

**THE NATIONAL EXHIBITION CENTRE (DEVELOPMENTS) PLC**

**ANNUAL REPORT FOR THE PERIOD FROM INCORPORATION ON  
14 JANUARY 1997 TO 31 MARCH 1998**



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**Registered Office:**  
**The National Exhibition Centre**  
**Birmingham B40 1NT**

**Tel. No. 0121 780 4141**

## **REPORT OF THE DIRECTORS**

### **1. Report And Financial Statements**

The Directors present their report and the audited financial statements for the period from incorporation on 14 January 1997 to 31 March 1998.

### **2. Principal Activities Of The Company**

- 2.1 The Company was incorporated on 14 January 1997 as a Private Limited Company and on 13 May 1997, the Company re-registered as a Public Limited Company. Its principal objective is to raise finance, construct, operate and manage property at the National Exhibition Centre, Birmingham.

On 14 May 1997, the Company entered into a Shareholders' Agreement with Birmingham City Council, EMAP Business Communications Limited and Birmingham Chamber of Commerce and Industry, forming a joint venture for the purpose of constructing new exhibition halls (17 to 20) at the National Exhibition Centre.

- 2.2 On 14 May 1997, the Company signed a Management Agreement with The National Exhibition Centre Limited (NEC), for the NEC to manage the new exhibition halls.

Once trading commences, the NEC will make payments to the Company on 31 March and 30 September in each year, determined by reference to a share of the income achieved less costs incurred in the operation of the National Exhibition Centre as a whole, in accordance with the Management Agreement.

The Management Agreement will remain in force for as long as the Company is a tenant of the land leased from the Birmingham City Council. The lease term is due to expire on 30 September 2096 but can be terminated by either party on 30 September 2027.

### **3. Capital And Finance**

- 3.1 The Company issued 450 £1 Ordinary 'A' Shares to Birmingham City Council, 125 £1 Ordinary 'B' Shares to Birmingham Chamber of Commerce and Industry and 423 £1 Ordinary 'C' Shares to EMAP Business Communications Limited, all of which are fully paid. The original 2 Director's of the Company transferred their respective holding of 1 £1 ordinary 'C' share each to EMAP Business Communications Limited.
- 3.2 The Company issued 50,000 £1 Preference Shares to Birmingham City Council and 50,000 £1 Preference Shares EMAP Business Communications Limited, all of which are fully paid.
- 3.3 On 21 May 1997, the Company issued £73m 7.5625% Guaranteed Unsecured Loan Stock 2027 ('The Loan Stock'). The Loan Stock is constituted and secured by a Trust Deed dated 21 May 1997. The Loan Stock is listed on the London Stock Exchange and is guaranteed by Birmingham City Council. The Loan Stock was issued at a discount price of £99.689 per £100 Loan Stock.
- 3.4 On 21 May 1997, the Company issued 1.2m £1 Unsecured 'A' Loan Notes, zero coupon to each of Birmingham City Council and EMAP Business Communications Limited. On the same day, the Company also issued 1.25m £1 Unsecured 'B' Loan Notes, 15% coupon to each of Birmingham City Council and EMAP Business Communications Limited. The Loan Notes are fully paid and repayable by the Company in ten annual equal instalments commencing on 31 March 2004, for Unsecured 'B' Loan Notes and 31 March 2014 for Unsecured 'A' Loan Notes.

#### 4. Results

As at 31 March 1998 the Company had not commenced trading activities. During the period 14 January 1997 to 31 March 1998 the Company made a loss of £5,000. The Directors do not recommend payment of a dividend, leaving accumulated losses carried forward of £5,000.

#### 5. Directors

The Directors of the Company at 31 March 1998, all of whom were Non-Executive Directors, were:

Roger Stephen Burman (Chairman)	Appointed 13 May 1997
Ian Johnston Findlay	Appointed 13 May 1997
David Randal Metcalfe	Appointed 13 May 1997
Honorary Alderman Albert Leslie Samuel Jackson	Appointed 14 May 1997
Councillor Theresa Joyce Stewart	Appointed 14 May 1997
Barry Stanley Cleverdon	Appointed 14 May 1997

On 13 May 1997, Constance Price and Sharon Rostron resigned as Directors following their appointment on 14 January 1997.

