board will take into account all relevant factors including the effect on earnings per share and assets per share ratios and other benefits to shareholders.

Post Balance Sheet Events

The directors have no post balance sheet events to disclose.

Directors’ Responsibilities

The directors are responsible for preparing the strategic report, the directors’ report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the group and company 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 company and of the profit or loss of the group and company for that period. The directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market.

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

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

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

Website Publication

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

Statement as to Disclosure of Information to Auditor

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

Auditor

The auditor, BDO LLP is deemed to be reappointed under Section 487(2) of the Companies Act 2006.

On Behalf of the Board

P Hipps
Secretary

7 November 2016

Independent Auditor's Report to the Members of World Careers Network PLC

We have audited the financial statements of World Careers Network PLC for the year ended 31 July 2016 which comprise the Consolidated Income Statement, the Consolidated Statement of Other Comprehensive Income, the Consolidated and Company Statements of Financial Position, the Consolidated and Company Statements of Changes in Equity, the Consolidated and Company Statements of Changes in Cash Flows 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 so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

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

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the group's and the parent company's affairs as at 31 July 2016 and of the group's profit for the year then ended;
- the financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and 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 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.

Stuart Collins (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

7 November 2016

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

	Note	2016	2015
		£	£
Revenue	3	**8,457,202**	7,856,506
Total administrative expenses		**7,117,511**	6,701,553
Operating profit	4	**1,339,691**	1,154,953
Finance income		**43,205**	42,926
Profit on ordinary activities before taxation		**1,382,896**	1,197,879
Income Tax	8	**277,201**	262,500
Profit for the year		**1,105,695**	935,379
Earnings per share	10		
Basic		**14.62p**	12.29p
Diluted		**14.46p**	12.04p

The notes on pages 10 to 20 form part of these financial statements.

Consolidated statement of comprehensive income for the year ended 31 July 2016

	2016	2015
	£	£
Profit for the year	**1,105,695**	935,379
Other comprehensive income		
Items that may be reclassified into profit or loss		
Exchange differences on translation of foreign operations (net of tax)	**(4,371)**	9,966
Other comprehensive income for the year	**(4,371)**	9,966
Total comprehensive income for the year and attributable to the owners of the parent	**1,101,324**	945,345

The notes on pages 10 to 20 form part of these financial statements.

Company number 3813540	Note	2016	2015
		£	£
Assets			
Non-current assets			
Property, plant and equipment	11	**140,174**	116,743
		140,174	116,743
Current assets			
Trade and other receivables	12	**2,299,183**	2,567,678
Cash and cash equivalents	13	**10,171,966**	8,219,388
Total current assets		**12,471,149**	10,787,066
Total assets		**12,611,323**	10,903,809
Equity			
Issued capital	15	**7,562**	7,559
Share premium	16	**1,595,040**	1,591,703
Capital redemption reserve	16	**689**	689
Translation reserve	16	**5,595**	9,966
Retained earnings	16	**7,945,446**	7,088,194
Total equity		**9,554,332**	8,698,111
Liabilities			
Non-current liabilities			
Deferred tax		**16,643**	11,843
Liabilities			
Current liabilities			
Trade and other payables	14	**2,867,245**	2,042,599
Corporation tax		**173,103**	151,256
Total current liabilities		**3,040,348**	2,193,855
Total liabilities		**3,056,991**	2,205,698
Total equity and liabilities		**12,611,323**	10,903,809

The financial statements were approved by the Board of Directors and authorised for issue on 7 November 2016
They were signed on its behalf by:

C E H Hipps
Director

The notes on pages 10 to 20 form part of these financial statements.

	Share capital £	Share premium £	Capital redemption reserve £	Translation reserve £	Retained Earnings £	Total £
Balance at 1 August 2014	7,603	1,565,751	614	-	6,559,250	8,133,218
Comprehensive income						
Profit for the year	-	-	-	-	935,379	935,379
Other comprehensive income	-	-	-	9,966	-	9,966
Total comprehensive income for the year	-	-	-	9,966	935,379	945,345
Transactions with owners						
Issue of shares	31	25,952	-	-	-	25,983
Purchase of own shares	(75)	-	75	-	(157,500)	(157,500)
Dividends paid	-	-	-	-	(266,645)	(266,645)
Share based payments	-	-	-	-	17,710	17,710
Balance at 31 July 2015	7,559	1,591,703	689	9,966	7,088,194	8,698,111
Balance at 1 August 2015	7,559	1,591,703	689	9,966	7,088,194	8,698,111
Comprehensive income						
Profit for the year	-	-	-	-	1,105,695	1,105,695
Other comprehensive income	-	-	-	(4,371)	-	(4,371)
Total comprehensive income for the year	-	-	-	(4,371)	1,105,695	1,101,324
Transactions with owners						
Issue of shares	3	3,337	-	-	-	3,340
Dividends paid	-	-	-	-	(264,645)	(264,645)
Share based payments	-	-	-	-	16,202	16,202
Balance at 31 July 2016	**7,562**	**1,595,040**	**689**	**5,595**	**7,945,446**	**9,554,332**

The notes on pages 10 to 20 form part of these financial statements.

	2016	2015
	£	£
Cash flows from operating activities		
Profit for the year	**1,105,695**	935,379
Depreciation	**84,067**	81,267
Exchange differences on translation of foreign operations	**(4,371)**	9,966
Share based payments	**16,202**	17,710
Decrease/(increase) in receivables	**268,495**	(492,914)
Increase in payables	**824,648**	146,761
Finance income	**(43,205)**	(42,926)
Corporation tax expense	**277,201**	262,500
	2,528,732	917,743
Taxation	**(250,556)**	(424,745)
Net cash inflow from operating activities	**2,278,176**	492,998
Cash flows from investing activities		
Interest received	**43,205**	42,926
Purchase of property, plant and equipment	**(107,498)**	(89,868)
Net cash outflow from investing activities	**(64,293)**	(46,942)
Cash flows from financing activities		
Proceeds from issue of shares	**3,340**	25,983
Purchase of own shares	**-**	(157,500)
Equity dividends paid	**(264,645)**	(266,645)
Net cash outflow from financing activities	**(261,305)**	(398,162)
Increase in cash in the year	**1,952,578**	47,894
Cash and cash equivalents at beginning of year	**8,219,388**	8,171,494
Cash and cash equivalents at end of year	**10,171,966**	8,219,388

The notes on pages 10 to 20 form part of these financial statements.

