

THE TICKET MACHINE GROUP LIMITED
UNAUDITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022



THE TICKET MACHINE GROUP LIMITED

COMPANY INFORMATION

Directors	John Neil Oldcorn (appointed 1 July 2021) Nicholas Graham Potter
Registered number	02638971
Registered office	2nd Floor Alexander House Church Path Woking Surrey GU21 6EJ
Bankers	National Westminster Bank Plc 38 Strand London WC2N 5JB

THE TICKET MACHINE GROUP LIMITED

CONTENTS

	Page
Directors' Report	1
Directors' Responsibilities Statement	2
Statement of Comprehensive Income	3
Statement of Financial Position	4 - 5
Statement of Changes in Equity	6
Notes to the Financial Statements	7 - 14

THE TICKET MACHINE GROUP LIMITED

DIRECTORS' REPORT FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022

The directors present their report and the financial statements for the 52 week period ended 26 March 2022.

Principal activity

The principal activity of the Company is that of a theatre ticketing agent. The directors do not plan any changes to the company's principal activity at the present time.

Results and dividends

The profit for the 52 week period, after taxation, amounted to £1.0m (2021 - £0.1m).

The directors do not propose payment of a dividend with respect of the period (2021:£nil).

Directors

The directors who served during the 52 week period were:

John Neil Oldcorn (appointed 1 July 2021)
Nicholas Graham Potter

Environmental matters

The Company will seek to minimise adverse impacts on the environment from its activities, whilst continuing to address health, safety and economic issues. The Company has complied with all applicable legislation and regulations.

Post balance sheet events

There have been no significant events affecting the Company since the year end.

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 and signed on its behalf.



J N Oldcorn
Director

Date: 22/12/2022

THE TICKET MACHINE GROUP LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022

The directors are responsible for preparing 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 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;
- 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 TICKET MACHINE GROUP LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022

	Note	52 week period ended 26 March 2022 £000	52 week period ended 27 March 2021 £000
Turnover	4	1,682	163
Cost of sales		(604)	47
Gross profit		1,078	210
Administrative expenses		(51)	(72)
Operating profit	5	1,027	138
Tax on profit	7	12	-
Profit for the 52 week financial period		1,039	138

There was no other comprehensive income for 2022 (2021:£nil).

The notes on pages 7 to 14 form part of these financial statements.

THE TICKET MACHINE GROUP LIMITED
REGISTERED NUMBER: 02638971

STATEMENT OF FINANCIAL POSITION
AS AT 26 MARCH 2022

			26 March 2022 £000	27 March 2021 £000
	Note			
Fixed assets				
Current assets				
Debtors: amounts falling due within one year	8	18,220	14,725	
Cash at bank and in hand	9	839	250	
		<u>19,059</u>	<u>14,975</u>	
Creditors: amounts falling due within one year	10	(15,410)	(12,364)	
Net current assets			<u>3,649</u>	2,611
Total assets less current liabilities			<u>3,649</u>	<u>2,611</u>
Provisions				
Deferred taxation	11	-	(1)	
		<u>-</u>	<u>(1)</u>	
Net assets			<u>3,649</u>	<u>2,610</u>
Capital and reserves				
Called up share capital	12	30	30	
Profit and loss account		3,619	2,580	
		<u>3,649</u>	<u>2,610</u>	

THE TICKET MACHINE GROUP LIMITED
REGISTERED NUMBER: 02638971

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 26 MARCH 2022

The members have not required the Company to obtain an audit for the 52 week period in question in accordance with section 476 of the Companies Act 2006.

The Company was entitled to exemption from audit under section 479A of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

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



J N Oldcorn
Director

Date: 22/12/2022

The notes on pages 7 to 14 form part of these financial statements.

THE TICKET MACHINE GROUP LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022**

	Called up share capital £000	Profit and loss account £000	Total equity £000
At 28 March 2020	30	2,442	2,472
Comprehensive income for the period			
Profit for the period	-	138	138
Total comprehensive income for the period	-	138	138
At 27 March 2021	30	2,580	2,610
Comprehensive income for the 52 week period			
Profit for the 52 week period	-	1,039	1,039
Total comprehensive income for the 52 week period	-	1,039	1,039
At 26 March 2022	30	3,619	3,649

The notes on pages 7 to 14 form part of these financial statements.

