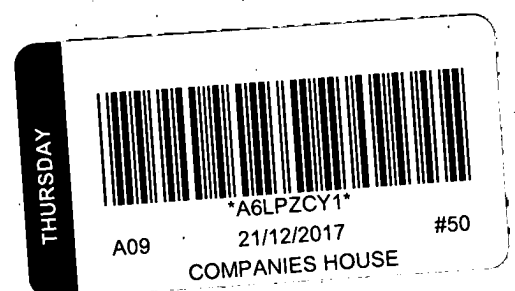


Registered number: 00715143

**GWR GROUP LIMITED**

**ANNUAL REPORT AND FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**



<b>GWR GROUP LIMITED</b>
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**COMPANY INFORMATION**

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<b>Directors</b>	SG Miron RFJ Park DD Singer
<b>Company secretary</b>	J Beak
<b>Registered number</b>	00715143
<b>Registered office</b>	30 Leicester Square London, WC2H 7LA United Kingdom

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**GWR GROUP LIMITED**

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## GWR GROUP LIMITED

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### STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2017

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#### Introduction

The Directors present their Strategic report for the Company.

#### Business review

The principal activity of the Company is that of an investment holding company. The Directors expect the general level of activity to continue at current levels.

#### Principal risks and uncertainties

The Company is a subsidiary of Global Media & Entertainment Limited (formerly This is Global Limited) Group. From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. The review of the business of Global Media & Entertainment Limited (formerly This is Global Limited) and its subsidiaries which provide an analysis of the main trends and factors likely to affect the development, performance and position of the business, and a description of the principal risks and uncertainties facing the business can be found in the Group financial statements of Global Media & Entertainment Limited (formerly This is Global Limited).

#### Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company uses intercompany borrowings from other Group companies.

#### Market risk

The key risk to the business is that an advertising slowdown may put pressure on traditional revenues, and reduce the value of the investments held. The risk is monitored and managed through Group management.

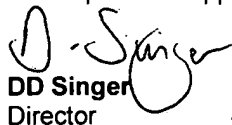
#### Interest rate risk

Interest rate risk arises from intercompany balances that bear interest at a fixed rate. The Directors have reviewed the Company's exposure to interest rates and have concluded that the risk is appropriate in relation to the financial results of the Company.

#### Financial key performance indicators

Given the straightforward nature of the business, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. The KPIs for the Global Media & Entertainment Limited (formerly This is Global Limited) Group can be found in the Annual Report of Global Media & Entertainment Limited (formerly This is Global Limited), which is available to the public.

This report was approved by the board on 11th September 2017 and signed on its behalf.

  
DD Singer  
Director

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**GWR GROUP LIMITED**

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**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 MARCH 2017**

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The Directors present their report and the financial statements for the year ended 31 March 2017.

**Directors**

The Directors who served during the year were:

SG Miron  
RFJ Park  
DD Singer

**Political contributions**

The Company made no political contributions made during the year (2016: £nil).

**Qualifying third party indemnity provisions**

The Directors benefit from qualifying third party indemnity provisions in place.

**Matters covered in the strategic report**

An indication of financial risk management objectives and policies of the Company are included in the strategic report.

**Disclosure of information to auditor**

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

**GWR GROUP LIMITED**

**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 MARCH 2017**

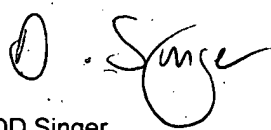
**Auditor**

The auditor, Deloitte LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

**Small companies note**

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 11th September 2017 and signed on its behalf.

  
DD Singer  
Director

<b>GWR GROUP LIMITED</b>
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**DIRECTORS' RESPONSIBILITIES STATEMENT  
FOR THE YEAR ENDED 31 MARCH 2017**

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The Directors present the audited financial statements for the year ended 31 March 2017. The Directors are responsible for preparing the Strategic report, the Directors' report and the financial statements in accordance with applicable laws and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, 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 to 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.

