

# **Exterion Media Metro Services (UK) Limited**

## **Annual Reports and Financial Statements**

31 December 2015

Registered No 08604811

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COMPANIES HOUSE

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**Directors**

S Gregory  
A Booker  
J Cotterrell  
D Madden

**Auditors**

Ernst & Young LLP  
1 More London Place  
London SE1 2AF

**Registered Office**

Camden Wharf  
28 Jamestown Road  
London NW1 7BY

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# Strategic Report

The Directors present their strategic report for the year ended 31 December 2015

## Review of Business

The principal activity of the Company is that of a poster advertising contractor, operating in the transport sector within the UK

On 13 July 2013, the company's immediate parent, Doubleplay I Ltd, entered into a final, irrevocable and binding offer for the acquisition of all of the capital stock or other equity interests of Exterior Group Holdings Ltd (*formerly* CBS UK Group (2007) Ltd), Exterior Leasing (BDA) Ltd (*formerly* CBS Leasing (Bermuda) Ltd), Exterior Firewalker II (BDA) Ltd (*formerly* CBS Firewalker II Ltd) and the assets of CBS Outdoor Metro Services Limited from CBS Corporation Inc

The assets of CBS Outdoor Metro Services Limited were purchased by the company for \$1, the transaction closed on 30 September 2013

On 30 September 2013 the company agreed a sub concession agreement with CBS Outdoor Metro Services related to the commercial advertising contract ("CAC") with London Underground. This agreement had a fixed transition term of 6 months beginning on 1 October 2013. At the same time service agreements were signed between the Company and Exterior Media (UK) Ltd, a fellow group undertaking to outsource the fulfilment of this contract.

The CAC is the only franchise contract the company holds and has an end date of 30 September 2016.

In order for the company to perform its obligations under the sub-concession a sub-sublease was signed on 30 September 2013 with CBS Outdoor Metro Services Ltd for the fixed assets related to the CAC. This had a fixed term of 6 months to 31 March 2014.

At the end of the 6 month transition period the sub lease between CBS Outdoor Metro Services Ltd and Exterior Media (UK) Ltd was novated to the company.

The contract was then further extended for an additional nine months up to December 2014 and again subsequently extended in line with the extension of the CAC to 30 September 2016. An effective interest rate of 7.1% p.a. is applied with monthly repayments over the extended term.

During the year the company transitioned from EU-adopted IFRS to FRS 101 - Reduced Disclosure Framework and has taken advantage of the disclosure exemptions allowed under this standard. The Company's parent undertaking, Doubleplay I Limited, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions. There were no material recognition or measurement differences arising on the adoption of FRS 101.

## Strategic Report (continued)

### Key performance indicators (KPIs)

The Company's Directors monitor progress and strategy by reference to, but not limited to, the KPI's set out below

	Year ended	Period ended	Definition
	31.12.2015	31 12 2014	
Revenue (£'000)	106,541	122,490	
Revenue decline (%)	(13.0%)	n/a	Decline in revenue year on year
Gross margin (%)	23.9%	19.4%	Gross profit as a % of revenue
Operating profit (£'000)	16,390	5,487	
Operating profit margin (%)	15.4%	4.5%	Operating profit before tax as a % of Revenue
Average number of employees	64	81	

The indicators above are those on which management will measure performance of the company in future periods. The revenue decline shown is the result of the comparative period consisting of fifteen rather than twelve months. A comparable twelve month figure for the prior year is £94,432,057.

The improvement in the gross margin, operating profit and operating profit margin derives largely from an improvement in commercial terms with the company's primary franchise partner and the absence of impairment charge and loss on disposal of property, plant and equipment.

The reduction in headcount is due to natural attrition in the workforce.

### Principal risks and uncertainties

Risks and uncertainties associated with operating poster advertising concessions with the Company's partners include the following:

- The cyclical nature of advertising revenue and the health of the UK economy,
- Sales revenues derived from the resale of advertising space must cover minimum guarantees payable to franchise partners and deliver a commercial return on any capital investment programme,
- Contractual commitments must be adhered to, including the provision of accurate sales, delivery and other operating data to franchise partners, and
- Health and safety is of paramount importance given the requirement to post advertising campaigns in complex environments.

