
**SUPERSTRUCT UK FESTIVALS LTD
(FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)**

AUDITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2019

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SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

COMPANY INFORMATION

Directors Roderik August Schlosser (appointed 4 April 2019)
Sinisa Krnic (appointed 4 April 2019)
Daniel Zwicky (appointed 4 April 2019)

Registered number 08908975

Registered office 1 Red Lion Court
London
EC4A 3EB

Independent auditors SRLV Audit Limited
Elsley Court
20-22 Great Titchfield Street
London
W1W 8BE

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

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SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2019

Introduction

The Directors present their strategic report for Superstruct UK Festivals Ltd. (formerly known as Global Festivals UK Limited) (the "Company") for the year ended 31 March 2019.

Business review

The principal activity of the Company is to be a holding company. The Company derives income from dividends and profit share from its subsidiaries.

During the year the Company impaired its investment values in Count of Ten Ltd., The Hideout Festival LLP, Lock 'N' Load Events Limited, Superstruct UK Investco Ltd. (formerly Global 05699567 Limited), Victorious Festivals Limited, and Waxarch Limited. This resulted in an impairment of £17,207,909, and was following an impairment review and the subsequent sale of the above subsidiaries by the ultimate controlling company.

At 31 March 2019, the Company recognised a gain on the fair value of options of £412,246 following a revaluation of the gross liability.

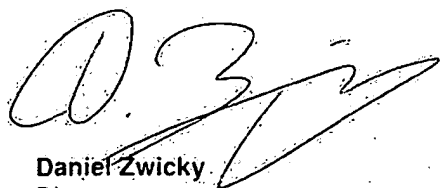
Principal risks and uncertainties

The Company faces credit risk, the risk of financial loss to the Company if counterparties do not fulfill their contractual obligations. The Company actively mitigates the risk of payment default by its customers by regularly reviewing outstanding payments and provisions for payment default.

Financial key performance indicators

Given the straightforward nature of the business as a holding company, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. The Company's performance and position is assessed at a Group level. KPIs for the Global Media & Entertainment Limited Group can be found in the Annual Report of Global Media & Entertainment Limited, which is available to the public.

This report was approved by the board on 25 October 2019 and signed on its behalf.



Daniel Zwicky
Director

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2019**

The Directors present their report and the financial statements for the year ended 31 March 2019.

Results and dividends

The loss for the year, after taxation, amounted to £15,203,508 (*2018 - profit £1,534,998*). The loss was mainly due to the impairment of investments following an impairment review and the subsequent sale of the subsidiaries by the ultimate controlling company.

The Directors do not recommend the payment of a dividend (2018 - £NIL).

Directors

The Directors who served during the year were:

Ian Lawrence Hanson (resigned 4 April 2019)

Darren David Singer (resigned 4 April 2019)

Future developments

The Directors have received suitable representations from Superstruct Entertainment Limited that it will continue to provide sufficient financial support to enable the Company to continue to trade for the foreseeable future. For this reason they continue to adopt the going concern basis of accounting in preparing these financial statements. The Directors continue to explore a number of opportunities to grow and expand the existing business.

Qualifying third party indemnity provisions

The Directors benefit from qualifying third party indemnity provisions in place.

Matters covered in the Strategic report

Details of the principal risks and uncertainties faced by the Company are discussed in the Strategic report.

Disclosure of information to auditors

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that:

- so 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 ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2019**

Post balance sheet events

On 4 April 2019, Global Live Limited and Global Radio Group Limited ceased control of the Company. Subsequent to 4 April 2019, the Directors regard Superstruct Entertainment Limited as the immediate parent company, and Lmf Luxco S.A.R.L. as the ultimate controlling company.

On 4 April 2019, the ordinary share capital of the Company was reduced from £51,441,519 to £514,415 by a reduction in the nominal value of each ordinary share from £1 to £0.01.