1. Nature of operations

World Careers Network Plc (the "Company") is a company registered in England and Wales. The consolidated financial statements for the year ended 31 July 2016 comprise the Company and its subsidiary (together referred to as the "Group").

The principal activity of the Group is the provision of Internet based recruitment software for the tracking and selection of applicants. The Group's registered office and principal place of business is 5-7 Bridgeworks, The Crescent, London, SW19 8DR.

2. Accounting policies

The principal accounting policies applied in the preparation of these consolidated financial statements are summarised below. They have all been applied consistently throughout the year and the preceding period.

Statement of compliance

The financial statements of the Company have been prepared on a going concern basis and in accordance with International Financial Reporting Standards ("IFRS") and their interpretations issued by the International Accounting Standards Board ("IASB"), as adopted by the European Union. They have also been prepared with those parts of the Companies Act 2006 applicable to companies reporting under IFRS.

Adoption of new and revised standards

There were no new standards which have been applied in these financial statements. The Group has not adopted any Standards or Interpretations in advance of the required implementation dates. The following standards and interpretations to published standards are not yet effective:

- IFRS 15 Revenue from Contracts with Customers (mandatory effective date 1 January 2018; EU endorsement date expected Q4 2016)
- IFRS 9 Financial Instruments (mandatory effective date 1 January 2018; EU endorsement date expected Q4 2016)
- IFRS 16 Leases (mandatory effective date 1 January 2019; EU endorsement date expected 2017)
- Amendments to IAS 16 and IAS 38 - Clarification of Acceptable Methods of Depreciation and Amortisation (mandatory effective date 1 January 2016; EU endorsed)
- Annual Improvements to IFRSs (2012-2014 Cycle) (mandatory effective date 1 January 2016; EU endorsed)
- Amendments to IAS 1 - Disclosure Initiative (mandatory effective date 1 January 2016; EU endorsed)

The Directors anticipate that the adoption of these Standards in future periods may have an impact on the results and net assets of the group, however, it has not yet been quantified.

Certain of these Standards and Interpretations in future periods will, when adopted, require addition or amendment of the presentation and disclosures in the financial statements of the Group

Basis of preparation

The financial statements are presented in British pounds.

The consolidated financial statements have been prepared on a historical cost basis.

The preparation of financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

Going concern

After making enquires, the directors have a reasonable expectation that the Group has adequate resources to continue operations for the foreseeable future. For this reason they have adopted the going concern basis in preparing the financial statements.

The accounting policies set out below have been applied consistently to all periods presented in these consolidated financial statements.

The accounting policies have been applied consistently by Group entities.

Basis of consolidation

The consolidated financial statements incorporate the results of World Careers Network PLC and its subsidiary undertaking for the period to 31 July 2016.

Revenue

Revenue represents the invoiced amount of services provided to external customers, less value added tax or local taxes, adjusted for the amount invoiced to customers which relates to services provided after the period-end and where appropriate, amounts un-invoiced for services provided before the period end. Revenue in respect of support contracts is recognised evenly over the contract period. Revenue in respect of project income is recognised with reference to the stage of completion of individual projects at the period end providing that it is probable that the consideration due will be received.

Property, plant and equipment

Property, plant and equipment is stated at cost, net of depreciation and any provisions for impairment. Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Computer equipment	3 years
Office furniture	5 years
Leasehold improvements	Over the remaining period of the lease

Useful economic lives and residual values are assessed annually. Any impairment in value is charged to the statement of comprehensive income.

Financial assets

Trade and other receivables are initially recorded at their fair value and subsequently carried at amortised cost, less provision for impairment.

A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivable. Bad debts are written off when identified.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and deposits held at banks with original maturities of three months or less.

Financial liabilities
Financial liabilities held by the Group consist of trade payables and other short term monetary liabilities.

Financial liabilities are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method. The Group has not classified any of its financial liabilities at fair value through profit or loss.

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

Foreign currency
Transactions in foreign currencies are translated to the functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are translated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined.

On consolidation the results of overseas operations are translated into British pounds at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income and accumulated in the translation reserve.

Taxation
Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the date of the statement of financial position.

Deferred taxation is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred taxation liabilities are generally recognised on all taxable temporary differences. Deferred taxation 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 taxation 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 laws and rates that have been enacted at the statement of financial position date. The carrying value of deferred taxation 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 against which taxable temporary differences can be utilised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Pension costs
Contributions to the group's defined contribution pension scheme are charged to the income statement in the period in which they become payable.

Research and development expenditure
Expenditure on upgrading and developing software is recognised as an expense in the period in which it is incurred. Costs incurred in the development of new software which meet the criteria set out in the relevant accounting standards are capitalised as intangible assets.

Share based payments
Where share options are awarded to employees, the fair value of the options at the date of grant is charged to the income statement over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each statement of financial position date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to the income statement for the remaining vesting period.

Leasing
Rentals paid under operating lease commitments are charged to income on a straight line basis over the lease term.

Dividends
Dividend distributions payable to equity shareholders are included in 'other liabilities' when the dividends have been approved in a general meeting prior to the reporting date.

Equity
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

Key judgments and sources of estimation uncertainty
The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRS that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed below.