In order to monitor and minimise any potential adverse impact of these key uncertainties, the company's management meets at least once a month to discuss financial and other key performance metrics of the business, including:

- Sales and the sales pipeline, key client relationships, research and marketing initiatives,
- Financial performance by franchise partner, upcoming franchise renewals and potential tender opportunities,
- Delivery statistics and incidences of non-display together with appropriate resolution,

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## Strategic Report (continued)

- Safety and quality indicators such as incidents at work and reviews of the quality of posted campaigns across nationwide locations, and
- Employee turnover by department and other employee-related matters

The profile of the company's operations exposes it to financial risks including the effects of liquidity risks

### Liquidity risk

The Group, to which the company belongs, central finance department is responsible for ensuring there are appropriate funding requirements to meet the ongoing requirements of the Group and for managing effectively liquid funds in the Group

Regular cash flow forecasts are prepared by the company and reviewed by management. Management reviews annual strategy plans, budgets and forecasts, as well as daily cash balances and weekly forecasts to ensure that optimal use is made of liquid funds within the Group to avoid unnecessary borrowing.

On Behalf of the Board



Anthony Booker  
Director  
11 March 2016

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## **Director's Report**

Registered No 08604811

The directors present their report and financial statements for the year ended 31 December 2015. The company was incorporated on 10 July 2013, and the first period financial statements were prepared for the period from 10 July 2013 to 30 September 2013. In order to realign the financial year with other group companies, the financial statements for the period ended 31 December 2014 were made up for the 15 month period from 1 October 2013 to 31 December 2014 and comparatives in these statements are for that period.

### **Dividends**

The directors do not recommend the payment of a final ordinary dividend (2014 £nil)

### **Directors**

The directors who served the company during the period were as follows

A Booker  
J Cotterrell  
D Madden  
S Gregory

No Director held any disclosable interest in the issued share capital of the company or any parent company during the period. The Company maintains liability insurance, which includes indemnity for its Directors and Officers, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006, and was in force during the entire financial period and as of the date of approval of the financial statements.

### **Research and development**

No research and development costs were incurred by the company in the year.

### **Political and Charitable Donations**

The company has not made any charitable or political donations in the year.

### **Future Developments and Going Concern**

The company's business activities, together with the factors likely to affect its future development are described in the Strategic Report on pages 2 to 4.

The company is part of a group with considerable financial resources. The company's only franchise partner is London Underground ("LU"). The LU contract is forecast to make a positive profit contribution in 2016 and to generate a positive cash balance.

The current contract with London Underground ends on 30 September 2016. Following the end of this contract it is expected that the company will have sufficient assets to meet its remaining obligations and the company will be made dormant.

The directors therefore believe it is appropriate to continue to adopt the going concern basis in preparing the report and financial statements.

### **Events since the balance sheet date**

There were no material events after the balance sheet date.

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## Director's Report (continued)

### Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

### Auditors

In accordance with s 485 of the Companies Act 2006, a resolution is to be proposed to the shareholders for reappointment of Ernst & Young LLP as auditor of the Company.

On behalf of the Board



Anthony Booker  
Director  
11 March 2016

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## Statement of directors' responsibilities

The directors are responsible for preparing the strategic and 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 (FRS101). 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 for that period.

In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- 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 a going concern basis, unless they consider that to be inappropriate.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company transactions, and disclose with reasonable accuracy at any time the financial position of the Company, and enable them to ensure that the Company 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.



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## **Independent auditors' report**

**To the members of Exterior Media Metro Services (UK) Limited**

We have audited the financial statements of Exterior Media Metro Services (UK) Limited for the year ended 31 December 2015 which comprise the Income Statement, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 16. 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), including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

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 Statement of Directors' Responsibilities set out on page 7, 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**

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. In addition, we read all the financial and non-financial information in the Annual Reports and Financial Statements 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.

### **Opinion on the 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 2015 and of its profit for the year then ended,
- have been properly prepared in accordance with UK GAAP (FRS 101), and
- have been prepared in accordance with the requirements of the Companies Act 2006

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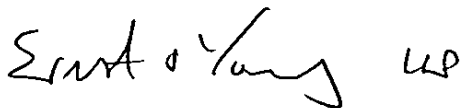
### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and Directors' Report for the financial period 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

A handwritten signature in black ink, appearing to read "Ernst & Young LLP".