No emoluments were paid to the Directors of the Company.

Biographical details of the above Non-Executive Directors are shown below:

##### **Roger S Burman CBE BSc LLD DL**

Roger Burman has been Chairman of The National Exhibition Centre Limited since 1989, having first joined the Board in 1984. He is a past President of the Birmingham Chamber of Commerce and Industry and of the British Chamber of Commerce.

He is Chairman and Managing Director of the Tipton-based electronics company Teledictor Limited. He is a member of the British Overseas Trade Board, Pro-Chancellor of the University of Birmingham, and a member of the Board of the Black Country Development Corporation.

He has an interest in the jewellery industry through the Birmingham Assay Office and is currently Chairman of the British Hallmarking Council.

##### **Councillor Mrs Theresa J Stewart**

Councillor Theresa Stewart, Leader of the Birmingham City Council since October 1993, has been a Labour Councillor for 28 years and represents the Billesley ward. She chairs the Policy and Resources Committee and is a member of the Passenger Transport Authority. She has previously served on the DLO Contract Services Committee, which she chaired for 3 years. She has also been on the Housing, Education and General Purposes Committee. She served on the Social Services Committee for 20 years and chaired the Committee for 4 years. She was the national chair of ADLO (Association of Direct Labour Organisations) for the year 1994/95. She serves on the Policy and Strategy Committee of the Local Government Association and is a member of the Local Government Association Resources Panel. She is also Senior Vice Chair of the West Midlands Local Government Association. In addition, she is also a member of The National Exhibition Centre Limited Board.

Her voluntary work includes being Vice President of the Birmingham Brook Advisory Centre for young people. She chairs Lindworth School Governors and is a Governor of Swanshurst School. She also chairs the Billesley and Yardley Wood Community Centre Council. She is a member of GMB/APEX Trade Union.

### **Ian J Findlay**

Ian Findlay is a Director of EMAP Business Communications Limited, the business-to-business arm of EMAP plc, one of Europe's fastest growing media groups.

He has, since joining EMAP in 1992, been responsible for business development across the whole range of magazine, exhibition and information activities. EMAP is the largest organiser of exhibitions in the UK.

Prior to EMAP, he was Business Development Director of Reed Business Publishing Group for five years.

### **Barry S Cleverdon C.Eng. MIMechE**

Barry Cleverdon is Chief Executive of the National Exhibition Centre Limited, the company managing and marketing the National Exhibition Centre, International Convention Centre, Symphony Hall and National Indoor Arena.

He became Chief Executive in April 1995 after first joining NEC in 1977. The facilities under NEC Ltd's management are the UK's market leaders in exhibitions, conferences, entertainment and sport.

Prior to this appointment Barry Cleverdon was General Manager of the International Convention Centre, Symphony Hall and National Indoor Arena in the run-up to their opening in 1991 and their first four years of operation.

He joined NEC in 1977 from the National Agricultural Centre at Stoneleigh, Warwickshire. Over an eleven year period, including five as Director of Events, he was responsible for developing NEC's non-exhibition business.

### **Honorary Alderman Albert L S Jackson JP**

Following service in the RAF between 1940-46, he became Managing Director of a building company. His service with the Labour Party started in 1948 when he became chairman of the Birmingham Ladywood Division of the Party, prior to becoming the representative for the Rotton Park ward between 1952-67 and 1970-74. He also represented this ward on the West Midlands County Council between 1973-86 and as a member of the Birmingham District Council between 1973-82. He served as Birmingham's Lord Mayor 1975-76 and Deputy Lord Mayor 1978-79, becoming an Honorary Alderman of the City in May 1986.

He was Chairman of the NEC Committee 1980-86 and, since 1984, has been Chairman of Birmingham Technology Limited and subsidiary companies, responsible for the management and development of Aston Science Park.

### **David R Metcalfe**

David Metcalfe is Managing Director of EMAP Business Communications Limited and has worked for EMAP since 1984, having previously worked for The Economist and Argus Press.