On 4 April 2019, the Company declared the following dividends:

- £10,000,000 settled through loan notes issued to the parent company;
- £10,141,441 dividend in specie, representing the Company's entire investments in the share capital of Rewind Festival Limited, Count of Ten Ltd and Waxarch Ltd; and
- £3,021,035 dividend in specie, representing the Company's debtor balances with group companies.

On 4 April 2019, the Company's liability of £2,534,174 relating to deferred consideration due on the purchase of an investment, was discharged via a deed of novation to the parent company.

On 18 April 2019, the Company changed its name to Superstruct UK Festivals Ltd.

Auditors

Under section 487(2) of the Companies Act 2006, SRLV Audit Limited will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

This report was approved by the board on *25 October 2019* and signed on its behalf.



Daniel Zwicky
Director

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 MARCH 2019**

The Directors are responsible for preparing the Strategic report, 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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 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 to 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.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SUPERSTRUCT UK FESTIVALS LTD
(FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)**

Opinion

We have audited the financial statements of Superstruct UK Festivals Ltd (formerly known as Global Festivals Limited) (the 'Company') for the year ended 31 March 2019, which comprise the Statement of comprehensive income, the Balance sheet, the Statement of changes in equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework'.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SUPERSTRUCT UK FESTIVALS LTD
(FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED) (CONTINUED)**

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an Auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' report.

Other matters

The comparative figures disclosed in these financial statements were not audited.

Use of our report

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 Auditors' 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.


Marc Voulters (Senior Statutory Auditor)

for and on behalf of
SRLV Audit Limited

Elsley Court
20-22 Great Titchfield Street
London
W1W 8BE

25 October 2019

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SUPERSTRUCT UK FESTIVALS LTD
(FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED) (CONTINUED)**

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion 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 Strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2019**

	Note	2019 £	<i>Unaudited</i> 2018 £
Administrative expenses		(2,931,159)	(2,355,643)
Other operating income		792,660	299,127
Fair value movements		412,246	1,852,253
Operating loss		(1,726,253)	(204,263)
Income from shares in group undertakings		2,750,457	1,165,848
Income from participating interests		712,134	468,773
Impairment on investments	9	(17,207,909)	-
Interest receivable and similar income		80,993	20,118
Interest payable and similar charges		(5,146)	(341,259)
(Loss)/profit before tax		(15,395,724)	1,109,217
Tax on (loss)/profit	8	192,216	425,781
(Loss)/profit for the financial year		(15,203,508)	1,534,998

There was no other comprehensive income for 2019 (2018 - £NIL).

The notes on pages 11 to 23 form part of these financial statements.

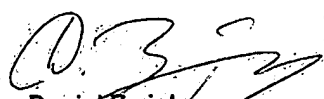
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SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)
REGISTERED NUMBER: 08908975

BALANCE SHEET
AS AT 31 MARCH 2019

	Note	£	2019 £	£	Unaudited 2018 £
Fixed assets					
Investments	9		33,155,797		50,072,329
			33,155,797		50,072,329
Current assets					
Debtors: amounts falling due within one year	10	11,673,527		6,274,214	
Cash at bank and in hand	11	1,586,475		60,354	
		13,260,002		6,334,568	
Creditors: amounts falling due within one year	12	(14,942,170)		(6,451,282)	
Net current liabilities			(1,682,168)		(116,714)
Creditors: amounts falling due after more than one year	13		-		(4,195,101)
Net assets			31,473,629		45,760,514
Capital and reserves					
Called up share capital	14		51,441,518		51,441,518
Other reserves	15		(5,130,730)		(6,047,353)
Profit and loss account	15		(14,837,159)		366,349
			31,473,629		45,760,514

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


Daniel Zwicky
 Director

25 OCT 2019

The notes on pages 11 to 23 form part of these financial statements.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2019**