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**GWR GROUP LIMITED**

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**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GWR GROUP LIMITED**

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We have audited the financial statements of GWR Group Limited for the year ended 31 March 2017, which comprise the Statement of Comprehensive Income, Balance Sheet, Statement of Changes in Equity and the related notes 1 to 19, set out on pages 7 to 28. The relevant financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 Auditor**

As explained more fully in the Directors' responsibilities statement on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the 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 Strategic report and the Directors' 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 financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.



**GWR GROUP LIMITED**

**INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF GWR GROUP LIMITED  
(CONTINUED)**

**Opinion on other matter prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

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; and

In the light of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and the Directors' report.

the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

**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, or returns adequate for our audit have not been received from branches not visited by us; or
- the 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
- the Directors were not entitled to take advantage of the small companies' exemption to prepare a Directors' Report; or
- we have not received all the information and explanations we require for our audit.



Andrew Evans (Senior statutory auditor)

for and on behalf of  
**Deloitte LLP**

Statutory auditor

Reading, UK

Date: 11 September, 2017

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**GWR GROUP LIMITED**

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**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 MARCH 2017**

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	Note	2017 £000	2016 £000
Income from fixed asset investments		30,808	6,063
Interest receivable and similar income	7	2,323	2,928
<b>Profit before tax</b>		<b>33,131</b>	<b>8,991</b>
Tax on profit	8	(465)	(587)
<b>Profit for the financial year</b>		<b>32,666</b>	<b>8,404</b>
<b>Total comprehensive income for the year</b>		<b>32,666</b>	<b>8,404</b>

There was no other comprehensive income for 2017 (2016: £nil).

The notes on pages 11 to 28 form part of these financial statements.

**GWR GROUP LIMITED**  
**REGISTERED NUMBER: 00715143**

**BALANCE SHEET**  
**AS AT 31 MARCH 2017**

	Note	2017 £000	2016 £000
<b>Fixed assets</b>			
Investments	10	58,546	58,546
		<u>58,546</u>	<u>58,546</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	11	53,355	51,269
		<u>53,355</u>	<u>51,269</u>
<b>Total assets less current liabilities</b>		<b>111,901</b>	<b>109,815</b>
<b>Net assets</b>		<b>111,901</b>	<b>109,815</b>
<b>Capital and reserves</b>			
Called up share capital	13	6,586	6,586
Share premium account	14	54,115	54,115
Foreign exchange reserve	14	369	369
Merger reserve	14	47,052	47,052
Profit and loss account	14	3,779	1,693
		<u>111,901</u>	<u>109,815</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on



11th September  
2017

**DD Singer**  
Director

The notes on pages 11 to 28 form part of these financial statements.

**GWR GROUP LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2017**

	Called up share capital	Share premium account	Foreign exchange reserve	Merger reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000	£000
At 1 April 2016	6,586	54,115	369	47,052	1,693	109,815
<b>Comprehensive income for the year</b>						
Profit for the year	-	-	-	-	32,666	32,666
<b>Total comprehensive income for the year</b>	-	-	-	-	32,666	32,666
Dividends paid	-	-	-	-	(30,580)	(30,580)
<b>Total transactions with owners</b>	-	-	-	-	(30,580)	(30,580)
<b>At 31 March 2017</b>	<b>6,586</b>	<b>54,115</b>	<b>369</b>	<b>47,052</b>	<b>3,779</b>	<b>111,901</b>

**GWR GROUP LIMITED**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2016**

	Called up share capital	Share premium account	Foreign exchange reserve	Merger reserve	Profit and loss account	Total equity
	£000	£000	£000	£000	£000	£000
At 1 April 2015	6,586	54,115	369	47,052	(875)	107,247
<b>Comprehensive income for the year</b>						
Profit for the year	-	-	-	-	8,404	8,404
<b>Total comprehensive income for the year</b>	-	-	-	-	8,404	8,404
Dividends paid	-	-	-	-	(5,836)	(5,836)
<b>Total transactions with owners</b>	-	-	-	-	(5,836)	(5,836)
<b>At 31 March 2016</b>	<b>6,586</b>	<b>54,115</b>	<b>369</b>	<b>47,052</b>	<b>1,693</b>	<b>109,815</b>

The notes on pages 11 to 28 form part of these financial statements.