His responsibilities include the management of Trade Promotion Services Limited, which organises the UK's largest annual trade exhibitions.

The markets covered by the exhibition and publishing companies for which he is responsible include retail, plastics and oil. He is past Chairman of the Birmingham-based Giftware Association and is a Director of the Association of Exhibition Organisers.

## 6. **Directors' Responsibilities For The Financial Statements**

Company law requires the Directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit or loss for that period. In preparing these financial statements, the Directors confirm that they have:

selected suitable accounting policies and then applied them consistently;

made judgements and estimates that are reasonable and prudent;

stated whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and

prepared the financial statements on the going concern basis.

The Directors are responsible for keeping proper accounting records which 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 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

## 7. **Going Concern**

After making appropriate enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, and have therefore prepared the financial statements on a going concern basis.

The auditors have reported to the Board that in their opinion the directors' statement on going concern above has provided the disclosures required by the Listing Rules and is consistent with the information which came to the auditors' attention as a result of their audit work on the financial statements. The auditors were not required to perform the additional work necessary to, and did not, express any opinion on the ability of the Company to continue in operational existence.

## 8. **Employees**

The Company has no employees.

## 9. **Payment Policy**

The Company complies with the CBI's Prompt Payers Code of Good Practice which states that responsible companies should:

have a clear, consistent policy that they pay bills in accordance with the contract

ensure that the finance and purchasing departments are both aware of this policy and adhere to it

agree payment terms at the outset of a deal and stick to them

not extend or alter payment terms without prior agreement

provide suppliers with clear guidance on payment procedures

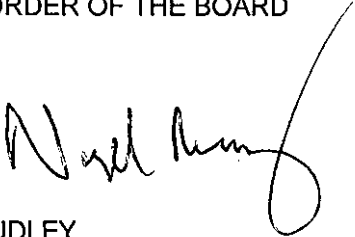
ensure that there is a system for dealing quickly with complaints and disputes and advise suppliers without delay when invoices, or parts of invoices are contested.

The Company's payment terms are the last working day of the month following the month in which the invoice is dated, unless alternative agreements are in place. The Company had insignificant trade creditors at 31 March 1998 and therefore creditor days have not been calculated.

10. **Auditors**

Our auditors, Price Waterhouse, have merged with Coopers & Lybrand on 1 July and a resolution to appoint the new firm, PricewaterhouseCoopers, as auditors to the Company will be proposed at the annual general meeting.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'N Dudley', with a long, sweeping flourish extending from the end of the signature.

N DUDLEY  
Company Secretary

The National Exhibition Centre (Developments) Plc  
Birmingham B40 1NT

13 August 1998

## REPORT OF THE AUDITORS TO THE MEMBERS OF THE NATIONAL EXHIBITION CENTRE (DEVELOPMENTS) PLC

We have audited the financial statements on pages 7 to 16 which have been prepared under the historical cost convention and the accounting policies set out on page 10.

### Respective Responsibilities Of Directors And Auditors

As described on page 4 the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

### Basis Of Opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company as at 31 March 1998 and of its loss and cash flows for the period from 14 January 1997 to 31 March 1998 and have been properly prepared in accordance with the Companies Act 1985.



Price Waterhouse  
Chartered Accountants  
and Registered Auditors  
No1 London Bridge  
London  
SE1 9QL

13 August 1998



## PROFIT AND LOSS ACCOUNT

for the period from incorporation on 14 January 1997 to 31 March 1998

	Notes	1998 £000
Administrative costs	2	(5)
<b>Operating Loss</b>		<b>(5)</b>
Interest receivable and similar income		2,423
Interest payable and similar charges	3	(6,139)
Interest capitalised	4	3,716
<b>Loss On Ordinary Activities Before Taxation</b>		<b>(5)</b>
Taxation on ordinary activities		-
<b>Retained Loss For The Period</b>		<b>(5)</b>

The above results, relate solely to continuing activities.

There were no recognised gains or losses other than the retained loss for the period.

