Life On Show Limited

Annual Report

For the year ended 31 December 2015

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Life On Show Limited Company information

Directors

N Shah

T Lampert

A Price

R Price

Company secretary

I Farrelly

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
The Portland Building
25 High Street
Crawley
West Sussex
RH10 1BG

Principal bankers

HSBC Bank plc 8 Canada Square London E14 5HQ

Registered office

Headway House Crosby Way Farnham Surrey GU9 7XG

Registered number

06763696

Life On Show Limited

Registered number: 06763696

Directors' report for the year ended 31 December 2015

The directors present their report and audited financial statements of Life On Show Limited (the 'Company') for the year ended 31 December 2015.

Review of the business and future developments

On 26 March 2015 Haversham Holdings plc, an AIM listed company established with the intention of acquiring companies within the automotive sector, announced its intention to acquire the BCA Group. On 1 April 2015 Haversham Holdings plc changed its name to BCA Marketplace plc. On 2 April 2015 the acquisition of the BCA Group was completed for a consideration of £1.2bn and on the same day BCA Marketplace plc was admitted to the standard listing segment of the Official List of the UK Listing Authority, with its entire share capital available to trade on the Main Market of the London Stock Exchange for listed securities. The ultimate parent and controlling party of the Company is therefore BCA Marketplace plc as at 2 April 2015.

Dividends

During the year the directors paid no interim dividend (2014: £816.08) per Class A share. No final dividend is proposed (2014: £nil).

Principal risks and uncertainties

Financial risks

The Company's operations expose it to a variety of financial risks that include liquidity risk. The Company does not directly manage these risks. BCA Marketplace plc, the ultimate UK parent company, manages financial risk on a group basis and continues to support the Company financially to enable it to meet its liabilities as they fall due.

Key performance indicators

Key performance indicators are undertaken at the group level as described in the Strategic report of BCA Osprey I Limited Report and Financial Statements.

Small company provisions

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Directors

The following persons served as directors during the year:

A Price

R Price

N Shah (appointed 25 September 2015)

T Lampert (appointed 2 April 2015)

I Farrelly (appointed 18 March 2015 and resigned 2 April 2015)

S Hosking (resigned 2 April 2015)

J Olsen (resigned 2 April 2015)

A Palmer-Baunack (appointed 2 April 2015 and resigned 25 September 2015)

Directors' indemnity

Throughout the year and up to the date of approval of the financial statements the Company provided an indemnity for its directors and the Company Secretary. This is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

Life On Show Limited

Registered number: 06763696

Directors' report for the year ended 31 December 2015

Directors' responsibilities statement

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 prepared 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 (FRS 101).

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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the 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 company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to auditors

Each person who was a director at the time this report was approved confirms that:

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

Independent auditors

A Price
Director

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

This report was approved by the board on 26 May 2016 and signed on its behalf.

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Independent auditors' report to the members of Life on Show Limited

Report on the financial statements

Our opinion

In our opinion, Life on Show Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 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.

What we have audited

The financial statements, included within the Annual Report, comprise:

- the Balance Sheet as at 31 December 2015;
- the Income Statement for the year then ended;
- the Statement of Changes in Equity for the year then ended;
- · the accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events

Opinions on other matters 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements:
- the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Directors' Report. We have nothing to report in this respect.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual 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. With respect to the Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.

Milaul Alp

Michael Philp (Senior Statutory Auditor) for and on behalf of PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors Gatwick

26 May 2016

Life On Show Limited Income statement

	Year ended 31		1 December	
·	Note	2015 £	2014 £	
Revenue		836,352	617,832	
Cost of sales		(112,946)	(107,623)	
Gross profit		723,406	510,209	
Administrative expenses		(572,005)	(413,843)	
Operating profit	4	151,401	96,366	
Profit on ordinary activities before taxation		151,401	96,366	
Income tax expense on ordinary activities	6	(30,659)	(20,719)	
Profit for the financial year		120,742	75,647	

Continuing operations

None of the Company's activities were acquired or discontinued during the above years.