Philip Young (Senior statutory auditor)  
for and on behalf of Ernst & Young LLP, Statutory Auditor  
London

11 / 3 / 2016

## Income Statement

For the year ended 31 December 2015

	Note	Year ended 31 12 2015	Period ended 31 12 2014
		£000	£000
<b>Revenue</b>	3	106,541	122,490
Cost of sales		(81,101)	(98,703)
<b>Gross profit</b>		<b>25,440</b>	<b>23,787</b>
Administrative expenses	4	(9,050)	(18,300)
<b>Operating profit</b>		<b>16,390</b>	<b>5,487</b>
Finance expenses, net	6	(118)	(367)
<b>Profit before tax</b>		<b>16,272</b>	<b>5,120</b>
Taxation	7	-	-
<b>Profit for the year/period</b>		<b>16,272</b>	<b>5,120</b>
Other comprehensive income		-	-
<b>Total comprehensive income for the year/period</b>		<b>16,272</b>	<b>5,120</b>
<b>Attributable to</b>			
Equity holders of the parent		16,272	5,120

All amounts relate to continuing activities

## Balance Sheet

At 31 December 2015

	Note	Year ended 31 12 2015	Period ended 31 12 2014
		£000	£000
<b>Non-current assets</b>			
Property, plant and equipment	8	926	2,220
		<u>926</u>	<u>2,220</u>
<b>Current assets</b>			
Cash and cash equivalents		12,522	2,091
Trade and other current assets	9	25,635	21,571
		<u>38,157</u>	<u>23,662</u>
<b>Total assets</b>		<u>39,083</u>	<u>25,882</u>
<b>Non-current liabilities</b>			
Finance lease creditor	11	-	1,013
		<u>-</u>	<u>1,013</u>
<b>Current liabilities</b>			
Trade and other current liabilities	10	17,305	19,106
Finance lease creditor	11	1,013	1,270
		<u>18,318</u>	<u>20,376</u>
<b>Total liabilities</b>		<u>18,318</u>	<u>21,389</u>
<b>Net assets</b>		<u>20,765</u>	<u>4,493</u>
<b>Equity attributable to equity holders of the parent</b>			
Issued share capital	12	-	-
Retained earnings		20,765	4,493
<b>Equity attributable to equity holders of the parent</b>		20,765	4,493
<b>Total equity</b>		<u>20,765</u>	<u>4,493</u>

These financial statements were approved by the board of Directors and were signed on its behalf by  
Anthony Booker



11 March 2016

## Statement of Changes in Equity

	Share capital £000	(Accumulated losses) retained earnings £000	Total equity £000
<b>Balance at 1 October 2013</b>		(627)	(627)
<b>Total comprehensive income for the period</b>			
Profit for the period	-	5,120	5,120
Total comprehensive income for the period	-	5,120	5,120
<b>Balance at 31 December 2014</b>	-	<b>4,493</b>	<b>4,493</b>
<b>Total comprehensive income for the year</b>			
Profit for the year	-	16,272	16,272
Total comprehensive income for the year	-	16,272	16,272
<b>Balance at 31 December 2015</b>	-	<b>20,765</b>	<b>20,765</b>

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# Notes to the financial statements

31 December 2015

## 1. Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Exterior Media Metro Services (UK) Limited (the "Company") for the year ended 31 December 2015 were authorised for issue by the board of directors on 11 March 2016 and the balance sheet was signed on the board's behalf by Anthony Booker. Exterior Media Metro Services (UK) Limited is a company incorporated and domiciled in the United Kingdom.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The Company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except when otherwise indicated.

## 2. Accounting policies

### *Basis of preparation*

The company was incorporated on the 10 July 2013, and the first period financial statements were prepared for the period from 10 July 2013 to 30 September 2013. In order to realign the financial year with other group companies the financial statements for the period ended 31 December 2014 were made up for the 15 month period 1 October 2013 to 31 December 2014 and comparatives in these statements are for that period.