The notes on pages 10 to 16 form part of these financial statements

## BALANCE SHEET

at 31 March 1998

	Notes	1998 £000
<b>Fixed Assets</b>		
Tangible assets	4	52,164
<b>Current Assets</b>		
Debtors	5	504
Investments	6	17,423
Cash at bank and in hand		3,006
		20,933
<b>Creditors - amounts falling due within one year</b>		
Creditors	7	(2,805)
<b>Net Current Assets</b>		18,128
<b>Total Assets less Current Liabilities</b>		70,292
<b>Creditors - amounts falling after more than one year</b>		
Borrowings	8	(70,196)
<b>Total Net Assets</b>		96
<b>Capital and Reserves</b>		
Called up share capital	9	101
Profit and loss account		(5)
		96
<b>Shareholders' Funds</b>		
Equity		(4)
Non-equity		100
		96

The financial statements on pages 7 to 16 were approved by the Board of Directors on 13th August 1998 and were signed on its behalf by:

Director

Director

The notes on pages 10 to 16 form part of these financial statements

## CASH FLOW STATEMENT

for the period from incorporation on 14 January 1997 to 31 March 1998

	Notes	1998 £000
<b>Net Cash Outflow From Operating Activities</b>	12	(504)
<b>Returns On Investments And Servicing Of Finance</b>		
Interest received		2,423
Interest paid		(4,658)
Birmingham City Council guarantee fee		(7,932)
Issue costs of debenture stock		(588)
Discount on issue of debenture stock		(227)
<b>Net Cash Outflow From Returns On Investments And Servicing Of Finance</b>		(10,982)
<b>Taxation</b>		
UK corporation tax		-
<b>Capital Expenditure And Financial Investment</b>		
Payments in respect of buildings in the course of construction		(42,986)
Payments to acquire land lease		(3,100)
<b>Net Cash Outflow For Capital Expenditure And Financial Investment</b>		(46,086)
<b>Net Cash Outflow Before Management Of Liquid Resources And Financing</b>		(57,572)
<b>Management Of Liquid Resources</b>		
Investment in money market		(17,423)
<b>Net Cash Outflow From Management Of Liquid Resources</b>		(17,423)
<b>Financing</b>		
Issue of ordinary share capital		1
Issue of preference share capital		100
Issue of debenture stock		73,000
Issue of loan notes		4,900
<b>Net Cash Inflow From Financing</b>		78,001
<b>Increase In Cash</b>	13	3,006

The notes on pages 10 to 16 form part of these financial statements

## NOTES TO THE FINANCIAL STATEMENTS

### 1. Principal Accounting Policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies is set out below.

#### Basis of accounting

The financial statements are prepared under the historical cost convention.

#### Tangible assets

The cost of fixed assets comprises their purchase cost together with any incidental expenses of acquisition. The cost of the land lease premium has been capitalised as land. Buildings include all relevant expenditure incurred including fixed plant.

#### Capitalisation of finance costs

Issue costs incurred in raising finance relating to the construction of a fixed asset are capitalised as part of the cost of the fixed asset. Net interest payable, including amortisation of guarantee fees, on such finance up to the completion of the construction period is capitalised as part of the cost of the fixed asset.

#### Depreciation

Depreciation is calculated to write off the cost less estimated residual value of fixed assets. The residual value of the land and buildings is estimated to be at least equal the capitalised cost of the new halls resulting in no depreciation charge.

### 2. Administration Costs

	1998 £000
Audit fee	5
Directors' fees	-
	5

No emoluments were paid to the Directors of the Company.

## NOTES TO THE FINANCIAL STATEMENTS - Continued

### 3 Interest Payable And Similar Charges

	1998
	£000
Interest on loans repayable in more than 5 years:	
7.5625% Guaranteed Unsecured Loan Stock 2027	4,772
15% Unsecured 'B' Loan Notes	324
Discount on issue of £73m 7.5625% Guaranteed Unsecured Loan Stock 2027	227
Costs on issue of £73m 7.5625% Guaranteed Unsecured Loan Stock 2027	588
Amortisation of guarantee fee	228
	6,139

### 4 Tangible Assets

	Land	Buildings in the course of construction	Total
	1998	1998	1998
	£000	£000	£000
Cost at 31 March 1998	3,100	49,064	52,164
Net book value at 31 March 1998	3,100	49,064	52,164

On 21 May 1997, the Company entered into a lease with Birmingham City Council for the land used for the construction of new exhibition halls (17 to 20) at the National Exhibition Centre for a consideration of £3,100,000. The lease is for a period of 99 years but can be terminated by either party after 30 years.

