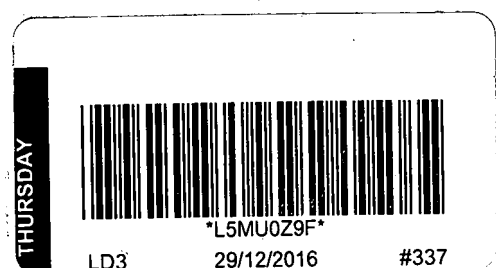


Vancouver Midco 1 Limited

Annual reports and financial statements for
the year ended 31 March 2016

Registered number 07633883



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Strategic Report

The Directors present the Strategic report of Vancouver Midco 1 Limited for the year ended 31 March 2016.

Principal Activity

The principal activity of Vancouver Midco 1 Limited is a holding company. The principal activity of the Group, through the subsidiaries is the development and exploitation of the Group's cross media brands.

The Company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare group financial statements. These financial statements therefore present information about the Company as an individual, rather than the consolidated group.

Principal risks and uncertainties

The activities of the subsidiary entities which the Company holds are largely within the United Kingdom, and the business is therefore exposed to the overall performance of the UK economy.

A large proportion of the revenues of the Company's subsidiaries is earned from the distribution of physical magazines and over the long term it is expected that consumers will migrate from physical to digital media in a number of sectors in which the Group operates. The subsidiaries have a strategy to roll out digital products and to exploit their brands in the digital environment.

The high loyalty of customers to the key brands of the subsidiary entities, the relatively high dependence on subscriptions and low dependence on advertising as income streams; and the up-market nature of the business' customer base together provide some mitigation of these risks.

Interest rate risk

The debt listed on the Channel Islands Stock Exchange ("CISX") is at a fixed rate of interest.

Liquidity risk

The Group has strong operating cash flows, and the Directors consider that there are no significant working capital risks that are likely to require additional funding.

Price and credit risk

The Directors do not believe there is any significant credit risk with any trading partners that are material to the Company.

Financial instruments

The Company is funded by loan notes listed on the CISX as well as equity funding from its immediate parent company, Vancouver Topco Limited.

The loan notes that are listed on the CISX are all held by the ultimate controlling party, the funds under the management of Exponent Private Equity LLP.

During the year the Company incurred £1,353,294 (2015: £1,500,740) of interest expense on the loan notes listed in the CISX. The total value of listed loan notes at 31 March 2016 was £14,389,190 (2015: £13,035,896), of which there was principal outstanding of £13,035,896 (2015: £12,002,380) and interest accrued but not paid of £1,353,294 (2015: £1,033,516). These loan notes are subordinated to the Group's bank debt and so have been classified in these financial statements as falling due in more than 12 months.

Strategic Report (continued)

The Company is also a party to the Group's Senior Facility Agreement, and as at 31 March 2016 the total bank facilities available to the Group were £125.8 million.

The Facilities Agreement imposes certain restrictions on the activities of the Group. The Group has given security under the Facilities Agreement over its assets.

By order of the Board,



Kevin Langford
Director

Vineyard House
44 Brook Green
Hammersmith
London
W6 7BT

20 October 2016

Directors' Report

The Directors present the Directors' report and financial statements of Vancouver Midco 1 Limited for the year ended 31 March 2016.

Directors

The Directors who held office during the year were as follows:

Stephen Alexander
Thomas Bureau
Kevin Langford

Directors' and Officers' insurance cover was in place throughout the financial period as appropriate.

Dividends

The Directors do not recommend the payment of a dividend (2015: nil).

Political and charitable contributions

The Company did not make any political or charitable donations or incur any political expenditure during the year (2015: £nil).

Going concern

One of the Company's indirect subsidiaries holds loans that are secured by fixed and floating charges over the Group's assets. The principal bank facilities expire in 2021.

The financial covenants of these facilities include interest cover, leverage, and cash flow cover, as well as a limit on capital expenditure in a given period. At 31 March 2016, the Group is in compliance with its financial covenants. The Group has prepared trading forecasts for the 12 month period ending 31 October 2017. These indicate that there is sufficient headroom against all covenants for a period of not less than 12 months from the date of approval of these financial statements.

Based on this assessment, it is the Board's view that the Group will have adequate resources to continue as a going concern for the foreseeable future.

Disclosure of information to auditor

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Directors' Report (continued)

Auditors

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will therefore continue in office.

By order of the Board,



Kevin Langford
Director

Vineyard House
44 Brook Green
Hammersmith
London
W6 7BT

20 October 2016

Statement of Directors' responsibilities in respect of the Strategic Report, Directors Report and Financial Statements

The Directors are responsible for preparing the Strategic Report, 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 period. Under that law, the Directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), *including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 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; 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF VANCOUVER MIDCO 1 LIMITED

We have audited the financial statements of Vancouver Midco 1 Limited for the year ended 31 March 2016 set out on pages 7 to 17. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 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). Those standards require us to comply with the Auditing Practices Board'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 Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

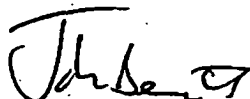
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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.