Revenue recognition
Revenue in respect of project income is recognised with reference to management's estimate of the stage of completion of individual projects at the period end based on provision of services to the customer. The resulting deferred income is disclosed in Note 14 to the financial statements.

Property, plant and equipment
The Group depreciates the property, plant and equipment, using the straight-line method, over their estimated useful lives after taking into account their estimated residual values. The estimated useful life reflects management's estimate of the period that the Group intends to derive future economic benefits from the use of the Group's property, plant and equipment. The residual

value reflects management's estimated amount that the Group would currently obtain from the disposal of the asset, after deducting the estimated costs of disposal, as if the asset were already of the age and in the condition expected at the end of its useful life. Changes in the expected level of usage and technological developments could affect the useful economic lives and the residual values of these assets which could then consequentially impact future depreciation charges. The carrying amounts of the Group's and the Company's property, plant and equipment at 31 July 2016 are disclosed in Note 11 and Note C3 respectively to the financial statements.

3. Segmental Reporting

The Group's operations relate to the provision of Internet based recruitment software for the tracking and selection of applicants and as such the Group has only one operating segment.

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision maker has been identified as the management team including the Chief Executive Officer.

Information about geographical areas

	2016 **£**	2015 £
Revenue		
United Kingdom	**6,011,004**	5,577,989
United States of America	**2,417,388**	2,235,348
Europe	**28,810**	43,169
	8,457,202	7,856,506

Revenues from one client totalled £1,060,299 (2015:£1,287,894)

Non-Current Assets
Non-current assets are materially all in the UK.

4. Operating Profit

	2016 **£**	2015 £
This is arrived at after charging:		
Depreciation of property, plant and equipment	**84,067**	81,267
Staff costs (note 5)	**5,702,688**	4,837,904
Operating lease costs	**138,962**	102,500
Equity settled share based payments	**16,202**	17,710

The analysis of auditor's remuneration is as follows:

	2016 **£**	2015 £
Fees payable to the group's auditor for the audit of the group's annual financial statements	**29,000**	25,500
Total audit fees	**29,000**	25,500
Tax services	**14,661**	12,175
Total non-audit services	**14,661**	12,175
Total fees	**43,661**	37,675

5. Staff Costs

The average number of staff employed (including directors) by the group during the financial year amounted to:

	2016 **Number**	2015 Number
Client related	**93**	93
Administration	**5**	5
	98	98

The aggregate payroll costs of the above were:	**£**	£
Wages and salaries	**5,079,491**	4,327,566
Compulsory social security contributions	**509,776**	465,590
Pension costs	**113,421**	44,748
	5,702,688	4,837,904

Pension costs relate to Company payments to personal pension plans (defined contribution).

6. Directors

The directors' remuneration in respect of qualifying services was:

Year to 31 July 2016	**Salaries** **£**	**Pension** **£**	**Benefits** **£**	**Total** **£**
Charles E H Hipps	**255,666**	**35,000**	**0**	**290,666**
David K Moore	**107,051**	**5,600**	**3,620**	**116,271**
David J Earland	**133,364**	**7,000**	**1,583**	**141,947**
	496,081	**47,600**	**5,203**	**548,884**

During the year directors exercised options resulting in gains of £nil (2015 - £12,500).

Year to 31 July 2015	Salaries £	Pension £	Benefits £	Total £
Charles E H Hipps	264,842	15,000	0	279,842
David K Moore	102,697	5,600	3,734	112,031
David J Earland	130,236	7,000	1,892	139,128
	497,775	27,600	5,626	531,001

Share options

Share options granted to directors are set out below:

Name	Number at 1 August 2015	Granted in year	Exercised	Number at 31 July 2016	Exercise price	Date from which exercisable	Expiry date
David K Moore	10,000			10,000	137.5p	18 December 2009	17 December 2016
David K Moore	10,000			10,000	147.5p	13 December 2010	12 December 2017
David K Moore	10,000			10,000	112.5p	11 December 2011	10 December 2018
David K Moore	8,500			8,500	88.5p	11 December 2012	10 December 2019
David K Moore	10,000			10,000	88.5p	10 December 2013	9 December 2020
David K Moore	10,000			10,000	105p	12 December 2014	11 December 2021
David K Moore	10,000			10,000	157.5p	12 December 2015	11 December 2022
David K Moore	10,000			10,000	190.0p	12 December 2016	11 December 2023
David K Moore	10,000			10,000	320.0p	25 March 2018	24 March 2025
David K Moore	-	2,500		2,500	187.5p	21 March 2019	20 March 2026
David J Earland	5,400			5,400	147.5p	13 December 2010	12 December 2017
David J Earland	6,000			6,000	112.5p	11 December 2011	10 December 2018
David J Earland	9,150			9,150	88.5p	11 December 2012	10 December 2019
David J Earland	7,600			7,600	88.5p	10 December 2013	9 December 2020
David J Earland	6,500			6,500	105p	12 December 2014	11 December 2021
David J Earland	6,500			6,500	157.5p	12 December 2015	11 December 2022
David J Earland	6,500			6,500	190.0p	12 December 2016	11 December 2023
David J Earland	2,250			2,250	320.0p	25 March 2018	24 March 2025
David J Earland	-	3,360		3,360	187.5p	21 March 2019	20 March 2026

7. Share based payments

The following information is relevant in the determination of the fair value of options granted under the equity settled share based remuneration schemes operated by the Company

	2016	2015
Equity – settled		
Option pricing model used	**Black-Scholes**	Black-Scholes
Weighted average share price and exercise price at grant date (p.)	**187.5/187.5**	320/320
Weighted average contractual life (days)	**1,825**	1,825
Expected volatility	**10%**	10%
Expected dividend yield	**3.0%**	3.0%
Risk free interest rate	**3.5%**	3.5%

8. Taxation

	2016 £	2015 £
Current tax		
- current year	**285,445**	257,602
- prior year	**(13,044)**	-
	272,401	257,602
Deferred tax - current year	**4,800**	4,898
	277,201	262,500

Factors affecting tax charge for year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 20% (2015 - 20.67%). The differences are explained below:

	2016 £	2015 £
Profit on ordinary activities before tax	**1,382,896**	1,197,879
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2015 - 20.67%)	**276,579**	247,602
Effects of:		
Effect of tax rates in foreign jurisdictions	**9,511**	2,060
Expenses not deductible for tax purposes	**1,340**	5,710
Other differences	**2,815**	7,128
Adjustments in respect of previous periods	**(13,044)**	-
Total tax charge in income statement	**277,201**	262,500

Deferred tax

On 31 July 2016 there was a recognised deferred tax liability.