Buildings in the course of construction comprise the new exhibition halls (17 to 20) at the National Exhibition Centre. In accordance with the Company's accounting policies, the cost of buildings in the course of construction includes capitalised finance costs incurred to 31 March 1998 comprising:

	1998
	£000
Discount on issue of £73m 7.5625% Guaranteed Unsecured Loan Stock 2027	227
Costs on issue of £73m 7.5625% Guaranteed Unsecured Loan Stock 2027	588
Amortisation of guarantee fee	228
Interest on £73m 7.5625% Guaranteed Unsecured Loan Stock 2027	4,772
Interest on £2.5m 15% Unsecured 'B' Loan Notes	324
Less Interest received from unutilised funds	(2,423)
	3,716

## NOTES TO THE FINANCIAL STATEMENTS - Continued

### 5 Debtors

	1998
	£000
Amounts falling due within one year:	
VAT in respect of buildings in the course of construction	504
	<u>504</u>

### 6 Investments

	1998
	£000
Money Market Investments:	
Short term deposits	17,423
	<u>17,423</u>

### 7 Creditors - amounts falling due within one year

	1998
	£000
Capital creditors	2,362
Accruals	5
Income tax due on payment of interest	438
	<u>2,805</u>

### 8 Creditors - amounts falling after more than one year

	Note	1998
		£000
7.5625% Guaranteed Unsecured Loan Stock 2027	(a)	73,000
Less: Guarantee fee	(a)	(7,932)
Guarantee fee amortised during the period	(a)	228
		<u>65,296</u>
Zero % Unsecured 'A' Loan Notes	(b)	2,400
15% Unsecured 'B' Loan Notes	(c)	2,500
		<u>70,196</u>

## NOTES TO THE FINANCIAL STATEMENTS - Continued

- a) On 21 May 1997, the Company issued £73m 7.5625% Guaranteed Unsecured Loan Stock 2027 ('The Loan Stock') at a discount price of £99.689 per £100 Loan Stock. The discount amounted to £227,000 and has been capitalised (see note 4).

The Loan Stock is constituted and secured by a Trust Deed dated 21 May 1997. The Loan Stock is listed on the London Stock Exchange and is guaranteed by Birmingham City Council.

The guarantee fee paid to Birmingham City Council is being amortised on a straight line basis until expected repayment of the Loan Stock.

- b) On 21 May 1997, the Company issued 1.2m Unsecured 'A' £1 Loan Notes, zero coupon to each of Birmingham City Council and EMAP Business Communications Limited. The Loan Notes are fully paid and are repayable by the Company in ten annual equal instalments commencing on 31 March 2014.
- c) On 21 May 1997, the Company issued 1.25m Unsecured 'B' £1 Loan Notes, 15% coupon to each of Birmingham City Council and EMAP Business Communications Limited. The Loan Notes are fully paid and are repayable by the Company in ten annual equal instalments commencing on 31 March 2004.

### 9 Share Capital

#### Authorised

	1998 £
450 Ordinary 'A' Shares of £1 each	450
125 Ordinary 'B' Shares of £1 each	125
425 Ordinary 'C' Shares of £1 each	425
<b>Total Ordinary Shares</b>	<b>1,000</b>
100,000 Preference Shares of £1 each	100,000
100,000 Deferred Shares of £1 each	100,000
	<b>201,000</b>

On 13 May 1997, by a special resolution of the Members, the share capital of the Company was reorganised by redesignating the two Ordinary Shares of £1 each in issue and all of the remaining unissued Ordinary Shares of £1 each as 'C' Ordinary Shares.

On the same day, the share capital of the Company was increased from £100 to £201,000 by the creation of 450 'A' Ordinary Shares of £1 each, 125 'B' Ordinary Shares of £1 each and 325 'C' Shares of £1 each, 100,000 Preference Shares of £1 each and 100,000 Deferred Shares of £1 each.