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**GWR GROUP LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

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**1. General information**

GWR Group Limited (the "Company") is incorporated and domiciled in the United Kingdom. The Company is registered in England and Wales and is a private company limited by shares.

The principal activity of the Company is that of an investment holding company.

These financial statements are presented in pounds Sterling (£), which is the Company's functional and presentational currency. All amounts have been rounded to the nearest thousand, unless otherwise indicated.

**2. Accounting policies**

**2.1 Basis of preparation of financial statements**

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

**2. Accounting policies (continued)**

**2.2 Financial reporting standard 101 - reduced disclosure exemptions**

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of paragraph 33(c) of IFRS 5 Non Current Assets Held For Sale and Discontinued Operations
- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
  - paragraph 118(e) of IAS 38 Intangible Assets;
  - paragraphs 76 and 79(d) of IAS 40 Investment Property; and
  - paragraph 50 of IAS 41 Agriculture
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

*New accounting standards and interpretations not yet effective*

The following new standards, amendments to standards and interpretations issued by the International Accounting Standards Board ("IASB") became effective during the year ended 31 March 2017. The accounting policies adopted in the presentation of these financial statements reflect the adoption of the following new standards, amendments to standards and interpretations as of 1 April 2016. These have not has any material impact on the financial statements.

- Amendments to IFRS 10, IFRS 12 and IAS 28: Investment Entities – Applying the Consolidation Exception (effective date 1 January 2016)

*Standards effective in future periods*

Certain new standards, amendments and interpretations to existing standards have been published that are relevant to the Group's activities and are mandatory for the Group's accounting periods beginning after 31 January 2016 or later and which the Group has decided not to adopt early.

- IFRS 9 Financial Instruments (will become effective for accounting periods starting on or after 1 January 2018)
- IFRS 15 Revenue from contracts with customers (will become effective for accounting periods

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**GWR GROUP LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

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**2. Accounting policies (continued)**

**2.2 Financial reporting standard 101 - reduced disclosure exemptions (continued)**

starting on or after 1 January 2018)

The impact of these standards is currently being assessed.

**2.3 Associates and joint ventures**

Associates and Joint Ventures are held at cost less impairment.

**2.4 Going concern**

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Strategic report on page 1. The Company participates in the group centralised treasury arrangements and so shares banking arrangements with its parent and fellow subsidiaries.

The Global Media & Entertainment Limited (formerly This is Global Limited) group has prepared detailed forecasts of expected future cash flows for the three years ending 31 March 2020 ("the forecast"). The Board considers the forecast has been prepared on a prudent basis taking into account current consensus forecasts of the radio advertising market. However, the group has also prepared a worse than expected downside scenario. Even under this sensitised scenario, the forecasts indicate that the Company can continue to trade for the foreseeable future and operate within its new facility and the associated financial covenants.

**2.5 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

**2.6 Debtors**

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**2.7 Dividends**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

**2.8 Leased assets: the Company as lessee**

Assets obtained under hire purchase contract and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Statement of comprehensive income so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.



**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

**2. Accounting policies (continued)**

**2.9 Interest and dividend income**

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established (provided that it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably).

**2.10 Provisions for liabilities**

Provisions are made where an event has taken place that gives the Company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the Statement of comprehensive income in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the Balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the Balance sheet.

**2.11 Current and deferred taxation**

The tax expense for the year comprises current and deferred tax. Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

**2. Accounting policies (continued)**

**2.12 Share capital and reserves**

*Ordinary shares*

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.

*Profit and loss account*

Retained earnings includes the cumulative net gains and losses recognised in the profit and loss account.

**3. Judgments in applying accounting policies and key sources of estimation uncertainty**

In the application of the Company's accounting policies, described in Note 2, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors considered relevant. Actual results may differ from these estimates.