	2016 £	2015 £
Accelerated capital allowances	**16,643**	12,614
Short term timing difference	**-**	(771)
	16,643	11,843

The movement in deferred tax is shown below:

	2016 £	2015 £
At 1 August	**11,843**	6,945
Recognised in income statement	**4,800**	4,898
At 31 July 2016	**16,643**	11,843

9. Dividends

	2016 £	2015 £
Ordinary shares		
Final dividend paid for the prior year of 3.5p (2015 – 3.5p) per share	**264,645**	266,645
Ordinary shares		
Final dividend proposed for the year of 3.5p (2015 – 3.5p) per share	**264,692**	264,580

10. Earnings per share

Basic earnings per share

This is calculated by dividing the profit of £1,105,695 (2015 - £935,379), being the profit attributable to ordinary shareholders by the weighted average number of ordinary shares in issue throughout the year of 7,561,263 (2015 - 7,611,378).

Diluted earnings per share

The weighted average number of shares for 2016 for this calculation was 7,645,920 (2015 - 7,770,425). This is calculated based on the weighted average number of ordinary shares adjusted by 84,657 (2015 - 159,047) to recognise the effect of the potential issue of further ordinary shares as a result of the exercise of share options.

11. Property, plant and equipment

	Leasehold improvements £	Computer equipment £	Office furniture £	Total £
Cost				
At 1 August 2014	70,293	246,568	12,451	329,312
Additions	-	80,006	9,862	89,868
At 31 July 2015	70,293	326,574	22,313	419,180
At 1 August 2015	70,293	326,574	22,313	419,180
Additions	5,134	77,161	25,203	107,498
At 31 July 2016	**75,427**	**403,735**	**47,516**	**526,678**
Depreciation				
At 1 August 2014	67,030	149,815	4,325	221,170
Charge in the year	1,404	75,996	3,867	81,267
At 31 July 2015	68,434	225,811	8,192	302,437
At 1 August 2015	68,434	225,811	8,192	302,437
Charge in the year	2,003	74,751	7,313	84,067
At 31 July 2016	**70,437**	**300,562**	**15,505**	**386,504**
Net book value				
At 31 July 2016	**4,990**	**103,173**	**32,011**	**140,174**
At 31 July 2015	1,859	100,763	14,121	116,743
At 31 July 2014	3,263	96,753	8,126	108,142

12. Trade and other receivables

	2016	2015
	£	£
Trade receivables	**2,140,103**	2,480,403
Total financial assets other than cash and cash equivalents classified as loans and receivables	**2,140,103**	2,480,403
Prepayments	**131,056**	74,954
Other receivables	**28,024**	12,321
	2,299,183	2,567,678

Trade receivables are stated net of a doubtful debt provision of £nil (2015 - £5,080).

13. Cash and cash equivalents

	2016	2015
	£	£
Cash at bank and in hand	**10,171,966**	8,219,388

14. Trade and other payables

	2016	2015
	£	£
Trade payables	**215,030**	157,057
Accruals	**809,673**	526,852
Total financial liabilities classified as financial liabilities measured at amortised cost	**1,024,703**	683,909
Taxation and social security	**540,238**	494,276
Deferred income	**1,302,304**	864,414
	2,867,245	2,042,599

15. Called up share capital

	2016	2015
	£	£
Authorised, called up, allotted and fully paid 7,562,638 (2015 - 7,559,438, 2014 - 7,603,188) ordinary shares of £0.001 each	**7,562**	7,559

	2016 Number	2015 Number
Balance at start of period	**7,559,438**	7,603,188
Buyback	**-**	(75,000)
Issued during the year	**3,200**	31,250
Balance at end of period	**7,562,638**	7,559,438

3,200 Ordinary shares of £0.001 were issued on the exercise of approved share options, 1,200 on 5 October 2015 and 2,000 on 1 March 2016. The total consideration amounted to £3,340.

The market price of the Company's ordinary shares at 31 July 2016 was 162.5p and the range during the financial year was from 160p to 232.54p.

75,000 Ordinary shares of £0.001 were bought back on 1 June 2015 and have been cancelled. The total consideration amounted to £157,500.

Share options

The Company operates two equity-settled share based remuneration schemes for employees: a United Kingdom tax authority approved scheme and an unapproved scheme.