The Company transitioned from EU-adopted IFRS to FRS 101 for all periods presented. There were no material amendments on the adoption of FRS 101.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of IFRS 7 Financial Instruments Disclosures
- (b) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of
  - (i) paragraph 79(a)(iv) of IAS 1,
  - (ii) paragraph 73(e) of IAS 16 Property, Plant and Equipment,
- (c) the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- (d) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 Presentation of Financial Statements,
- (e) the requirements of IAS 7 Statement of Cash Flows,
- (f) the requirements of paragraph 17 of IAS 24 Related Party Disclosures,
- (g) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is party to the transactions is wholly owned by such member
- (h) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors,

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2015.

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## Notes to the financial statements (*continued*)

### 2. Accounting policies (*continued*)

#### **Foreign currency transactions**

The Company's financial statements are presented in sterling, which is also the company's functional currency

#### **Transactions and balances**

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the balance sheet date. All differences are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

#### **Going concern**

The company's business activities, together with the factors likely to affect its future development are described in the Strategic Report on pages 2 to 4.

The company is part of a group with considerable financial resources. The company's only franchise partner is London Underground ("LU"). The LU contract is forecast to make a positive profit contribution in 2016 and to generate a positive cash balance.

The current contract with London Underground ends on 30 September 2016. Following the end of this contract it is expected that the company will have sufficient assets to meet its remaining obligations and the company will be made dormant.

The directors therefore believe it is appropriate to continue to adopt the going concern basis in preparing the report and financial statements.

#### **Property, plant and equipment**

Property, plant and equipment are stated at historical cost less accumulated depreciation and impairment, if any. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use. Depreciation is provided on all property, plant and equipment, other than land, on a straight-line basis over its expected useful life as follows:

Advertising structures	– the lower of the life of contract or either 10 years for Traditional and 3-5 years for Digital
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#### **Impairment of assets**

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the assets carrying value exceeds its recoverable amount.

#### **Leases**

Assets held under finance leases, which transfer to the Company substantially all the risks and benefits incidental to ownership of the leased item, are capitalised at the inception of the lease, with a corresponding liability being recognised for the lower of the fair value of the leased asset and the present value of the minimum lease payments. Lease payments are apportioned between the reduction of the lease liability and finance charges in the income statement so as to achieve a constant rate of interest on the remaining balance of the liability. Assets held under finance leases are depreciated over the shorter of the estimated useful life of the asset and the lease term.

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## Notes to the financial statements *(continued)*

### 2. Accounting policies *(continued)*

Leases where the lessor retains a significant portion of the risks and benefits of ownership of the asset are classified as operating leases and rentals payable are charged in the income statement on a straight line basis over the lease term

#### **Provisions**

A provision is recognised in the balance sheet when the Company has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects risks specific to the liability.

#### **Revenue**

Revenue represents the amounts (excluding the value added tax) derived from the provision of goods and services to customers during the year, net of commissions and discounts.

Media revenues are recognised rateably over the period that the advertisement is displayed.

The Company falls outside the scope of IFRS 8, therefore the company is not required nor has it elected to provide details of its operating segments.

#### **Deferred taxation**

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that
- the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.
- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

#### **Financial instruments**

Financial instruments are classified as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement. The instruments are recorded at cost including any attributable transactions costs. All related transactions that affect the profit and loss (such as interest or dividends) are recognised based on the substance of the underlying financial instrument.



## Notes to the financial statements (continued)

### 2. Accounting policies (continued)

#### **Non-derivative financial instruments**

Non-derivative financial instruments comprise cash at bank, trade and other receivables and trade and other payables

#### *Cash and cash equivalents*

Cash and cash equivalents comprise cash at banks

#### *Trade and other receivables*

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses

#### *Trade and other payables*

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method

#### **Dividends**

Dividends are recorded in the year when approved and declared

### 3. Revenue

A breakdown of revenue by geographical market was not included as it is prejudicial to the interest of the Company

### 4. Operating profit

This is stated after charging

	Year ending 31 12 2015 £000	Period ending 31 12 2014 £000
Auditors' remuneration	26	55
Auditors' remuneration for non-audit services	35	10
Staff costs (note 5)	2,549	4,035
Depreciation of owned property, plant and equipment	325	636
Depreciation of leases property, plant and equipment	1,143	2,117
Loss on disposal of property, plant and equipment	-	2,385
Impairment charge (note 8)	-	2,314