The Directors have reviewed the estimates and assumptions used in the preparation of the financial statements.

Changes in accounting estimates may be necessary if there are changes in the circumstances on which the estimate was based, or as a result of new information or further information. Such changes are recognised in the period in which the estimate is revised.

Key assumptions about the future and key sources of estimation uncertainty that have a risk of causing a material adjustment to the carrying value of assets and liabilities over the next year are set out below.

*Income taxes*

Estimates may be required in determining the level of current and deferred income tax assets and liabilities, which the directors believe are reasonable and adequately recognise any income tax related uncertainties. Various factors may have favourable or adverse effects on the income tax assets or liabilities. These include changes in tax legislation, tax rates and allowances, future levels of spending, the Company's level of future earnings and estimated future taxable profits.

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**GWR GROUP LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

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**4. Operating profit**

The audit fee in respect of services to the Company and its associates, other than the audit of the Company's financial statements, was not disclosed in the prior year as the information was required instead to be disclosed on a consolidated basis in the consolidated financial statements of the Company's ultimate parent, Global Media & Entertainment Limited. The audit fee for the current year was £1,000 (2016: £1,000).

During the year ended 31 March 2017 DD Singer, SG Miron and RFJ Park received remuneration from Global Radio Services Limited and the majority of their time was spent on services to Global Media & Entertainment Limited (formerly This is Global Limited), the ultimate parent company. Their remuneration as directors of Global Media & Entertainment Limited (formerly This is Global Limited) is disclosed in that company's financial statements. None of the Directors received remuneration in respect of qualifying services to the Company.

**5. Employees**

The Company did not directly employ any staff in the year (2016: nil).

**6. Income from investments**

	2017 £000	2016 £000
Dividends received from unlisted investments	30,808	6,063
	<u>30,808</u>	<u>6,063</u>

**7. Interest receivable**

	2017 £000	2016 £000
Interest receivable from group companies	2,323	2,928
	<u>2,323</u>	<u>2,928</u>

**GWR GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

**8. Taxation**

	2017 £000	2016 £000
<b>Corporation tax</b>		
Current tax on profits for the year	463	586
	<u>463</u>	<u>586</u>
<b>Total current tax</b>	<u>463</u>	<u>586</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	2	1
	<u>2</u>	<u>1</u>
<b>Total deferred tax</b>	<u>2</u>	<u>1</u>
<b>Taxation on profit on ordinary activities</b>	<u>465</u>	<u>587</u>

**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2016 - lower than) the standard rate of corporation tax in the UK of 20% (2016 - 20%). The differences are explained below:

	2017 £000	2016 £000
Profit on ordinary activities before tax	33,131	8,991
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20%)	6,626	1,798
<b>Effects of:</b>		
Effects of changes in tax rates	-	1
Dividends from UK companies	(6,161)	(1,212)
<b>Total tax charge for the year</b>	<u>465</u>	<u>587</u>

**Factors that may affect future tax charges**

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**GWR GROUP LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

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**8. Taxation (continued)**

Further changes to the UK Corporation tax system were announced in the 2016 Finance Bill. The 2016 Finance Bill includes legislation to reduce the main rate of corporation tax from 19% to 17% from 1 April 2020.

The 2016 Finance Bill was substantively enacted on 6 September 2016.

The tax rates used to measure the deferred tax assets and liabilities recorded in these financial statements are the tax rates in the period in which we expect the deferred tax assets or liabilities to crystallise.

**9. Dividends**

	<b>2017 £000</b>	<b>2016 £000</b>
Dividends - ordinary shares	<b>30,580</b>	<b>5,836</b>
	<b>30,580</b>	<b>5,836</b>

Dividends per share of £0.23 were paid during the year (2016: £0.05).