	Called up share capital £	Other reserves £	Profit and loss account £	Total equity £
At 1 April 2017	34,017,217	(6,047,353)	(1,168,649)	26,801,215
Comprehensive income for the year				
Profit for the year	-	-	1,534,998	1,534,998
Total comprehensive income for the year	-	-	1,534,998	1,534,998
Contributions by and distributions to owners				
Shares issued during the year	17,424,301	-	-	17,424,301
Total transactions with owners	17,424,301	-	-	17,424,301
At 1 April 2018	51,441,518	(6,047,353)	366,349	45,760,514
Comprehensive loss for the year				
Loss for the year	-	-	(15,203,508)	(15,203,508)
Total comprehensive loss for the year	-	-	(15,203,508)	(15,203,508)
Contributions by and distributions to owners				
Put option reserve movement in the year	-	916,623	-	916,623
Total transactions with owners	-	916,623	-	916,623
At 31 March 2019	51,441,518	(5,130,730)	(14,837,159)	31,473,629

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

1. General information

Superstruct UK Festivals Ltd. (the "Company") is incorporated and domiciled in the United Kingdom under the Companies Act 2006, and registered in England and Wales. The Company is a private company limited by shares. The address of the Company's registered office is shown on the first page of this report.

The principal activity of the Company is to be a holding company.

These financial statements are presented in pound sterling (£), which is the Company's functional and presentational currency.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial reporting standard 101 - reduced disclosure exemptions

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

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- 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 a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

2. Accounting policies (continued)

2.3 New accounting standards and interpretations not yet effective

The following new standards, amendments to standards and interpretations issued by the International Accounting Standards Board ("IASB") became effective during the year ended 31 March 2019. The accounting policies adopted in the presentation of these financial statements reflect the adoption of the following new standards, amendments to standards and interpretations as of 1 April 2018. These have not had any material impact on the financial statements.

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from contracts with customers

The Directors adopted both IFRSs on 1 April 2018 on a fully retrospective basis and will present comparative financial information in the financial statements for the year ended 31 March 2018.

2.4 Exemption from preparing consolidated financial statements

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

2.5 Going concern

The Directors have received suitable representations from Superstruct Entertainment Limited that it will continue to provide sufficient financial support to enable the Company to continue to trade for the foreseeable future. For this reason they continue to adopt the going concern basis of accounting in preparing these financial statements. The directors continue to explore a number of opportunities to grow and expand the existing business.

2.6 Interest income

Interest income is recognised in the Statement of comprehensive income using the effective interest method.

2.7 Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.8 Taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

2. Accounting policies (continued)

2.9 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.10 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.11 Cash

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

2.12 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.13 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company classifies all of its financial assets as loans and receivables.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of comprehensive income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

2. Accounting policies (continued)

2.13 Financial instruments (continued)

Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Balance sheet.

2.14 Call and put options

Valuation of call and put options

When the Company enters in to call or put options to purchase equity, the fair value of the option is recorded on the statement of financial position. Any subsequent movement in the fair value of the option is taken to profit and loss.

Put option reserve

The put option reserve is the estimated cost of settling the Company's put options for non-controlling interest shareholdings.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amount of assets, liabilities, income, expenses and other disclosures. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. The estimates and underlying assumptions are reviewed on an ongoing basis.

Changes in accounting estimates may be necessary if there are changes in the circumstances on which the estimate was based, or as a result of new information or further information. Such changes are recognised in the period in which the estimate is revised.

Key assumptions about the future and key sources of estimation uncertainty that have a risk of causing a material adjustment to the carrying value of assets and liabilities over the next year are set out below.

Income taxes

Estimates may be required in determining the level of current and deferred income tax assets and liabilities, which the directors believe are reasonable and adequately recognise any income tax related uncertainties. Various factors may have favourable or adverse effects on the income tax assets or liabilities. These include changes in tax legislation, tax rates and allowances, future levels of spending, the Company's level of future earnings and estimated future taxable profits.