## Notes to the financial statements *(continued)*

### 5. Staff costs

	Year ending 31 12 2015	Period ending 31 12 2014
	£000	£000
Wages and salaries	2,220	3,433
Social security costs	229	371
Other pension costs	100	231
	<u>2,549</u>	<u>4,035</u>

The average monthly number of persons employed by the Company during the period, analysed by category, was as follows

	Year ending 31 12 2015	Period ending 31 12 2014
	No	No
By activity		
Operations	62	79
Administration	2	2
	<u>64</u>	<u>81</u>

#### Directors' remuneration

The Directors of the Company were employed by a fellow subsidiary undertaking. These Directors received total remuneration for the year of £2,469k (2014 £2,927k) including pension contributions of £73k (2014 £56k) all of which was paid by the subsidiary undertaking. The Directors do not believe that it is practicable to apportion this amount between their services as directors of the Company and their services as directors of the holding and fellow subsidiary companies.

The emoluments of the highest paid director in the period were £1,229k (2014 £1,689k) including pension contributions of £30k (2014 £15k) all of which was paid by the subsidiary undertaking.

None of the directors had any beneficial interest in the share capital of the Company or an interest in any transaction or arrangement with the Company, which requires disclosure (2014 £nil).

## Notes to the financial statements (continued)

### 6. Finance expenses, net

	Year ending 31 12 2015 £000	Period ending 31 12 2014 £000
<b>Finance income</b>		
Interest income on bank accounts	3	14
<b>Finance expense</b>		
Total interest expense on finance leases	(121)	(381)
Total finance expense	(121)	(381)
<b>Finance expenses, net</b>	<u>(118)</u>	<u>(367)</u>

### 7. Taxation

#### Recognised in the income statement

	Year ending 31 12 2015 £000	Period ending 31 12 2014 £000
Current tax for the year/period		
UK corporation tax on the profits for the year at 20 25% (2014 21 80%)	-	-
Deferred tax expense	-	-
Tax expense in income statement	<u>-</u>	<u>-</u>

#### Income tax recognised in other comprehensive income

There was no tax charged or credited to other comprehensive income in 2015 (2014 nil)

#### Reconciliation of effective tax rate

The tax assessed for the year/period differs from the blended rate of corporation tax in the UK during the year of 20 25% (31 December 2014 – 21 80%) The differences can be explained below

	Year ending 31 12 2015 £000	Period ending 31 12 2014 £000
Profit on ordinary activities before tax	<u>16,272</u>	<u>5,120</u>
Tax using the UK corporation tax rate of 20 25% (2014 21 80%)	3,295	1,116
<i>Effects of</i>		
Non-taxable income on acquisition of net assets	-	-
Excess of depreciation over capital allowances	39	958
Lease payments on finance lease	-	(1,896)
Impairment of Property, Plant and Equipment	-	504
Claim of losses of group relief for nil payment	(3,334)	(682)
	<u>-</u>	<u>-</u>

## Notes to the financial statements (*continued*)

### 7. Taxation (*continued*)

#### Factors that may affect future tax charges.

A number of changes to the UK Corporation tax system as announced in the Summer Budget Statement for 2015 were enacted by the Finance (no 2) Act 2015 which received royal assent on 18 November 2015. This included legislation to reduce the main rate of corporation tax from 20% down to 19% with effect from April 2017 and then a further decrease to 18% from April 2020. Deferred tax is measured on a non-discounted basis at the tax rate which is expected to apply in the periods in which timing differences reverse based on tax rates and laws substantively enacted at the balance sheet date.

#### Deferred taxes

There is no deferred taxes, as the property, plant and equipment held by the company on the balance sheet are leased assets, for which a rental stream is payable.