**GWR GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

**10. Fixed asset investments**

	Investments in subsidiary companies £000	Investments in associates £000	Trade investments £000	Total £000
<b>Cost or valuation</b>				
At 1 April 2016	74,814	238	68	75,120
At 31 March 2017	74,814	238	68	75,120
<b>Impairment</b>				
At 1 April 2016	16,574	-	-	16,574
At 31 March 2017	16,574	-	-	16,574
<b>Net book value</b>				
At 31 March 2017	58,240	238	68	58,546
At 31 March 2016	58,240	238	68	58,546

**Subsidiary undertakings**

The subsidiary undertakings of the Company are listed in Note 19.

# GWR GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

### 10. Fixed asset investments (continued)

#### Participating interests

#### Trade investments

7Digital Group plc	Ordinary shares 3% Commercial Radio Operator
Virtual Music Stores Limited	Ordinary shares 3% Retail

All the above were incorporated in the United Kingdom.

#### Associates

Name	Country of incorporation	Class of shares	Holding	Principal activity
Hit 40 UK Limited	UK	Ordinary	34.2%	Dormant
Independent Radio News Limited	UK	Ordinary	8.97%	Programme production

Registered addresses are as follows:

Company	Registered Address
Hit 40 UK Limited	30 Leicester Square, London, WC2H 7LA
Independent Radio News Limited	1 West Regent Street, Glasgow, G2 1RW

### 11. Debtors

	2017 £000	2016 £000
Amounts owed by group undertakings	53,347	51,259
Deferred taxation	8	10
	53,355	51,269

Loans due from group undertakings are repayable on demand and incur a 6% annual interest charge.

**GWR GROUP LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

**12. Deferred taxation**

	<b>2017 £000</b>
At beginning of year	10
Charged to profit or loss	(2)
<b>At end of year</b>	<b>8</b>

The deferred tax asset is made up as follows:

	<b>2017 £000</b>
Fixed asset temporary differences	8
	<b>8</b>

**13. Share capital**

	<b>2017 £000</b>	<b>2016 £000</b>
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
131,710,143 Ordinary shares of £0.05 each	6,586	6,586

**14. Reserves**

**Share premium account**

The share premium account includes the amount subscribed for share capital in excess of nominal value, less any costs directly attributable to the issue of new shares.

**Merger Reserve**

The merger reserve arose on acquisition of subsidiaries

**Profit & loss account**

Retained earnings includes the cumulative net gains and losses recognised in the profit and loss account.



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**GWR GROUP LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

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**15. Guarantees**

Guarantees as at the balance sheet date were as follows:

- a) An inter-group cross guarantee held by HSBC Bank plc (as agent) whereby the Company guarantees to meet the obligations of Global Media & Entertainment Limited (formerly This is Global Limited) under its banking facilities arrangements.
- b) A floating charge over the assets of the Company held by HSBC Bank plc (as agent) by way of debenture.
- c) The Company is a member of a group for VAT purposes, resulting in a joint and several liabilities for amounts owing by group undertakings for unpaid VAT.

**16. Commitments under operating leases**

At 31 March 2017 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	2017 £000	2016 £000
Not later than 1 year	21	21
Later than 1 year and not later than 5 years	7	28
	<u>28</u>	<u>49</u>

**17. Related party transactions**

As the Company is a wholly owned subsidiary of Global Media & Entertainment Limited limited by shares (formerly This is Global Limited) (the ultimate parent company) the Company has taken advantage of the exemption contained within FRS 101.8(k) and has therefore not disclosed transactions or balances with wholly owned group companies (or investees of the group qualifying as related parties). The consolidated financial statements of Global Media & Entertainment Limited (formerly This is Global Limited), within which this Company is included, can be obtained from the address given below.

During the year the Company received dividends of £228,000 (2016: £227,000) from its investment in Independent Radio News Limited.

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**GWR GROUP LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2017**

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**18. Controlling party**

The Directors regard Global Radio Holdings Limited, a company incorporated in Great Britain and registered in England and Wales, as the immediate parent company.

The directors regard Global Media & Entertainment Limited (formerly This is Global Limited), a company incorporated in Great Britain and registered in England and Wales, as the Company's ultimate parent undertaking.

The Directors consider that Global Radio Group Limited, a company incorporated in Jersey, is the ultimate controlling party of the Company.

