Grant Thornton

Financial Statements
Lausanne Acquisitions Limited

For the year ended 31 December 2012

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COMPANIES HOUSE

Registered number: 07479150

Company Information

Directors	S Cox P N McDanell N R Linton
Company secretary	N R Linton
Registered number	07479150
Registered office	Allan House 10 John Princess Street London W1G 0JW
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor Grant Thornton House Melton Street Euston Square London NW1 2EP
Bankers	HSBC Bank Plc 70 Pall Mall London SW1Y 5EZ

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Lausanne Acquisitions Limited

Directors' Report
For the year ended 31 December 2012

The directors present their report and the financial statements for the year ended 31 December 2012

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) 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 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

Principal activities

The company's principal activities during the year was to act as a holding company The company provides certain administrative services to its subsidiaries

Business review

The directors consider the results for the year to be satisfactory

Results

The loss for the year, after taxation, amounted to £3,440,000 (2011 - loss £2,071,000)

Directors

The directors who served during the year were

S Cox
P N McDanell
N R Linton

Directors' Report

For the year ended 31 December 2012

Principal risks and uncertainties

Risks

The company finances itself through shareholder loans The group that Lausanne Acquisitions Limited is part of is fundamentally cash generative and manages its liquid resources so as to obtain the best available rate of return on the cash investments, whilst retaining access to those resources

The company seeks to reduce exposure to foreign currency risk by reviewing foreign currency denominated assets and liabilities on a regular basis to ensure that exposures are reduced Forward hedging is also carried out where considered appropriate

Provision 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 that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditor in connection with preparing its report and to establish that the company's auditor is aware of that information

Auditor

The Board appointed Grant Thornton UK LLP to fill a casual vacancy in accordance with Companies Act 2006 and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006

This report was approved by the board on 30 April 2013 and signed on its behalf

P N McDanell
Director

Grant Thornton

Independent Auditor's Report to the Members of Lausanne Acquisitions Limited

We have audited the financial statements of Lausanne Acquisitions Limited for the year ended 31 December 2012, which comprise the Profit and loss account, the Balance sheet and the related notes The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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, 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 Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www frc org uk/apb/scope/private cfm

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 December 2012 and of its loss 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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent Auditor's Report to the Members of Lausanne Acquisitions Limited

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

Mark Henshaw (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Chartered Accountants
Statutory Auditor
London (Euston)

30 April 2013

Profit and Loss Account

For the year ended 31 December 2012

	Note	2012 £000	Period ended 2011 £000
Turnover	2	5	3
Administrative expenses		(5)	(3)
Other operating income	3	55	-
Operating profit	4	55	-
Interest payable and similar charges	6	(3,495)	(2,071)
Loss on ordinary activities before taxation		(3,440)	(2,071)
Tax on loss on ordinary activities	7	-	-
Loss for the financial year	13	(3,440)	(2,071)

All amounts relate to continuing operations

There were no recognised gains and losses for 2012 or 2011 other than those included in the Profit and loss account

The notes on pages 7 to 13 form part of these financial statements

Balance Sheet

As at 31 December 2012

	Note	£000	2012 £000	£000	2011 £000
Fixed assets					
Investments	8		**36,014**		36,014
Current assets					
Debtors	9	**164**		61	
Cash at bank		**84**		72	
		248		133	
Creditors: amounts falling due within one year	10	**(3,981)**		(2,868)	
Net current liabilities			**(3,733)**		(2,735)
Total assets less current liabilities			**32,281**		33,279
Creditors: amounts falling due after more than one year	11		**(37,722)**		(35,280)
Net liabilities			**(5,441)**		(2,001)
Capital and reserves					
Called up share capital	12		**-**		-
Share premium account	13		**70**		70
Profit and loss account	13		**(5,511)**		(2,071)
Shareholders' deficit	14		**(5,441)**		(2,001)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 April 2013

P N McDanell
Director

The notes on pages 7 to 13 form part of these financial statements

Notes to the Financial Statements
For the year ended 31 December 2012

1. Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006 These financial statements therefore present information about the company as an individual undertaking and not about its group

1.2 Going concern
Accounting standards require the directors to consider the appropriateness of the going concern basis when preparing the financial statements The directors have taken notice of the Financial Reporting Council guidance 'Going Concern and Liquidity Risk Guidance for Directors of UK Companies 2009', which requires the reasons for the decision to be explained The directors regard the going concern basis as remaining appropriate as they have assessed the company's financial performance and position From this, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1

1.4 Turnover

Turnover represents amounts charged to subsidiary undertakings in respect of administration and management services provided

1.5 Investments

Investments held as fixed assets are shown at cost less provision for impairment

1.6 Borrowing costs

Interest on loans is charged to the profit and loss account as incurred Costs incurred in the acquisition of loan finance are capitalized in the balance sheet and charged to the profit and loss account over the period in which the loan matures

2. Turnover

Turnover represents amounts charged to subsidiary undertakings in respect of administration and management services provided

All turnover arose within the United Kingdom

Notes to the Financial Statements

For the year ended 31 December 2012

3. Other operating income

	2012 £000	Period ended 2011 £000
Foreign exchange difference - gain	55	-

4. Operating profit

The audit fee of the company has been charged to the company's subsidiary undertaking

The operating profit is stated after crediting

	2012 £000	Period ended 2011 £000
Difference on foreign exchange	(55)	-

5. Staff costs

The company has no employees other than the directors, who did not receive any remuneration (2011 - £NIL)