Impairment testing

The Company is required to determine whether there are any indicators of impairment of the Company's investments. Factors taken into consideration in reaching such a decision include the economic viability, expected future performance, and events or changes in circumstances of the investee company.

Valuation of call and put options

The valuation of call and put options require judgements by management that relate to the intrinsic value of the options. The present value of the option depends on a number of factors, including future performance and the discount rate. Management estimates these factors in determining the option value in the balance sheet. The assumptions reflect historical experience as well as current trends.

4. Operating loss

The operating loss is stated after charging/(crediting):

	2019	2018
	£	£
Exchange differences	930	(564)
Defined contribution pension cost	35,690	9,666

5. Auditors' remuneration

Fees payable to SRLV Audit Limited for the audit of the Company's annual accounts were £5,000 (2018 - £NIL).

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

6. Employees

The Company has no employees other than the Directors, who did not receive any remuneration (2018 - £NIL).

7. Fair value movements

When the Company enters in to call or put options to purchase equity, the fair value of the option is recorded on the Balance sheet. Any subsequent movement in the fair value of the option is taken to profit and loss. The gain on the fair value of options in the year is £412,246 (2018 - £1,852,253).

8. Taxation

	2019 £	2018 £
Current tax on profits for the year	(195,148)	(392,584)
Adjustments in respect of previous periods	2,932	(33,197)
Total current tax	(192,216)	(425,781)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2018 - lower than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	2019 £	2018 £
(Loss)/profit on ordinary activities before tax	(15,395,724)	1,109,217
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	(2,925,188)	210,751
Effects of:		
Expenses not deductible for tax purposes	(17,104)	(381,824)
Impairment not deductible for tax purposes	3,269,503	-
Adjustments in respect of prior years	2,932	(33,197)
Dividends from UK companies	(657,892)	(221,511)
Share of associate profits	135,533	-
Total tax charge for the year	(192,216)	(425,781)

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

8. Taxation (continued)

Factors that may affect future tax charges

The 2016 Finance Act includes legislation to reduce the main rate of corporation tax from 19% to 17% from 1 April 2020. The reduction in tax rates was substantively enacted on 15 September 2016.

The tax rates used to measure the deferred tax assets and liabilities recorded in these financial statements are the tax rates in the period in which we expect the deferred tax assets or liabilities to crystallise. A deferred tax asset of £6,000 at 18% (2018 - £6,000 at 18%) has not been recognised as the Company is not currently making taxable profits against which they can be used and there is no certainty of taxable profits in future periods.

9. Investments

	Investments in subsidiary companies £
Cost	
At 1 April 2018	50,072,329
Additions	291,377
At 31 March 2019	50,363,706
Impairment	
Charge for the year	17,207,909
At 31 March 2019	17,207,909
Net book value	
At 31 March 2019	33,155,797
At 31 March 2018	50,072,329

During the year the Company impaired its investment values in Count of Ten Ltd., The Hideout Festival LLP, Lock 'N' Load Events Limited, Superstruct UK Investco Ltd. (formerly Global 05699567 Limited), Victorious Festivals Limited, and Waxarch Limited, following an impairment review and the subsequent sale of the above mentioned subsidiaries by the ultimate controlling company.

Further details regarding subsidiary undertakings can be found in note 18.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

10. Debtors

	2019 £	2018 £
Trade debtors	301,112	2,101,478
Amounts owed by group undertakings	10,548,381	3,385,884
Other debtors	449,400	778,187
Prepayments and accrued income	374,634	8,665
	<u>11,673,527</u>	<u>6,274,214</u>

All debtor balances are measured at undiscounted amount receivable.