The largest and smallest group in which the results of the company are consolidated is that headed by Global Media & Entertainment Limited (formerly This is Global Limited), the ultimate parent company which is incorporated in Great Britain. The consolidated financial statements of this company are available to the public and may be obtained from the registered address, 30 Leicester Square, London WC2H 7LA.

# GWR GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

### 19. Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Country of incorporation	Class of shares	Holding	Principal activity
GWR (West) Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Global Radio (AM) Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Central European Broadcasting Limited	United Kingdom	Ordinary	100 %	Dormant
GWR (Trustee Company) Limited	United Kingdom	Ordinary	100 %	Dormant
Thames Valley Broadcasting Group Limited	United Kingdom	Ordinary	100 %	Dormant
Iradio Limited	United Kingdom	Ordinary	100 %	Dormant
Warrington Runcorn Broadcasting Company Limited	United Kingdom	Ordinary	100 %	Dormant
Opus Radio Sales Limited	United Kingdom	Ordinary	100 %	Dormant
RAM FM Limited	United Kingdom	Ordinary	100 %	Dormant
Ecast Ventures Limited	United Kingdom	Ordinary	100 %	Dormant
Classic FM Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Classic FM BV	The Netherlands	Ordinary	100 %	Dormant
GWR Hungary (Investments) Limited	United Kingdom	Ordinary	100 %	Dormant
Castleform Limited	United Kingdom	Ordinary	100 %	Holding company
Marcher Radio Group Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Buzz FM Limited	United Kingdom	Ordinary	100 %	Dormant
Champion FM Limited	United Kingdom	Ordinary	100 %	Dormant
Diamond FM Limited	United Kingdom	Ordinary	100 %	Dormant
Now Digital (North Wales, Wirral and Cheshire) Limited	United Kingdom	Ordinary	100 %	Dormant
Global Radio Digital Limited	United Kingdom	Ordinary	100 %	Dormant
Belfast Radio Limited	United Kingdom	Ordinary	100 %	Dormant

# GWR GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

### 19. Subsidiary undertakings (continued)

Chill Radio Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Core Digital Radio Limited	United Kingdom	Ordinary	100 %	Dormant
Radio Runner Limited	United Kingdom	Ordinary	100 %	Dormant
Digital Two Limited	United Kingdom	Ordinary	100 %	Dormant
GCap Local Data Company Limited	United Kingdom	Ordinary	100 %	Dormant
Livetime Limited	United Kingdom	Ordinary	100 %	Dormant
Newsradio.com Limited	United Kingdom	Ordinary	100 %	Dormant
GCap Media (FPRL) Limited	United Kingdom	Ordinary	100 %	Dormant
Prock Licence (NLTSL) Limited	United Kingdom	Ordinary	100 %	Dormant
GWR East Holdings Limited	United Kingdom	Ordinary	100 %	Dormant
Angels in Radio Limited	United Kingdom	Ordinary	100 %	Dormant
GWR (Local Area) Limited	United Kingdom	Ordinary	100 %	Dormant
GWR Radio (South East) Limited	United Kingdom	Ordinary	100 %	Dormant
Radio Mercury Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
GWR Radio Limited	United Kingdom	Ordinary	100 %	Dormant
Essex Radio Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Harlow FM Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Radio Breeze AM Limited	United Kingdom		100 %	Dormant
Vibe FM Limited	United Kingdom	Ordinary	100 %	Dormant
West and South Yorkshire Radio Limited	United Kingdom	Ordinary	100 %	Dormant
West Midlands Radio Limited	United Kingdom	Ordinary	100 %	Dormant
East Anglian Radio Limited	United Kingdom	Ordinary	100 %	Dormant
Love FM Limited	United Kingdom	Ordinary	100 %	Dormant
Amber Radio Limited	United Kingdom	Ordinary	100 %	Dormant