At 31 July 2016 the following share options under unapproved and approved schemes were outstanding in respect of the ordinary £0.001 shares:

Date of grant	**At 1 August 2015**	**Granted**	**Lapsed**	**Exercised**	**At 31 July 2016**	**Nominal Value £**	**Period of option**	**Exercise price per share**
Unapproved Schemes								
26 January 2006	**18,835**	-	(18,835)	-	-			
	18,835	-	**(18,835)**	-	-			
Approved Scheme								
26 January 2006	4,165	-	(2,165)	(2,000)	-	6	26 January 2009 - 25 January 2016	104p
18 December 2006	13,750	-	-	-	13,750	13	18 December 2009 - 17 December 2016	137.5p
13 December 2007	30,316	-	(3,333)	-	26,983	32	13 December 2010 - 12 December 2017	147.5p
11 December 2008	35,166	-	(3,333)	-	31,833	41	11 December 2011 - 10 December 2018	112.5p
11 December 2009	35,550	-	(4,500)	-	31,050	54	11 December 2012 - 10 December 2019	88.5p
10 December 2010	37,800	-	(4,500)		33,300	54	10 December 2013 - 09 December 2020	88.5p
12 December 2011	43,850	-	(4,000)	(1,200)	38,650	57	12 December 2014 - 11 December 2021	105p
12 December 2012	47,020	-	(4,500)	-	42,520	61	12 December 2015 - 11 December 2022	157.5p
12 December 2013	51,000	-	(4,000)	-	47,000	54	12 December 2016 - 11 December 2023	190.0p
25 March 2015	35,285	-	(600)	-	34,685	35	25 March 2018 - 24 March 2025	320.0p
21 March 2016	-	26,417	(180)	-	26,237	26	21 March 2019 - 20 March 2026	187.5p
	333,902	26,417	(31,111)	(3,200)	**326,008**			

Directors' interests in share options are disclosed in note 6. The weighted average exercise price of the outstanding options at 1 August 2015 and 31 July 2016 was 148p and 153p respectively. The weighted average exercise price of options which were exercised or lapsed during the year was 104p and 129p respectively. The weighted average share price at the date of exercise was 199.80p.

16. Reserves

The share premium account represents the proceeds from the issue of share capital in excess of the nominal value of the shares issued less expenses of issue.

The capital redemption reserve represents the nominal value of the own shares purchased by the Company.

The translation reserve represents the cumulative foreign exchange differences arising on the translation of the overseas subsidiary.

The retained earnings represent all other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

17. Operating leases

As at 31 July 2016, the Group had commitments under non-cancellable operating leases for land and buildings as set out below:

	2016	2015
Total future value of minimum lease payments due:	**£**	£
In one year	**88,105**	112,880
In two to five years	**49,995**	56,440
	138,100	169,320

18. Ultimate controlling party

Charles Hipps, a director, is the Company's controlling shareholder.

19. Financial instruments

The Group's financial instruments comprise cash and cash equivalents and various items such as trade receivables, other receivables and trade payables that arise directly from its operations. Management's policy on each is described in Note 2. The Group has not entered into derivatives transactions nor does it trade in financial instruments as a matter of policy. The main risks arising from the Group's financial instruments are liquidity risk, interest rate risk, foreign currency risk and credit risk. Operations are financed through working capital management.

There were no derivative instruments outstanding at 31 July 2016 or 2015.

Liquidity and interest rate risk

The Group's policy in respect of interest rate risk and liquidity risk is to retain in readily accessible bank deposit accounts sufficient funds to enable the group to meet its debts as they fall due, whilst earning interest at a guaranteed rate. At the balance sheet date cash funds of £4,800,000 (2015 - £1,800,000) were held in a 10 day notice treasury reserve account at 1.49%, and £4,000,000 were held in an instant access account at 0.4% (2015 - £2,600,000). The balance of the cash was held in various current accounts in order to fund the day to day working capital requirements of the Company. All of these other accounts are accessible on demand.

The Group's trade payables, other payables and accrued expenses are generally due between one and three months.

Interest rate risk showing a 1% increase and a 0.5% decrease on floating rate deposits is as follows:

	2016	2015
	£'000	£'000
1% increase in interest rates	**88,000**	44,000
0.5% decrease in rates	**44,000**	22,000

Foreign currency risk
In relation to currency risk, the Company holds local currency accounts in the currencies in which it transacts, and the foreign exchange impact is considered when transferring monies between currency accounts.

Credit risk
The Group's principal financial assets are bank balances and cash and trade and other receivables. The Group's credit risk is primarily attributable to its trade receivables. The amounts presented in the statement of financial position are net of allowances for doubtful debts. It is group policy to assess the credit risk of new customers and to factor the information from these credit ratings into future dealings with the customers. At the balance sheet date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

Trade receivable ageing	**2016**	2015
	£’000	£’000
Under 30 days	**1,826,176**	1,029,110
Between 31 and 60 days	**183,054**	588,480
Between 61 and 90 days	**73,855**	166,747
Over 90 days	**57,018**	701,146
	2,140,103	2,485,483

Cash and cash equivalents are held in sterling in UK banks and USD in UK and US banks.

Financial assets
The floating rate financial assets comprise interest earning bank deposits at rates offered by the bank. The Group has no fixed rate deposits.

Fair values
In management's opinion there is no material difference between the book value and fair value of any of the Group's financial instruments.

Classes of financial instruments
The classes of financial instruments are the same as the line items included on the face of the statement of financial position and have been analysed in more detail in the notes to the accounts. All the Group's financial assets are categorised as receivables and all financial liabilities are measured at amortised cost.

Capital disclosures
Management's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business.

20. Related parties

Identity of related parties

The Group has a related party relationship with its subsidiary, WCN Inc. and its directors; further details can be found in Note C4.

Transactions with key management personnel

The directors consider the Key management personnel to comprise the statutory directors and in 2015 the UK managing director.

	2016	2015
	£	£
Remuneration	**501,989**	667,513
Social security costs	**55,964**	66,980
Share based payments	**5,203**	5,626
Pension contributions	**47,600**	27,600
	610,756	767,719

Related party transactions

Dividends paid to the directors of the Company:

Charles E H Hipps	**189,157**	189,157
David K Moore	**39**	2,313

In 2015 the Company bought back 75,000 shares from a director.