11. Cash

	2019 £	2018 £
Cash at bank and in hand	<u>1,586,475</u>	<u>60,354</u>

12. Creditors: Amounts falling due within one year

	2019 £	2018 £
Trade creditors	328,299	795,529
Amounts owed to group undertakings	9,187,655	611,897
Other creditors	2,881,279	769
Accruals and deferred income	2,544,937	5,043,087
	<u>14,942,170</u>	<u>6,451,282</u>

Loans with wholly owed subsidiaries are unsecured, repayable on demand and carry interest of 6% per annum.

All creditor balances are measured at undiscounted amount payable.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
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13. Creditors: Amounts falling due after more than one year

	2019	2018
	£	£
Other creditors	<u>-</u>	<u>4,195,101</u>

Call and put options

The Company has entered in to call and put options to purchase subsidiary company non-controlling interest shareholdings for Lock 'N' Load Events Limited, Waxarch Limited and Victorious Festivals Limited. The gross liability of these options at 31 March 2019 was £2,866,231 (2018 - £4,195,101). The amount due at 31 March 2019 is presented in Creditors: Amounts falling due within one year.

14. Share capital

	2019	2018
	£	£
Allotted and called up		
51,441,518 (2018 - 51,441,518) Ordinary shares of £1 each	<u>51,441,518</u>	<u>51,441,518</u>

There is a single class of ordinary share. There are no restrictions on the distribution on dividends and repayment of capital.

15. Reserves

Other reserves

The put option reserve is the estimated cost of settling the Company's put options for non-controlling interest shareholdings. The Waxarch Limited option expired at the year ended 31 March 2019 without exercise which resulted in a reserve movement of £916,623.

Profit and loss account

Retained earnings includes the cumulative net gains and losses recognised in the profit and loss account.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

16. Related party transactions

During the year the Company traded with parent entities, subsidiaries, and entities under common control. All transactions were in the normal course of business and priced under normal trade terms.

The Company's immediate parent company is Global Live Limited. At 31 March 2019 the Company had outstanding loans payable to Global Live Limited of £853,591 (2018 - £797,848).

During the year the Company had a number of recharge accounts with Global Radio Services Limited, a company under common control. As at 31 March 2019 the outstanding payable to Global Radio Services Limited was £8,333,559 (2018 - receivable £267,906).

At 31 March 2019, the Company had an outstanding loan receivable of £60,741 (2018 - £NIL) due from Moving Music Limited, a majority-owned subsidiary. The Company received a dividend of £136,840 (2018 - £NIL) during the year.

At 31 March 2019, the Company had an outstanding loan receivable of £20,372 (2018 - £NIL) due from Superstruct Kendal Limited (formerly known as Gobal Kit Limited), a majority-owned subsidiary. The Company received a dividend of £1,280,110 (2018 - £NIL) during the year.

During the year the Company was charged £56,937 (2018 - £10,260) in loan interest and £271,526 (2018 - £445,662) by Waxarch Limited, a majority-owned subsidiary, in relation to sponsorship revenue collected on their behalf. At 31 March 2019, the Company had an outstanding loan receivable due from Waxarch Limited of £1,004,723 (2018 - £512,642).

During the year the Company charged £6,357 (2018: was charged £9,550) by Lakeside Creatives Limited, a subsidiary within the Group, in relation to sponsorship revenue collected on their behalf. At 31 March 2019, the Company has an outstanding payable of £NIL (2018 - £NIL).

During the year the Company was charged £245,241 (2018 - £289,788) by Victorious Festivals Limited, a majority-owned subsidiary, in relation to sponsorship revenue collected on their behalf. At 31 March 2019 the Company had an outstanding loan payable balance to Victorious Festivals Limited of £NIL (2018 - £116,219). The Company also received £527,186 (2018 - £NIL) in dividend income from Victorious Festivals Limited.