# GWR GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

### 19. Subsidiary undertakings (continued)

GWR International Limited	United Kingdom	Ordinary	100 %	Holding company
GWR International Investments Limited	United Kingdom	Ordinary	100 %	Dormant
GWR New Zealand Limited	New Zealand	Ordinary	100 %	Holding company
GWR New Zealand Licences Limited	New Zealand	Ordinary	100 %	Radio broadcaster
Storm Broadcasting Limited	United Kingdom	Ordinary	100 %	Dormant
Bristol Radio Company Limited	United Kingdom	Ordinary	100 %	Dormant
North East Radio Limited	United Kingdom	Ordinary	100 %	Dormant
Storm (GWR) Limited	United Kingdom	Ordinary	100 %	Dormant
The Storm (Digital Radio) Limited	United Kingdom	Ordinary	100 %	Dormant
GCap Media (The Jazz) Limited	United Kingdom	Ordinary	100 %	Dormant
The Digital Radio Group Limited	United Kingdom	Ordinary	100 %	Holding company
The Digital Radio Group (Investments) Limited	United Kingdom	Ordinary	100 %	Holding company
Hopstar Limited	United Kingdom	Ordinary	100 %	Holding company
The Digital Radio Group (West Midlands) Limited	United Kingdom	Ordinary	100 %	Dormant
Global Radio Services Limited	United Kingdom	Ordinary	100 %	Agency company
Atlantic Broadcasting Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Gemini Radio Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Suffolk Group Radio Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Chiltern Radio Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Bristol Broadcasting Company Limited	United Kingdom	Ordinary	100 %	Dormant
Cotswold Broadcasting Company Limited	United Kingdom	Ordinary	100 %	Dormant
The Milton Keynes Broadcasting Company Limited	United Kingdom	Ordinary	100 %	Dormant

# GWR GROUP LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

### 19. Subsidiary undertakings (continued)

The Northamptonshire Broadcasting Company Limited	United Kingdom	Ordinary	100 %	Dormant
Lantern Radio Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Leicester Sound Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Orchard FM Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Radio Broadland Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Radio Trent Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Mid Anglia Radio Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Cambridge and Newmarket FM Radio Limited	United Kingdom	Ordinary	100 %	Dormant
Hereward Radio Limited	United Kingdom	Ordinary	100 %	Dormant
Thames Valley Broadcasting Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Orchard Media Limited	United Kingdom	Ordinary	100 %	Dormant
Riviera Radio Limited	United Kingdom	Ordinary	100 %	Dormant
Westward Television Limited	United Kingdom	Ordinary	100 %	Dormant
Two Counties Radio Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Westward Radio Limited	United Kingdom	Ordinary	100 %	Dormant
Wiltshire Radio Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Plymouth Sound Limited	United Kingdom	Ordinary	100 %	Radio broadcaster
Devonair Radio Limited	United Kingdom	Ordinary	100 %	Dormant
Oval (709) Limited	United Kingdom	Ordinary	100 %	Dormant
South Hams Radio Limited	United Kingdom	Ordinary	64 %	Radio broadcaster
West Country Broadcasting Limited	United Kingdom	Ordinary	100 %	Dormant
Pop Buzz Limited	United Kingdom	Ordinary	100 %	Web production
Radio Orwell Limited	United Kingdom	Ordinary	100 %	Dormant

## GWR GROUP LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

#### 19. Subsidiary undertakings (continued)

Saxon Radio Limited	United Kingdom	Ordinary	100 %	Dormant
We the Unicorns Limited	United Kingdom	Ordinary	100 %	Web production

The registered address of the subsidiaries listed above is 30 Leicester Square, London, WC2H 7LA, with the exception of the below:

Company	Registered Address
Classic FM BV	Naarderpoort 2, 1411MA, Naarden, The Netherlands
Glasgow Gold Limited	1 West Regent Street, Glasgow, G2 1RW
GM Radio News (UK) Limited	Academic House, 24-28 Oval Road, London, NW1 7DJ
GWR New Zealand Licences Limited	10 Brandon Street, Wellington, 6011, New Zealand
GWR New Zealand Limited	10 Brandon Street, Wellington, 6011, New Zealand