Company number 3813540	Note	2016	2015
		£	£
Assets			
Non-current assets			
Property, plant and equipment	C3	**126,496**	116,743
Investments	C4	**60**	60
		126,556	116,803
Current assets			
Trade and other receivables	C5	**2,259,258**	2,572,742
Cash and cash equivalents	C6	**10,161,649**	8,192,363
Total current assets		**12,420,907**	10,765,105
Total assets		**12,547,463**	10,881,908
Equity			
Issued capital	15	**7,562**	7,559
Share premium	16	**1,595,040**	1,591,703
Capital redemption reserve	16	**689**	689
Retained earnings	16	**7,911,646**	7,077,894
Total equity		**9,514,937**	8,677,845
Liabilities			
Non-current liabilities			
Deferred tax		**16,643**	11,843
Liabilities			
Current liabilities			
Trade and other payables	C7	**2,846,883**	2,040,964
Income tax		**169,000**	151,256
Total current liabilities		**3,015,883**	2,192,220
Total liabilities		**3,032,526**	2,204,063
Total equity and liabilities		**12,547,463**	10,881,908

The financial statements were approved by the Board of Directors and authorised for issue on 7 November 2016.
They were signed on its behalf by:

C E H Hipps
Director

The notes on pages 24 to 26 form part of these financial statements.

	Share capital £	Share premium £	Capital redemption reserve £	Retained Earnings £	Total £
Balance at 1 August 2014	7,603	1,565,751	614	6,559,250	8,133,218
Comprehensive income					
Profit for the year	-	-	-	925,079	925,079
Total comprehensive income for the year	-	-	-	925,079	925,079
Transactions with owners					
Issue of shares	31	25,952	-	-	25,983
Purchase of own shares	(75)	-	75	(157,500)	(157,500)
Dividends paid	-	-	-	(266,645)	(266,645)
Share based payments	-	-	-	17,710	17,710
Balance at 31 July 2015	7,559	1,591,703	689	7,077,894	8,677,845
Balance at 1 August 2015	7,559	1,591,703	689	7,077,894	8,677,845
Comprehensive income					
Profit for the year	-	-	-	1,082,195	1,082,195
Total comprehensive income for the year	-	-	-	1,082,195	1,082,195
Transactions with owners					
Issue of shares	3	3,337	-	-	3,340
Dividends paid	-	-	-	(264,645)	(264,645)
Share based payments	-	-	-	16,202	16,202
Balance at 31 July 2016	**7,562**	**1,595,040**	**689**	**7,911,646**	**9,514,937**

The notes on pages 24 to 26 form part of these financial statements.

	2016	2015
	£	£
Cash flows from operating activities		
Profit for the year	**1,082,195**	925,079
Depreciation	**82,303**	81,267
Share based payments	**16,202**	17,710
Decrease/(increase) in receivables	**313,484**	(497,978)
Increase in payables	**805,921**	145,126
Finance income	**(43,205)**	(42,926)
Income tax expense	**260,756**	262,500
	2,517,656	890,778
Taxation	**(238,214)**	(424,745)
Net cash inflow from operating activities	**2,279,442**	466,033
Cash flows from investing activities		
Interest received	**43,205**	42,926
Purchase of property, plant and equipment	**(92,056)**	(89,868)
Acquisition of subsidiary	**-**	(60)
Net cash outflow from investing activities	**(48,851)**	(47,002)
Cash flows from financing activities		
Proceeds from issue of shares	**3,340**	25,983
Purchase of own shares	**-**	(157,500)
Equity dividends paid	**(264,645)**	(266,645)
Net cash outflow from financing activities	**(261,305)**	(398,162)
Increase in cash in the year	**1,969,286**	20,869
Cash and cash equivalents at beginning of year	**8,192,363**	8,171,494
Cash and cash equivalents at end of year	**10,161,649**	8,192,363

The notes on pages 24 to 26 form part of these financial statements.

C1. Accounting policies

The accounting policies of the Company are consistent with those adopted by the Group with the addition of the following:

Investments
Investments are stated at their cost less impairment losses.

C2. Profit 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 parent company's profit for the year was £1,082,195 (2015 - £925,079)

C3. Property, plant and equipment

	Leasehold improvements	**Computer equipment**	**Office furniture**	**Total**
	£	**£**	**£**	**£**
Cost				
At 1 August 2014	70,293	246,568	12,451	329,312
Additions	-	80,006	9,862	89,868
At 31 July 2015	70,293	326,574	22,313	419,180
At 1 August 2015	70,293	326,574	22,313	419,180
Additions	-	76,043	16,013	92,056
At 31 July 2016	**70,293**	**402,617**	**38,326**	**511,236**
Depreciation				
At 1 August 2014	67,030	149,815	4,325	221,170
Charge in the year	1,404	75,996	3,867	81,267
At 31 July 2015	68,434	225,811	8,192	302,437
At 1 August 2015	68,434	225,811	8,192	302,437
Charge in the year	1,404	74,658	6,241	82,303
At 31 July 2016	69,838	300,469	14,433	384,740
Net book value				
At 31 July 2016	**455**	**102,148**	**23,893**	**126,496**
At 31 July 2015	1,859	100,763	14,121	116,743
At 31 July 2014	3,263	96,753	8,126	108,142

C4. Investments

	2016	2015
	£	£
Investment in subsidiary undertaking		
At start of accounting period	**60**	-
Additions	**-**	60
At end of accounting period	**60**	60

The Company owns 100% of the issued share capital of WCN Inc., a company registered in the United States of America. The subsidiary has the same principal activities as the Company.

During the year the Company paid a support fee of £640,229 (2015 - £425,599) to the subsidiary and at 31 July 2016 the Company owed £69,413 (2015 – was owed £15,978) to the subsidiary.