John Bennett (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London, E14 5GL

21 October 2016

Statement of Comprehensive Income

for the year ended 31 March 2016

	<i>Note</i>	2016 £ 000's	2015 £ 000's
Administrative expenses		(2)	(2)
Operating Loss		(2)	(2)
Interest receivable	5	1,459	1,381
Interest payable and similar charges	6	(1,515)	(1,763)
(Loss) on ordinary activities before taxation		(58)	(384)
Tax on loss on ordinary activities	7	104	882
Profit for the financial year		46	498

The results above relate to continuing operations.

There were no items going through other comprehensive income.

The notes on pages 10 to 17 form part of these financial statements.

Statement of Financial Position

As at 31 March 2016

	Note	2016 £ 000's	2015 £ 000's
Fixed assets			
Investments	9	753	753
		<u>753</u>	<u>753</u>
Current assets			
Debtors	10	15,680	14,281
		<u>15,680</u>	<u>14,281</u>
Creditors: amounts falling due within one year	11	(1,728)	(1,728)
		<u>13,952</u>	<u>12,553</u>
Net current assets			
		<u>13,952</u>	<u>12,553</u>
Total assets less current liabilities		<u>14,705</u>	<u>13,306</u>
Creditors: amounts falling due after more than one year	12	(14,377)	(13,024)
		<u>328</u>	<u>282</u>
Net assets			
		<u>328</u>	<u>282</u>
Capital and reserves			
Called up share capital	13	753	753
Profit and loss account		(425)	(471)
		<u>328</u>	<u>282</u>
Total equity shareholders' funds		<u>328</u>	<u>282</u>

The notes on pages 10 to 17 form part of these financial statements.

The financial statements were approved by the Board of Directors on 20 October 2016 and were signed on its behalf by:



Kevin Langford
Director

Statement of Changes in Equity

For the year ended 31 March 2016

	Called up share capital £ 000's	Profit and loss account £ 000's	Total £ 000's
At 1 April 2014	753	(969)	(216)
Profit and total comprehensive income for the year	-	498	498
At 31 March 2015	753	(471)	282
Profit and total comprehensive income for the year	-	46	46
At 31 March 2016	753	(425)	328

The notes on pages 10 to 17 form part of these financial statements.

Notes to the financial statements

1 Principal accounting policies

1.a Basis of preparation

Vancouver Midco 1 Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK.

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – *The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland* ('FRS 102'), and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis. The presentation currency of these financial statements is sterling (£). All amounts in the financial statements have been rounded to the nearest £1,000.

The Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual and not about its group. The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

In the transition to FRS 102 from UK GAAP, the Company has made measurement and recognition adjustments. An explanation of how the transition to FRS 102 has affected financial position and financial performance of the Company is provided in Note 14.

The Company's parent undertaking, Vancouver Topco Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Vancouver Topco Limited are available to the public and may be obtained from Registrar of Companies, Companies House, Cardiff, CF14 3UZ. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes;
- Key Management Personnel compensation.
- Certain disclosures required by FRS 102.26 Share Based Payments; and,
- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

1.b Going Concern

One of the Company's indirect subsidiaries, Immediate Media Company Limited, holds loans that are secured by fixed and floating charges over the Group's assets. The principal bank facilities expire in 2021.

At 4 September 2015 the debt facilities in place at the previous balance sheet date were refinanced and rolled over into new facilities. The total bank facilities available to the Group are £125.8 million.

The financial covenants of these facilities include interest cover, leverage and cash flow cover, as well as a limit on capital expenditure in a given period. At 31 March 2016, the Group is in compliance with its financial covenants. The Group has prepared trading forecasts which include the 12 month period ending 31 October 2017. These indicate that there is sufficient headroom against all covenants for a period of not less than 12 months from the date of approval of these financial statements.

After reviewing the Group's forecasts and projections, it is the Directors' view that the Group has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statements.

Notes to the financial statements (*continued*)

1.c Interest receivable and interest payable

Other interest receivable and similar income includes interest receivable on funds advanced to group undertakings.

Interest payable and similar charges includes interest payable on funds advanced from group undertakings and listed loan notes.

Interest receivable and interest payable are recognised in the income statement as they accrue, using the effective interest method.

1.d Basic financial instruments

Investments in subsidiaries

These are separate financial statements of the Company. Investments in subsidiaries are carried at cost less impairment.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

The Company's principal financial instruments are listed loan notes registered on the Channel Islands Stock Exchange ("CISX") which are all held by the ultimate controlling party, the funds under the management of Exponent Private Equity LLP.