Statement of comprehensive income

The Company has no income other than that included in the results above and, therefore, no separate statement of comprehensive income has been presented.

Historical cost

There is no material difference between the profit on ordinary activities before taxation and the retained profit for the financial years stated above, and their historical cost equivalents.

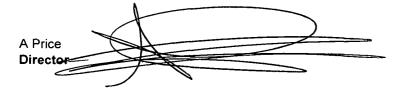
Life On Show Limited Balance sheet

As at 31 December

	Note	2015 £	2014 £
Current assets			
Trade and other receivables	7	141,633	190,000
Cash and cash equivalents		320,984	40,461
		462,617	230,461
Creditors: amounts falling due within one year	8	(328,480)	(217,066)
Net current assets		134,137	13,395
Total assets less current liabilities		134,137	13,395
Net assets		134,137	13,395
Capital and reserves			
Called up share capital	9	100	100
Retained earnings		134,037	13,295
Total shareholders' funds		134,137	13,395

The notes on pages 11 to 17 are an integral part of these financial statements.

The financial statements on pages 8 to 17 were authorised for issue by the board of directors on ²C May 2016 and were signed on its behalf.



Life On Show Limited Statement of changes in equity for the year ended 31 December 2015

	Called up share capital	Retained earnings s	Total hareholders' funds
	£	£	£
Balance as at 1 January 2014	100	19,256	19,356
Profit for the financial year	<u>•</u>	75,647	75,647
Total comprehensive income for the year	-	75,647	75 <u>,</u> 647
Dividends	-	(81,608)	(81,608)
Total transactions with owners, recognised directly in equity	<u>-</u>	(81,608)	(81,608)
Balance as at 31 December 2014 and			
1 January 2015	100	13,295	13,395
Profit for the financial year	-	120,742	120,742
Total comprehensive income for the year		120,742	120,742
Balance as at 31 December 2015	100	134,037	134,137

Retained earnings represent accumulated comprehensive income for the year and prior years less dividends paid.

1 General information

The principal activity of the Company is the provision of photographic software to the automotive industry.

The Company is a private company and is incorporated and domiciled in the UK.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

Basis of preparation

The financial statements of Life On Show Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101) and in accordance with the Companies Act 2006 as applicable to companies using FRS 101. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in Note 3.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS7, 'Financial Instruments: Disclosures'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirements in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows)
 - 16 (statement of compliance with all IFRS),
 - 111 (cash flow statement information), and
 - 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)

2 Summary of significant accounting policies (continued)

Going concern

Given the trading performance of the business, current budget and long term business plans, the directors believe that it is appropriate to prepare the financial statements on a going concern basis.

Standards and interpretations which are not effective or early adopted by the Company:

- IFRS 9 'Financial instruments' addresses the classification, measurement and recognition of financial assets and financial liabilities and replaces IAS 39. IFRS 9 will become effective for the accounting periods starting on 1 January 2018, subject to EU endorsement. The impact of the standard is currently being assessed.
- IFRS 15 'Revenue from contracts with customers' will become effective for accounting periods starting on 1 January 2017, subject to EU endorsement. The impact of the standard is currently being assessed.

Trade and other receivables

Trade and other receivables are amounts due from customers for services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less and bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

Revenue

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for services supplied, stated net of discounts, returns and value added taxes.

2 Summary of significant accounting policies (continued)

Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Leases

The Company leases certain property under operating leases. Under an operating lease substantially all of the risks and rewards of ownership are retained by the lessor. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

Pensions

The Company operates a defined contribution pension plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. The Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

The Company pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

3 Critical accounting estimates and judgments

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Impairment of trade receivables

The Company makes an estimate of the recoverable value of trade and other receivables. When assessing impairment of trade and other receivables, management considers factors including the credit rating of the receivable, the ageing profile of receivables and historical experience.