C5. Trade and other receivables

	2016	2015
	£	£
Trade receivables	**2,140,103**	2,480,403
Total financial assets other than cash and cash equivalents classified as loans and receivables	**2,140,103**	2,480,403
Amounts due from subsidiary undertakings	**-**	15,978
Prepayments	**107,655**	74,954
Other receivables	**11,500**	1,407
	2,259,258	2,572,742

Trade receivables are stated net of a doubtful debt provision of £nil (2015 - £5,080).

C6. Cash and cash equivalents

	2016	2015
	£	£
Cash at bank and in hand	**10,161,649**	8,192,363

C7. Trade and other payables

	2016	2015
	£	£
Trade payables	**206,930**	157,057
Accruals	**727,998**	525,217
Amounts due to subsidiary undertakings	**69,413**	-
Total financial liabilities classified as		
Financial liabilities measured at amortised cost	**1,004,341**	682,274
Taxation and social security	**540,238**	494,276
Deferred income	**1,302,304**	864,414
	2,846,883	2,040,964

C8. Related Parties

The Company has a related party relationship with its subsidiary (see note C4) and with its directors (see note 20).

Transactions with subsidiary undertakings
Transactions with subsidiary undertakings are disclosed in note C4.

Other related parties
Transactions with other related parties are detailed in note 20.

Directors Remuneration

The details set out below of directors remuneration for the five years ended 31 July 2014 are issued for regulatory purposes and do not form part of the audited accounts for the year ended 31 July 2016.

2013/14	Salaries	Pension	Total
	£	£	£
Charles E H Hipps	366,705	15,000	381,705
David K Moore	103,058	5,600	108,658
Ian O W Moore	12,000	0	12,000
David J Earland	121,849	7,000	128,849
	603,612	27,600	631,212

2012/13	Salaries	Pension	Total
Charles E H Hipps	337,256	15,000	352,256
David K Moore	112,217	5,600	117,817
Ian O W Moore	18,000	0	18,000
David J Earland	119,142	7,000	126,142
	586,615	27,600	614,215

2011/12	Salaries	Pension	Total
Charles E H Hipps	337,018	15,000	352,018
David K Moore	98,853	5,600	104,453
Ian O W Moore	18,000	0	18,000
David J Earland	113,822	7,000	120,822
	567,693	27,600	595,293

2010/11	Salaries	Pension	Total
	£	£	£
Charles E H Hipps	184,341	15,000	199,341
David K Moore	81,099	5,600	86,699
Ian O W Moore	18,000	0	18,000
David J Earland	117,646	5,958	123,604
	401,086	26,558	427,644

2009/10	Salaries	Pension	Total
Charles E H Hipps	97,415	15,000	112,415
David K Moore	66,627	5,600	72,227
Ian O W Moore	18,000	0	18,000
David J Earland	106,914	4,500	111,414
	288,956	25,100	314,056

Notice of meeting

Notice is hereby given that the Annual General Meeting of the shareholders of World Careers Network Plc will be held at 5-7 Bridgeworks, The Crescent, London SW19 8DR, on Monday, 19 December 2016 at 10.30am for the following purposes (further details relating to resolutions 5 to 7 inclusive are set out in the notes to this notice but do not form part of the resolutions):

1 To consider the financial statements and the reports of the directors and of the auditors for the year ended 31 July 2016.

2 To approve the payment of a dividend of 3.5p per share.

3 To consider the re-election of DJ Earland who retires as a director in accordance with the Articles of Association.

As Special Business:

4 To consider and, if thought fit, to pass the following resolution as a special resolution:

That pursuant to article 9 of the Company's Articles of Association and in accordance with Section 701 of the Companies Act 2006, the Company be generally and unconditionally authorised during the period expiring on the date of the next annual general meeting of the Company after passing this resolution or 18 months from the passing of this resolution, whichever is the earlier, to make market purchases (as defined in Section 693(4) of the said Act) of ordinary shares in the capital of the Company (Ordinary Shares) on such terms and in such manner as the directors determine, provided that this authority shall:

(i) be limited to a maximum of 1,134,000 Ordinary Shares representing 15% of the Company's issued Ordinary Share capital as at the date of the passing of this resolution;

(ii) not permit payment by the Company, exclusive of any expenses, of less than the par value of each Ordinary Share;

(iii) not permit payment by the Company, exclusive of any expenses, of more than 105% of the average of the middle market quotations for an Ordinary Share as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such Ordinary Share is contracted to be purchased; and

(iv) permit the Company to make a contract or contracts to purchase Ordinary Shares prior to the expiry of this authority which will or may be executed wholly or partly after the expiry of this authority, and the Company may make a purchase of Ordinary Shares in pursuance of any such contract or contracts notwithstanding such expiry.

5 To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That the Company's decision not to purchase the freehold property at 5-7 Bridgeworks, The Crescent, London, SW19 8DR (the **"Property"**) be and hereby is approved and ratified.

6 To consider and, if thought fit, to pass the following resolution as a special resolution:

That, conditional on the passing of the resolution detailed at paragraph 5 above, the Company's Articles of Association be amended by:

(i) inserting the following new Article 100A after Article 100:

100A CONFLICT SITUATIONS

100A.1 The Directors may authorise any matter or situation which would, if not authorised, be an infringement by that Director of his duty under section 175 of the Companies Act 2006 to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or may possibly conflict, with the interests of the Company. Any authorisation under this Article may extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised. Any authorisation under this Article is effective only if:

100A.1.1 the matter or situation in question has been proposed by a Director for consideration at a meeting of Directors pursuant to these Articles or in such other manner as the Directors may approve;

100A.1.2 any requirement as to the quorum at the meeting of the Directors at which the matter or situation is considered is met without counting the Director in question or any other interested Director (together, the Interested Directors); and

100A.1.3 the matter or situation was agreed to without the Interested Directors voting or would have been agreed to if their votes had not been counted.

100A.2 Any authorisation of a conflict under this Article may: be subject to such terms and for such duration or impose such limits or conditions as the Directors may determine whether at the time the authorisation is given or subsequently; and be terminated or varied by the directors at any time.