It is, and has been throughout the financial period, the Company's policy that no trading in financial instruments shall be undertaken.

The loan notes registered on the CISX are at a fixed rate of interest of 10%. The total value of listed loan notes at 31 March 2016 was £14,389,190 (2015: £13,035,896), of which there was principal outstanding of £13,035,896 (2015: £12,002,380) and interest accrued but not paid of £1,353,294 (2015: £1,033,516). These loan notes are subordinated to the Group's bank debt and so have been classified in these financial statements as falling due in more than 12 months.

There is no active market for these instruments. The Directors continue to estimate that the loans, at inception, were provided on an arms' length basis and therefore no difference has arisen on the adoption of FRS 102. They continue to be recognised in the Statement of Financial Position at amortised cost.

1.e Taxation

Tax for the year comprises current tax and is recognised in the income statement.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences relating to investments in subsidiaries to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax.

Notes to the financial statements (continued)

2 Profit on ordinary activities before taxation

Auditor's remuneration

Auditor's remuneration of £4,200 (2015: £3,100) relating to the audit of these accounts has been borne by another group company.

Amounts paid to the Company's auditor and their associates in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis. This disclosure is shown in the consolidated accounts of Vancouver Topco Limited.

3 Staff Costs

The Company did not have any employees during the period (2015: £nil).

4 Directors Remuneration

None of the directors received any remuneration in respect of their qualifying services to the Company during the period (2015: £nil).

The loans disclosed in note 15 to these accounts with T Bureau and K Langford are interest free. If interest had been charged on these loans they would have accrued interest in the year of £3,367 (2015: £3,367) based on an interest rate of 10%.

5 Interest Receivable

	2016	2015
	£ 000's	£ 000's
On amounts owed by subsidiary undertaking	1,459	1,381
Total interest receivable	1,459	1,381

6 Interest Payable

	2016	2015
	£ 000's	£ 000's
On amounts owed to immediate parent company	162	263
On amounts listed on the Channel Islands Stock Exchange	1,353	1,500
Total interest payable	1,515	1,763

Amounts listed on the Channel Islands Stock Exchange are all held by the ultimate controlling party, the funds under the management of Exponent Private Equity LLP.

Notes to the financial statements (continued)

7 Taxation

7a Analysis of charges for the year

The charge for the year, based on a rate of corporation tax of 20% (2015: 21%), comprised:

	2016 £ 000's	2015 £ 000's
<i>Current tax:</i>		
UK group relief (receivable) / payable	(9)	16
Adjustment in respect of prior years	(95)	(898)
Total Current Tax	(104)	(882)

7b Factors affecting the tax charge

The tax charge for the year differs from the standard rate of corporation tax in the UK of 20% (2015: 21%). The differences are explained as follows:

	2016 £ 000's	2015 £ 000's
Loss on ordinary activities before tax	(58)	(384)
Current tax at 20% (2015: 21%)	(12)	(81)
<i>Effects of:</i>		
Disallowed expenditure	3	97
Adjustment relating to prior year	(95)	(898)
Tax charge for the period	(104)	(882)

The prior year adjustment relates mainly to changes in the amounts of expenses and interest considered allowable in prior years as well the way in which losses have been utilised in the group.

7c Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015.

Notes to the financial statements (continued)

8 Dividends

No dividends were paid or declared during the period (2015: £nil).

9 Investments

	2016 £ 000's
<i>Cost</i>	
At start of period	753
At end of period	<u>753</u>

The Company holds the following investments at the year end:

	Country of incorporation	Principal activity	Percentage of Ordinary Shares Held
<i>Subsidiary undertakings</i>			
Vancouver Midco 2 Limited	England and Wales	Holding company	100%
Immediate Media Company Limited	England and Wales	Management services	100% *
Immediate Media Company London Limited	England and Wales	Cross media publishing	100% *
Immediate Media Company Bristol Limited	England and Wales	Cross media publishing	100% *
Immediate Media Company Services Limited	England and Wales	Dormant	100% *
Immediate Media Company Origin Limited	England and Wales	Dormant	100% *
Immediate Media Company Origin Holdings Limited	England and Wales	Dormant	100% *
Genealogy Events Limited	England and Wales	Live events	77.5% *
Immediate Media Company Magicalia Limited	England and Wales	Dormant	100% *
Immediate Media Company Magicalia Holdings Ltd	England and Wales	Dormant	100% *
Visordown Limited	England and Wales	Dormant	100% *
Immediate Media Company North America Inc	United States of America	Management services	100% *
Hitched Limited	England and Wales	Digital media	100% *
Mumdrum Limited	England and Wales	Dormant	100% *
Hitched PTY Limited	South Africa	Dormant	100% *
Immediate Media Company Australia Pty Limited	Australia	Management services	100% *
Immediate Media Company Pte Singapore Limited	Singapore	Management services	100% *
Immediate Media TV Limited	England and Wales	Multi platform retail	100% *
<i>Associated undertakings - joint ventures</i>			
Dovetail Services (UK) Holdings Limited	England and Wales	Subscription fulfilment	50% *
Radio Times Events Limited	England and Wales	Live events	51% *
<i>Associated undertakings - associates</i>			
Frontline Limited	England and Wales	Magazine distribution	23% *