During the year the Company was charged £59,190 (2018 - £140,600) by The Hideout Festival LLP, a Company under common control, in relation to sponsorship revenue collected on their behalf. In addition, the Company charged £NIL in recharges (2018 - £5,000) to The Hideout Festival LLP. At 31 March 2019 the Company had an outstanding loan receivable balance from The Hideout Festival LLP of £NIL (2018 - £21,370). The Company received a dividend of £30,366 (2018 - £NIL) during the year. The Company also recognised profit share of £712,134 (2018 - £416,370) due from The Hideout Festival LLP, of which £374,634 was accrued as at year end. On 3 April 2019, £315,000 of the balance was subsequently settled.

During the year the Company received £639,572 (2018 - £521,222) of dividend income from Lock 'N' Load Events Limited, a majority-owned subsidiary of the Company. The Company was charged £141,812 during the year (2018 - £5,500) by Lock 'N' Load in relation to sponsorship revenue collected on their behalf. At 31 March 2019 the outstanding balance receivable from Lock 'N' Load was £650,195 (2018 - £550,000).

**NOTES TO THE FINANCIAL STATEMENTS
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16. Related party transactions (continued)

During the year the Company was charged £123,320 (2018 - £167,271) in management fees and charged £12,109 in recharges to Broadwick Live Limited, a subsidiary within the Group. At 31 March 2019 the Company had a remaining loan receivable balance of £100,000 due from Broadwick Live Limited (2018 - £12,109).

During the year the Company was charged £252,460 (2018 - £483,926) by FN6 Limited, a subsidiary within the Group, in relation to sponsorship revenue collected on their behalf, £NIL of which remained outstanding at 31 March 2019 (2018 - £9,940). The Company also recharged £150 (2018 - NIL) to FN6 Limited.

During the year the Company was charged £252,990 (2018 - £20,956) by SBH Events Limited, a subsidiary within the Group, in relation to sponsorship revenue collected on their behalf. In addition the Company charged £11,976 in recharges to SBH Events Limited, £NIL of which remained outstanding at 31 March 2019 (2018 - £NIL).

During the year the Company was charged £NIL (2018 - £92,743) by Industrial Curation Limited, a subsidiary within the Group, in relation to sponsorship revenue collected on their behalf, £NIL of which remained outstanding as at 31 March 2019 (2018 - £17,440). The Company also charged Industrial Curation Limited £NIL (2018 - £579,863) in recharges during the year, £NIL of which remained outstanding at 31 March 2019 (2018 - £NIL).

During the year the Company was charged £781,799 (2018 - £NIL) by Printworks Entertainment Limited, a subsidiary within the Group, in relation to sponsorship revenue collected on their behalf, £NIL of which remained outstanding at 31 March 2019 (2018 - £NIL).

During the year the Company was charged £158,091 (2018 - £157,120) by Standon Calling Limited, an associate within the Group, in relation to sponsorship revenue collected on their behalf, £NIL of which remained outstanding at 31 March 2019 (2018 - £NIL).

During the year the Company was charged £277,959 (2018 - £37,494) by Lost Ventures Limited, an associate within the Group, in relation to sponsorship revenue collected on their behalf, £NIL of which remained outstanding at 31 March 2019 (2018 - £NIL).

Loans with wholly owed subsidiaries are unsecured, repayable on demand and carry interest of 6%.

During the period, the Company charged £80,993 (2018 - was charged £341,259) in relation to intercompany interest at rate of 6%. At 31 March 2019 interest receivable of £24,056 (2018 - payable of £341,259) remains outstanding.

During the year, the Company recorded a credit of £NIL (2018 - £124,000) in relation to post-completion adjustments regarding an entity with whom the Company shares directors. This amount was received in cash and none was outstanding at the year end.

During the year the Company made aggregate completion payments of £NIL (2018 - £65,532) in relation to the acquisition of two non-wholly owned festivals, with whom the Company shares directors.

In the opinion of the directors, there were no other related party transactions during the year.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

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17. Post balance sheet events

On 4 April 2019, Global Live Limited and Global Radio Group Limited ceased control of the Company. Subsequent to 4 April 2019, the Directors regard Superstruct Entertainment Limited as the immediate parent company, and Lmf Luxco S.A.R.L. as the ultimate controlling company.