### 8. Property, plant and equipment

	<i>Advertising structures</i> £000	<i>Work in progress</i> £000	<i>Total</i> £000
<b>Cost</b>			
At 1 January 2015	5,696	56	5,752
Transfers from other group companies	-	148	148
Additions	-	26	26
Capitalisations	139	(139)	-
At 31 December 2015	<u>5,835</u>	<u>91</u>	<u>5,926</u>
<b>Accumulated depreciation</b>			
At 1 January 2015	(3,532)	-	(3,532)
Charge for the year	(1,468)	-	(1,468)
At 31 December 2015	<u>(5,000)</u>	<u>-</u>	<u>(5,000)</u>
<b>Net book value</b>			
At 31 December 2015	<u>835</u>	<u>91</u>	<u>926</u>
At 1 January 2015	<u>2,164</u>	<u>56</u>	<u>2,220</u>

The carrying value of leased assets at the year-end was £680,553

## Notes to the financial statements (continued)

### 9. Trade and other current assets

	2015	2014
	£000	£000
Amounts Owed by Fellow Subsidiary Undertakings	25,037	20,123
VAT Receivable	-	1,204
Prepayments and accrued income	24	-
Inventories	574	243
Other Debtors	-	1
	<u>25,635</u>	<u>21,571</u>

Amounts owed by fellow subsidiary undertakings relate to non-interest bearing intercompany trade receivables with set payment terms

### 10. Trade and other current liabilities

	2015	2014
	£000	£000
Trade creditors	90	94
Amounts Owed to Fellow Subsidiary Undertakings	5,310	4,747
VAT payable	3,528	-
Accrued expenses	8,377	14,265
	<u>17,305</u>	<u>19,106</u>

### 11. Finance lease creditor

In order for the company to perform its obligations under the sub-concession a sub-sublease was signed on 30 September 2013 with CBS Outdoor Metro Services Ltd for the fixed assets related to the CAC. This had a fixed term of 6 months to 31 March 2014.

At the end of the 6 month transition period the sub lease between CBS Outdoor Metro Services and Exterior Media (UK) Ltd was novated to the company.

The contract was then further extended for an additional nine months up to December 2014 and again subsequently extended in line with the extension of the CAC to 30 September 2016. An effective interest rate of 7.1% p.a. is applied with monthly repayments over the extended term.

	31 12 2015	31 12 2014
	£000	£000
Future minimum payments under the finance lease are as follows		
Within one year	1,043	1,392
In two to five years inclusive	-	1,043
Total gross payments	<u>1,043</u>	<u>2,435</u>
Less finance charges	<u>(30)</u>	<u>(152)</u>
	<u>1,013</u>	<u>2,283</u>

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## Notes to the financial statements (*continued*)

### 12. Issued share capital

	31 12 2015	31 12 2014
<i>Allotted, called up and fully paid</i>	£	£
Ordinary shares of £1 each	1	1

One Ordinary share of £1 was issued on date of incorporation. For the purposes of the company's capital management, capital included issued share capital and all other equity reserve attributable to the equity holders of the parent. The primary objective of the company's capital management is to maximise shareholder value.

### 13. Events since the balance sheet

There were no material events after the balance sheet date.

### 14. Pensions

During the period, certain of the Company's employees were members of the Exterior Media Pension Scheme (formerly known as the CBS Outdoor Pension Scheme).

The Exterior Media Scheme, a money purchase scheme, is an exempt approved scheme under Chapter 1, Part XIV of the Taxes Act (2001). The assets of the scheme are held in trust in an independently managed fund and are therefore completely separate from the assets of the Company. The pension scheme is independently advised and its financial statements are independently audited. The pension cost relating to the scheme for the period was £99,796 (2014 – £231,249) of which £13,548 (2014 – £14,312) was accrued and unpaid at the year end.

### 15. Other financial commitments

In the normal course of business and in line with accepted practice in the industry in which it operates, the Company has entered into contracts to provide advertising services to site owners. The terms of these contracts include commitments to pay future minimum guaranteed fees to the site owners concerned, which are not disclosed due to commercial sensitivity.

### 16. Ultimate parent undertaking and controlling party

The company is a subsidiary undertaking of Doubleplay I Limited, a company registered in the United Kingdom. Its ultimate parent company is Semper Veritas Holding S a r l, a company registered in Luxembourg. The ultimate controlling party is Platinum Equity Capital Partners International III (Cayman), L P.

The smallest and largest group in which the results of the company are consolidated is that headed by Doubleplay I Limited, incorporated in England and Wales. No other group financial statements include the results of the Company. The consolidated financial statements of this group are available to the public and may be obtained from Camden Wharf 28 Jamestown Road London NW1 7BY.