100A.3 Where the Directors authorise a conflict they may (whether at the time of giving the authorisation or subsequently) provide, without limitation, that the Director:

100A.3.1 is excluded from discussions (whether at meetings of Directors or otherwise) related to the conflict;

100A.3.2 is not given any documents or other information relating to the conflict; and

100A.3.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the conflict or otherwise participate in any decision relating to the conflict.

100A.4 Where the Directors authorise a conflict:

100A.4.1 the Director must conduct himself in accordance with any terms imposed by the Directors in relation to the conflict; and

100A.4.2 the Director does not infringe any duty he owes to the Company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of the authorisation.

100A.5 A Director is not required, by reason of his office, to account to the Company for any remuneration, profit or other benefit which he (or a person connected with him as defined in section 252 of the Companies Act 2006) derives from a matter or situation authorised under this Article, subject in each case to any terms, limits or conditions attaching to that authorisation. No transaction or arrangement is liable to be avoided on such grounds.

100A.6 If a matter or situation is authorised pursuant to this Article the Director is not required to:

100A.6.1 disclose to the Company any confidential information received by him (other than by virtue of his position as Director of the company) relating to that matter or situation; or

100A.6.2 use that information in relation to the Company's affairs, if to do so would result in a breach of a duty of confidence owed by him to another person in relation to that matter or situation.

100A.7 A Director does not require authorisation by the Directors under this Article in respect of any actual or potential conflict which may reasonably be expected to arise by reason only of that Director also being a director of another group undertaking (as defined in section 1161(5) of the Companies Act 2006). A Director is not to be regarded infringing his duty under section 175 of the Companies Act 2006 as a result of the lack of such authorisation.

(ii) replacing the opening words "Except as provided in this Article," of Article 102 with the words "Except as provided in this Article, unless a permitted interest authorised pursuant to Article 100 or a conflict of interest declared and authorised in accordance with Articles 100A or 101,".

7 To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

That, conditional on the passing of the resolutions detailed at paragraphs 5 and 6 above, the decision of the directors of the Company to authorise Mr C Hipps's conflict of interest under Section 175 of the Companies Act 2006 pursuant to Article 100A of the Company's Articles of Association (as amended) in purchasing the Property and becoming the Company's landlord be and hereby is approved and ratified.

By order of the Board

P Hipps
Secretary

24 November 2016

Notes

1) A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and, on a poll, vote instead of him or herself. A proxy need not be a member of the company. In default of a specific appointment, the Chairman of the Meeting will act as your proxy.

2) The appointment of a proxy does not preclude a member of the Company from attending and voting at the meeting.

3) In the case of joint holders only one need sign. The vote of the most senior holder named in the Register of Members alone will be counted.

4) To be valid the Form of Proxy must be completed and signed, together with any power of attorney or other authority under which it is signed or a duly certified copy thereof and lodged with World Careers Network PLC, 5/7 Bridge Works, The Crescent, London, SW19 8DR.

5) Pursuant to regulation 41(1) of the Uncertificated Securities Regulations 2001 (2001 No. 3755), the Company has specified that only those members registered on the register of members of the Company at 11 am on Thursday, 15 December, 2016 or, in the event that the meeting is adjourned, on the register of members 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of Shares registered in their name at that time. Changes to the register of members after 11 am on Thursday, 15 December, 2016 or, in the event that the meeting is adjourned, in the register of members 48 hours (excluding any part of a day that is not a working day) before the time of any adjourned meeting, shall be disregarded in determining the rights of any person to attend and vote at the meeting.

6) Note to the resolution detailed at paragraph 5 of this Notice: The Company is a tenant of the Property. The landlord of the Property offered the Company the opportunity to acquire the freehold of the Property. The directors do not consider it to be within the strategic objectives of the Company to acquire the Property and accordingly are seeking shareholder approval of their decision not to purchase the Property.

7) Note to the resolution detailed at paragraph 6 of this Notice: The Company has been notified by Mr C Hipps, a director of the Company, that he is considering purchasing the Property in his own name (and accordingly he did not participate in the Company's decision referred to in Note 6 above as to whether or not to purchase the Property). The Company's Articles of Association pre-date the Companies Act 2006 and therefore do not contain a provision that permits the Company to authorise a conflict of interest that would arise should Mr C Hipps proceed with the purchase of the Property and become the Company's landlord. Accordingly, as the Company does not wish to purchase the Property itself, it is proposed that the Company's Articles of Association be updated to be in line with the Companies Act 2006 and to include the provisions set out at paragraph 6 of the Notice, which would enable the directors to authorise Mr C Hipps's purchase of the Property and him becoming the Company's landlord.

8) Note to the resolution detailed at paragraph 7 of this Notice: Given that the directors have resolved not to acquire the Property, the Board has conditionally authorised Mr C Hipps's conflict of interest under Section 175 of the Companies Act 2006 as detailed in Note 7 above subject to the shareholders passing certain resolutions set out in this Notice and provisos including that the provisions of any lease of the Property between the Company and Mr C Hipps, including rent, are considered by the Company having consulted with its nominated adviser under the AIM Rules for Companies to be on market terms existing at the time such lease is entered into such that a "fair and reasonable" statement under the AIM Rules for Companies can be given (to be the subject of a further board meeting in due course if and when any such matter arises), Mr C Hipps does not attend or vote at any meetings of the Board concerning the Company's lease or tenancy of the Property and all information concerning the Company that the Board (acting reasonably) consider should be kept confidential from its landlord is withheld from Mr C Hipps. Accordingly the directors are seeking shareholder ratification of their authorisation of Mr C Hipps' conflict of interest under Section 175 of the Companies Act 2006.

WCN Plc
5-7 Bridgeworks
The Crescent
London SW19 8DR