* indicates an indirectly held investment

Notes to the financial statements (continued)

10 Debtors

	2016 £ 000's	2015 £ 000's
Current debtors		
Amounts owed by Subsidiary undertakings	15,475	14,016
Amounts owed by Parent company	115	151
Debtors: amounts falling due after one year		
Amounts owed by related parties	34	34
Other Debtors	56	80
	<u>15,680</u>	<u>14,281</u>

Amounts owed by subsidiary undertakings accrue interest at 10% per annum. These amounts are repayable on demand.

11 Creditors: amounts falling due within one year

	2016 £ 000's	2015 £ 000's
Amounts owed to immediate parent company	1,413	1,275
Amounts owed to subsidiary undertaking	315	453
	<u>1,728</u>	<u>1,728</u>

£1,185,156 of the amounts owed to immediate parent company accrues interest at 13% per annum. The remaining balance does not accrue interest. Amounts owed to subsidiary undertaking do not accrue interest. These amounts are repayable on demand.

12 Creditors: amounts falling due after more than one year

	2016 £ 000's	2015 £ 000's
Amounts listed on the Channel Islands Stock Exchange	14,377	13,024
	<u>14,377</u>	<u>13,024</u>

Fair Value of Financial Instruments

The carrying amounts and fair values of the material financial instruments are as follows:

	2016 carrying amount £000's	2016 fair value £000's	2015 carrying amount £000's	2015 fair value £000's
Financial Instruments				
Listed loan notes	14,377	14,377	13,024	13,024
Amounts owed to immediate parent company	1,413	1,413	1,275	1,275

Notes to the financial statements (continued)

13 Called up share capital

	2016 £000's	2015 £000's
<i>Allotted, called up and fully paid</i>		
75,346,576 Ordinary shares of £0.01 each	753	753
	<u>753</u>	<u>753</u>

14 Transition to FRS 102

The Company has adopted FRS 102 for the year ended 2015 and has restated the following comparative year amounts:

Explanations: Changes for FRS 102 adoption

- Under FRS 102 related party loans are classified as a basic financial instrument, measured at amortised cost. These loans have been reclassified as current liabilities, as they are repayable on demand.

Restated consolidated statement of financial position

	Explanation	31st March 2015 £000's	1st April 2014 £000's
Adjustment to creditors falling due within one year	1	(1,728)	(2,164)
Adjustment to creditors falling due after more than one year	1	1,728	2,164
		<u>-</u>	<u>-</u>

Notes to the financial statements (continued)

15 Related party disclosures

The Company is a wholly owned subsidiary of Vancouver Topco Limited and has taken exemption under FRS 102 1.12(e) from disclosing transactions and balances with wholly owned entities which form part of the group headed by Vancouver Topco Limited.

The following related party transactions were undertaken by the Company with the ultimate controlling party:

2016				
Name of related party	How related to the Group	Income	Expenditure	Net debtor/ (creditor)
		£000's	£000's	£000's
Exponent PE Partner GP II	Significant shareholder	-	-	(12,693)
Exponent PE Partner GP I	Significant shareholder	-	-	(1,696)

2015				
Name of related party	How related to the Group	Income	Expenditure	Net debtor/ (creditor)
		£000's	£000's	£000's
Exponent PE Partner GP II	Significant shareholder	-	-	(11,499)
Exponent PE Partner GP I	Significant shareholder	-	-	(1,536)

At 31 March 2016 a balance of £24,586 (2015: £24,586) is outstanding with Directors T Bureau and £9,085 (2015: £9,085) with K Langford. These loans do not accrue interest and there is no scheduled repayment date.

16 Parent undertaking and controlling party

The ultimate controlling party of the company is Exponent Private Equity LLP on behalf of the funds under its management. The largest and smallest group in which the results of the company are consolidated is Vancouver Topco Limited, a company registered in England and Wales. Copies of the group financial statements of Vancouver Topco Limited are available to the public and can be obtained from the Registrar of Companies, Companies House, Cardiff, CF14 3UZ.

The immediate parent undertaking as at 31 March 2016 is Vancouver Topco Limited.