6. Interest payable

	2012 £000	Period ended 2011 £000
On bank loans and overdrafts	552	343
Loan and bank fee amortisation	252	147
On loans from group undertakings	2,691	1,581
	3,495	2,071

Notes to the Financial Statements

For the year ended 31 December 2012

7. Taxation

	2012 £000	Period ended 2011 £000
UK corporation tax charge on loss for the year	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 24 5% (2011 - 26%) The differences are explained below

	2012 £000	Period ended 2011 £000
Loss on ordinary activities before tax	**(3,440)**	(2,071)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 24 5% (2011 - 26%)	**(843)**	(538)
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	**418**	258
Utilisation of tax losses	**-**	13
Interest payable allowable when paid	**2**	-
Group relief	**423**	267
Current tax charge for the year (see note above)	**-**	-

Notes to the Financial Statements

For the year ended 31 December 2012

8. Fixed asset investments

	Trade invesments £000
Cost or valuation	
At 1 January 2012 and 31 December 2012	**36,014**
Net book value	
At 31 December 2012	**36,014**
At 31 December 2011	36,014

Subsidiary undertakings

The following were subsidiary undertakings of the company

Name	Place of incorporation	Holding
Independent Media Distribution Limited	United Kingdom	100%
IMD Media Limited	United Kingdom	100%
Optimad Media Systems Limited	United Kingdom	100%
IMD Media Limited	Republic of Ireland	100%
eBus Media Network Limited (dormant)	New Zealand	100%

The aggregate of the share capital and reserves as at 31 December 2012 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows

Name	Aggregate of share capital and reserves £000	Profit/(loss) £000
Independent Media Distribution Limited	**5,799**	**(5)**
IMD Media Limited	**7,363**	**1,547**
Optimad Media Systems Limited	**4,230**	**612**
IMD Media Limited	**138**	**46**

The principal activity of IMD Media Limited is the distribution of TV and radio commercials Optimad Media Systems Limited provides the industry standard web-based administrative services for TV advertising campaigns IMD Media Limited (Ireland) distributes TV and radio commercials

Independent Media Distribution Limited is an investment holding company

Notes to the Financial Statements
For the year ended 31 December 2012

9. Debtors

	2012 £000	2011 £000
Amounts owed by group undertakings	**164**	61

10. Creditors: Amounts falling due within one year

	2012 £000	2011 £000
Bank loans and overdrafts	**408**	377
Amounts owed to group undertakings	**3,532**	2,397
Other creditors	**-**	61
Accruals and deferred income	**41**	33
	3,981	2,868

11. Creditors: Amounts falling due after more than one year

	2012 £000	2011 £000
Bank loans	**8,196**	8,510
Other loans	**200**	200
Amounts owed to group undertakings	**29,326**	26,570
	37,722	35,280

Included within the above are amounts falling due as follows

	2012 £000	2011 £000
Between one and two years		
Bank loans	**859**	538
Other loans	**200**	200
Between two and five years		
Bank loans	**2,015**	2,215
Over five years		
Bank loans	**5,321**	5,757

Notes to the Financial Statements

For the year ended 31 December 2012

11. Creditors: Amounts falling due after more than one year (continued)

Creditors include amounts not wholly repayable within 5 years as follows

	2012 £000	2011 £000
Repayable other than by instalments	**5,321**	5,757

Bank loans are secured by fixed and floating charges over the assets of the company and its subsidiaries except for IMD Media Limited incorporated in the Republic of Ireland

The bank loan comprises two facilities 'A' and 'B' 'A' attracts interest at a maximum rate of LIBOR + 4% and is repayable in quarterly instalments until 2017 Facility 'B' attracts interest at a maximum rate of LIBOR + 4 5% and is repayable in full in June 2018 The bank loans were received net of issue costs of £1,133,000

The loan from the parent undertaking attracts interest at a rate of 10% from the date of draw down for two years and 12% thereafter The interest and principal is repayable when the finances of the company permit and are due in full on 2 February 2018 The loans were received net of issue costs of £377,000

12. Share capital

	2012 £	2011 £
Allotted, called up and fully paid		
100,200,000 Ordinary shares of £0 000001 each	**100**	100

13. Reserves

	Share premium account £000	Profit and loss account £000
At 1 January 2012	**70**	**(2,071)**
Loss for the year	**-**	**(3,440)**
At 31 December 2012	**70**	**(5,511)**

Notes to the Financial Statements
For the year ended 31 December 2012

14. Reconciliation of movement in shareholders' deficit

	2012 £000	2011 £000
Opening shareholders' deficit	**(2,001)**	-
Loss for the year	**(3,440)**	(2,071)
Share premium on shares issued (net of expenses)	**-**	70
Closing shareholders' deficit	**(5,441)**	(2,001)

15. Ultimate parent undertaking and controlling party

Lausanne Topco Limited is the ultimate parent company of the Group incorporated in England and Wales The issued share capital of Lausanne Topco Limited is ultimately held by VIP I Nominees Limited on behalf of investors in the Vitruvian Investment Partnership I The Vitruvian Investment Partnership I is managed by Vitruvian Partners LLP and is deemed to be the ultimate controlling party

16. Related Party Transactions

The company has taken advantage of the exemption under Financial Reporting Standard No 8 "Related Party Disclosures (FRS8)" and has not disclosed any intra group related party transactions