## NOTES TO THE FINANCIAL STATEMENTS - Continued

Allotted, called up and fully paid

	1998
	£
450 Ordinary 'A' Shares of £1 each	450
125 Ordinary 'B' Shares of £1 each	125
425 Ordinary 'C' Shares of £1 each	425
<b>Total Ordinary Shares</b>	<b>1,000</b>
100,000 Preference Shares of £1 each	100,000
	<b>101,000</b>

The 'A', 'B' and 'C' Shares are separate classes of shares and carry the rights to appoint and remove directors. The 'B' Shares do not carry the right to participate in the profits of the Company or the assets of the Company available for distribution amongst members but in all other respects the 'B' Shares rank pari passu in all respects as Ordinary Shares.

The Preference Shares do not carry any rights to receive a dividend or to participate in the profits of the Company. On liquidation or return of capital, the assets of the Company available for distribution amongst the Members shall be applied in priority to any payment to the holders of any other class of shares in repayment of the amount paid up or credited as paid on the Preference Shares. Holders of the Preference Shares do not have the right to attend or vote at any general meeting of the Company.

On 13 May 1997, the original directors of the Company resigned and transferred their respective holding of 1 'C' Share each to EMAP Business Communications Limited.

On 13 May 1997, the Company allotted to EMAP Business Communications Limited 423 'C' Shares for cash at par and 50,000 Preference Shares for cash at par on the terms that they be paid up as to 25p each on issue.

On 13 May 1997, the Company allotted Birmingham Chamber of Commerce and Industry 125 'B' Shares for cash at par.

On 14 May 1997, the Company allotted to Birmingham City Council 450 'A' shares for cash at par and 50,000 Preference Shares for cash at par on the terms that they be paid up as to 25p each on issue.

On 21 May 1997, the balance outstanding on the share capital was called and fully paid.



## NOTES TO THE FINANCIAL STATEMENTS - Continued

### 10 Reconciliation Of The Movement In Shareholders' Funds

	1998
	£000
Ordinary Shares issued	1
Preference Shares issued	100
Retained loss for the period	(5)
<b>Closing Shareholders' Funds</b>	<b>96</b>

### 11 Capital Expenditure Commitments

	1998
	£000
Expenditure approved and contracted for but not provided	11,903

### 12 Reconciliation Of Operating Loss To Net Cash Outflow From Operating Activities

	1998
	£000
Operating Loss	(5)
Increase in debtors	(504)
Increase in creditors	5
<b>Net Cash Outflow</b>	<b>(504)</b>

### 13 Reconciliation Of Net Cash Inflow To Movement In Net Debt

	1998
	£000
Increase In Cash In The Period	3,006
Cash outflow from payment of guarantee fee	7,932
Amortisation of guarantee fee	(228)
Cash inflow from issue of new loans	(77,900)
Cash outflow from increase in liquid resources	17,423
<b>Net Debt Carried Forward and Movement In The Period</b>	<b>(49,767)</b>

#### Analysed In Balance Sheet:

Investments	17,423
Cash at bank and in hand	3,006
Creditors - amounts falling after more than one year	
Borrowings	(70,196)
	<b>(49,767)</b>

## **NOTES TO THE FINANCIAL STATEMENTS - Continued**

### **14 Related Party Transactions**

On 14 May 1997, the Company signed a Management Agreement with The National Exhibition Centre Limited ('NEC'), for NEC to manage the new exhibition halls (17 to 20).

NEC is jointly owned by Birmingham Chamber of Commerce and Industry and Birmingham City Council and manages the National Exhibition Centre complex in an agency capacity.

EMAP Business Communications Limited is a wholly owned subsidiary of EMAP plc.

EMAP plc and its related companies organise exhibitions at the National Exhibition Centre in the normal course of business.

Transactions between the Company and the shareholders are detailed elsewhere within the financial statements.

### **15 Ultimate Parent**

The Company does not regard any particular shareholder as being an ultimate parent. The control and direction of the Company can only be exercised by a majority decision of the Board of Directors.