On 4 April 2019, the ordinary share capital of the Company was reduced from £51,441,519 to £514,415 by a reduction in the nominal value of each ordinary share from £1 to £0.01.

On 4 April 2019, the Company declared the following dividends:

- £10,000,000 settled through loan notes issued to the parent company;
- £10,141,441 dividend in specie, representing the Company's entire investments in the share capital of Rewind Festival Limited, Count of Ten Ltd and Waxarch Ltd; and
- £3,021,035 dividend in specie, representing the Company's debtor balances with group companies.

On 4 April 2019, the Company's liability of £2,534,174 relating to deferred consideration due on the purchase of an investment, was discharged via a deed of novation to the parent company.

On 18 April 2019, the Company changed its name to Superstruct UK Festivals Ltd.

18. Controlling party

At 31 March 2019, the Directors regard Global Live Limited, a company incorporated in Great Britain and registered in England and Wales, as the immediate parent company.

At 31 March 2019, the Directors consider that Global Radio Group Limited, a company incorporated in Jersey, is the ultimate controlling company.

The largest and smallest group in which the 31 March 2019 results of the Company are consolidated is that headed by Global Media & Entertainment Limited. The consolidated financial statements of this company are available to the public and may be obtained from the registered address, 30 Leicester Square, London WC2H 7LA.

On 4 April 2019, Global Live Limited and Global Radio Group Limited ceased control of the Company. Subsequent to 4 April 2019, the Directors regard Superstruct Entertainment Limited as the immediate parent company, and Lmf Luxco S.A.R.L. as the ultimate controlling company.

SUPERSTRUCT UK FESTIVALS LTD (FORMERLY KNOWN AS GLOBAL FESTIVALS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

19. Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Direct subsidiary undertakings

Name	Class of shares	Holding	Registered address
Boardmasters Limited	Ordinary	100.0 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
Rewind Festival Limited	Ordinary	100.0 %	30 Leicester Square, London, United Kingdom, WC2H 7LA
Count of Ten Limited	Ordinary	100.0 %	7 Faraday Court First Avenue, Burton-on-Trent, United Kingdom, DE14 2WX
Victorious Festivals Limited	Ordinary	65.5 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
Lock 'N' Load Events Limited	Ordinary	75.0 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
Moving Music Limited	Ordinary	75.0 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
The Hideout Festival LLP*	Capital	80.0 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
Global 05699567 Limited **	Ordinary	100.0 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
Global Kit Limited**	Ordinary	60.0 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
Waxarch Limited	Ordinary	80.6 %	3 The Stables Parrswood Entertainment Centre, East Didsbury, Manchester, United Kingdom, M20 5PG

Indirect subsidiary undertakings

Name	Class of shares	Holding	Registered address
Brownstock UK Limited	Ordinary	100 %	7 Faraday Court First Avenue, Burton-on-Trent, United Kingdom, DE14 2WX
Y Not Festivals UK Limited	Ordinary	100 %	7 Faraday Court First Avenue, Burton-on-Trent, United Kingdom, DE14 2WX
Truck Festivals UK Limited	Ordinary	100 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
Lakeside Creatives Limited	Ordinary	66 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
Boardmasters II Limited	Ordinary	100 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB
Eleven Limited	Ordinary	100 %	1 Red Lion Court, London, United Kingdom, EC4A 3EB

* 45% of membership interest is held directly and 35% is held indirectly in The Hideout Festival LLP.

**On 18 April 2019, Global 05699567 was renamed Superstruct UK Investco Ltd., and Global Kit Limited was renamed Superstruct Kendal Ltd.

Subsequent to 31 March 2019, the Company disposed of its interest in Count of Ten, Brownstock UK Ltd., Y Not Festival Ltd., and Waxarch Limited.