4 Operating profit

Operating profit is stated after charging:

	2015	2014
	£	£
Staff costs	453,936	198,562
Operating leases	23,040	23,040
Audit fees	10,000	16,000

5 Employees and directors

2015	2014
£	, £
404,953	179,119
46,562	19,443
2,421	-
453,936	198,562
	£ 404,953 46,562 2,421

The average monthly number of persons (including executive directors) employed by the Company during the year was:

By activity	2015 Number	2014 Number
Administration	9	66

5 Employees and directors (continued)

Directors

The directors' emoluments were as follows:

	2015 £	2014 £
Aggregate emoluments	151,963	56,534_
Highest paid director: The highest paid director's emoluments were as follows:		
	2015 £	2014 £
Total amount of emoluments	116,751	42,782

No payments (2014: £nil) have been made in the year as compensation for loss of office.

The emoluments of six (2014: two) directors are paid out of BCA Marketplace plc or subsidiary companies, for which there is no recharge to the Company. These directors are directors of a number of fellow subsidiaries and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Accordingly, these financial statements include no emoluments in respect of these directors.

6 Income tax

Tax expense included in profit	2015 £	2014 £
Current tax: – UK Corporation tax on profits for the year	30,659	20,719
Total current tax	30,659	20,719
Total tax charge	30,659	20,719

Tax expense for the year is the same as (2014: the same as) the standard rate of corporation tax in the UK for the year ended 31 December 2015 of 20.25% (2014: 21.5%). The differences are explained below:

	2015 £	2014 £
Profit on ordinary activities before taxation Profit multiplied by the standard rate of tax	151,401	96,366
in the UK of 20.25% (2014: 21.50%)	30,659	20,719
Total tax charge	30,659	20,719

7 Debtors

	2015 £	2014 £
Trade receivables	84,617	128,590
Amounts due from related parties	44,016	50,406
Other debtors	13,000	11,004
	141,633	190,000

Amounts due from related parties are unsecured and are expected to be settled in full.

8 Creditors: amounts falling due within one year

	2015	2014
	£	£
Creditors	6,246	7,281
Amounts owed to related parties	72,486	-
Corporation tax	57,604	26,946
Taxation and social security	148,062	147,544
Other creditors	11,004	11,004
Accruals and deferred income	33,078	24,291
	328,480	217,066

Amounts owed to related parties are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

9 Called up Share capital

Class A shares of £1 each	2015	2015
	Number	£
Allotted and fully paid		
At 1 January and 31 December	100	100

10 Capital and other commitments

At 31 December 2015 the Company had the following future minimum lease payments under non-cancellable operating leases for each of the following years:

	2015	2014
	£	£
Not later than one year	5,760	5,760
	5,760	5,760

11 Related party transactions

Transactions and year end balances with related parties during the year are:

	2015	2014
	£	£
Sales of services to related parties:		
British Car Auctions Limited	161,294	68,148
SMA Vehicle Remarketing Limited	23,289	-
Year-end balances arising from the sale of services:		
British Car Auctions Limited	(78,976)	6,390
SMA Vehicle Remarketing Limited	6,490	-
Loans to/(from) key management personnel:		
Opening balance	44,016	(59,633)
Loan issue	-	(16,351)
Loan advance		120,000
Closing balance	44,016	44,016

The loans to/(from) key management personnel are with Adam Price, are not subject to interest and are repayable on demand.

12 Controlling parties

The Company's ultimate parent and controlling party is BCA Marketplace plc, which is the parent undertaking of the largest and smallest group to consolidate these financial statements.

The Company's immediate parent undertaking is BCA Trading Limited.

Copies of the consolidated financial statements of BCA Marketplace plc are available from the Company Secretary, BCA Marketplace plc, Headway House, Crosby Way, Farnham, Surrey, GU9 7XG, England.