THE TICKET MACHINE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022

1. General information

The Ticket Machine Group Limited (the "Company") is a company incorporated in the United Kingdom under the Companies Act. Details of the Company's principal activity, registered office and directors can be found in the Directors' Report and the Company Information page.

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 financial statements are presented in sterling, rounded to the nearest thousand, except where otherwise indicated.

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).

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 IFRS 7 Financial Instruments: Disclosures
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
- 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

This information is included in the consolidated financial statements of International Entertainment Holdings Limited as at 26 March 2022 and these financial statements may be obtained from Companies House.

2.3 Exemption from preparing consolidated financial statements

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.4 Going concern

The financial statements have been prepared on a going concern basis.

THE TICKET MACHINE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022

2. Accounting policies (continued)

2.5 Revenue

Revenue primarily represents the amounts due to the Group from the sale of tickets and from providing theatre related services including venue use, bar and merchandise sales and sponsorship, excluding value added tax, credit card commission and ticket agent commission. Theatre related services are recognised in the period to which the services relate.

Revenue includes income derived from booking fees and commissions charged on tickets sold by the Group for its theatres and other UK venues. These fees and commissions are recognised at the time of sale.

2.6 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.7 Current and deferred taxation

The tax expense for the 52 week period comprises current and deferred tax. Tax is recognised in profit or loss 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 reporting 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 reporting 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 reporting date.

2.8 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.9 Trade and other receivables

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.

2.10 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

THE TICKET MACHINE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022

2. Accounting policies (continued)

2.11 Trade and other payables

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.12 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 profit or loss in the year that the Company becomes aware of the obligation, and are measured at the best estimate at the reporting 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 Statement of Financial Position.

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

There are a limited number of judgements having a material impact on these financial statements. The primary judgements are as follows:

Useful economic lives

The useful economic lives applied when depreciating assets are derived from historical experience of replacement periods from comparable assets within the wider group, and are considered appropriate. The lives are revisited where, for example, significant gains or losses on disposal are expected or experienced. Where it becomes apparent that assets' book values are materially in excess of their market value, the assets would be assessed for impairment.

Recoverability of current assets

Current assets that are outstanding significantly after their expected recovery date are reviewed for evidence of irrecoverability. Where an asset is considered wholly or partially irrecoverable, a provision is made against the book value of the relevant asset. Where sufficient evidence of recoverability exists, no such provision is made.

4. Revenue

All of the Company's revenue in the year arose within the United Kingdom from its principal activity of theatre services and the operation of theatrical venues. The classes of businesses are considered to be sufficiently similar and interdependent that separate disclosure is not required.

THE TICKET MACHINE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022**

5. Operating profit

The operating profit is stated after charging:

	52 week period ended 26 March 2022 £000	52 week period ended 27 March 2021 £000
Management fee	25	-

During the year, the company incurred expenses of £25,173 (2021: £nil) in relation to management support from its immediate parent company, The Ambassador Theatre Group Limited.

6. Employees

The Company has no employees other than the directors. The directors are not remunerated directly by the Company but are remunerated by the Company's ultimate parent company, International Entertainment Investments Limited. It is not possible to disaggregate the Director's remuneration in respect of services to the Company.

7. Taxation

	52 week period ended 26 March 2022 £000	52 week period ended 27 March 2021 £000
Total current tax	-	-
Deferred tax		
Changes to tax rates	(3)	-
Deferred tax charge / (credit) current year	2	-
Adjustments in respect of prior periods	(11)	-
Total deferred tax	(12)	-
Taxation on profit on ordinary activities	(12)	-

THE TICKET MACHINE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022**

7. Taxation (continued)

Factors affecting tax charge for the 52 week period

The tax assessed for the 52 week period is lower than (2021 - lower than) the standard rate of corporation tax in the UK of 19% (2021 - 19%). The differences are explained below:

	52 week period ended 26 March 2022 £000	52 week period ended 27 March 2021 £000
Profit on ordinary activities before tax	1,027	138
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	195	26
Effects of:		
Adjustments to tax charge in respect of prior periods	(11)	-
Other differences leading to an (decrease)/ increase in the tax charge	(3)	(26)
Group relief	(193)	-
Total tax charge for the 52 week period	(12)	-

8. Debtors

	26 March 2022 £000	27 March 2021 £000
Trade debtors	180	-
Amounts owed by group undertakings	17,955	14,713
Prepayments and accrued income	74	12
Deferred taxation	11	-
	18,220	14,725

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

THE TICKET MACHINE GROUP LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022**

9. Cash and cash equivalents

	26 March 2022 £000	27 March 2021 £000
Cash at bank and in hand	839	250
	<u>839</u>	<u>250</u>

10. Creditors: Amounts falling due within one year

	26 March 2022 £000	27 March 2021 £000
Trade creditors	221	10
Amounts owed to group undertakings	14,840	12,089
Other taxation and social security	76	-
Other creditors	16	11
Accruals and deferred income	257	254
	<u>15,410</u>	<u>12,364</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

11. Deferred taxation

	26 March 2022 £000
At beginning of year	1
Charged to profit or loss	(12)
At end of year	<u>(11)</u>

THE TICKET MACHINE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022

11. Deferred taxation (continued)

The deferred taxation balance is made up as follows:

	26 March 2022 £000	27 March 2021 £000
Other short term timing differences	(11)	1
	<u>(11)</u>	<u>1</u>

The deferred tax asset has been calculated using the latest substantively enacted tax rate of 25%, as this is the rate at which the tax is expected to become payable.

12. Share capital

	26 March 2022 £	27 March 2021 £
Allotted, called up and fully paid		
25,500 (2021 - 25,500) Founders shares of £1.00 each	25,500	25,500
1,500 (2021 - 1,500) 'A' Ordinary shares shares of £1.00 each	1,500	1,500
3,000 (2021 - 3,000) 'B' Ordinary shares shares of £1.00 each	3,000	3,000
	<u>30,000</u>	<u>30,000</u>

The founders shares have enhanced rights to dividends, entrenched rights to appoint a director, and potentially different rights on a capital event from the other classes of shares.

The "A" Ordinary have no enhanced rights to dividends, but potentially different rights on a capital event from that applicable to the founders shares and the "B" Ordinary shares.

The "B" Ordinary shares have no enhanced rights to dividends, but potentially different rights on a capital event from that applicable to the founders shares and the "A" Ordinary shares.

13. Contingent liabilities

A corporate cross guarantee of senior debt borrowed by International Entertainment Investments Limited exists between the Company, International Entertainment Finance Limited and the majority of its subsidiary undertakings. The senior debt is secured by a debenture over the whole of the assets of The Ticket Machine Group Limited and the majority of the assets of the International Entertainment Finance Limited group. International Entertainment Finance Limited is a wholly owned subsidiary of International Entertainment Holdings Limited, the Company's ultimate parent company in the UK.

14. Related party transactions

The Company has taken advantage of exemptions available under paragraph 8(k) of FRS 101 not to disclose transactions with related parties which are wholly owned members of the same group. As such, there were no related party transactions during the period requiring disclosure (2021: £nil).

THE TICKET MACHINE GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEK PERIOD ENDED 26 MARCH 2022

15. Controlling party

The Company's immediate parent company is The Ambassador Theatre Group Limited. The parent company of the smallest and largest group in which the Company's results are consolidated is International Entertainment Holdings Limited, a company incorporated in England and Wales. The consolidated financial statements are available from the parent company's registered office, 28 St. George Street, London W1S 2FA.

The Company's ultimate parent company is IE Luxco S.a.r.l. (Luxembourg), which is controlled by Providence Equity Partners VII-A LP (Cayman Islands) and Providence VII Global Holdings LP (Cayman Islands), and Providence Equity Partners (Midsummer) LP, which the directors consider to be the Company's ultimate controlling parties.

The Company is a parent company that is also a subsidiary included in the consolidated financial statements of a larger group by a parent undertaking established under the law of any part of the United Kingdom and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

16. Subsidiary undertakings

The following are subsidiary undertakings of the Company:

Name	Principal activity	Holding
G.S. Lashmar Limited	Dormant	90%
London Theatre Club Limited	Dormant	90%