

Upper Street Events Topco Limited

Report and Financial Statements

Year Ended

31 December 2015

Company Number 09243695



Upper Street Events Topco Limited

Report and financial statements for the year ended 31 December 2015

Contents

Page:

1	Strategic report
4	Report of the directors
6	Independent auditor's report
8	Consolidated statement of income and retained earnings
9	Consolidated balance sheet
10	Consolidated statement of cash flows
11	Company balance sheet
12	Company statement of changes in equity
13	Notes forming part of the financial statements

Directors

P J Byrom
D Holmes
I Dennis
B G Duncan
J R A Spooner
M Upton

Secretary and registered office

58 White Lion Street, London, 9PP

Company number

09243695

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

Upper Street Events Topco Limited

Strategic report for the year ended 31 December 2015

Managing Director's statement

I am pleased to present the report and accounts of Upper Street Events Topco Limited for the year ended 31 December 2015. This set of accounts represents the first full 12 month period following the change of ownership.

Our focus remains on strengthening USE's position as a leading UK organiser of premium, passion led consumer events. With a robust financial position and solid commercial platform we will accelerate our strategy to build a Consumer Events business of scale. We have four key strategic aims to deliver this plan being operational excellence, launching events into new sectors, acquisitions to develop current portfolios and to extend into new sectors and rights sponsorship programmes.

To further drive operational excellence the business has begun investing heavily into enhanced data, marketing and digital resources to deepen our customer insight, enabling greater understanding of the sectors we serve. Through extending relevant content stories we aim to attract increasing numbers of quality visitors each year. Alongside investment into our exhibitor insight team we ensure exhibitors and sponsors see direct benefits in meeting unique brand advocates at our events.

Portfolio management tools will underpin the operational excellence programme ensuring we invest appropriately in core markets and enable our most talented people to spend more time developing vibrant experiences that excites and engages our high influence, passion led visitor communities.

The culmination of the above will be an increase in the volume of visitors, data and digital assets we own in key demographic areas. This we believe can generate greater revenues through offering further access to these sought after customers to rights sponsors.

Our enhanced insight alongside investment in further resource enables an accelerated programme to launch more events into sector gaps we have already identified through our insight research. With three new events launched in 2016 we can see good signs coming from this activity.

Operational excellence will also enable us to acquire and integrate other events business more quickly and effectively. The target list of assets will enable us to enter sectors we may not currently operate in but we will only do so where the demographics of their visitors match well against our current visitor interest profiles.

We have made significant progress against our long-term strategic goals. While it is too early to judge the impact of Brexit to the business, we are prudently financed, have robust monitoring processes and reporting structures to react quickly should the market be impacted. Despite this backdrop, I look forward to reporting on our continued positive development next year.



PAUL BYROM

MANAGING DIRECTOR

Date: 28/10/2016

Upper Street Events Topco Limited

Strategic report for the year ended 31 December 2015 (*continued*)

Introduction

The Directors present their Strategic Report for the period ended 31 December 2015.

Business Review

The Principal Activity of the group during the year is one of a holding company for its two subsidiaries Upper Street Events Limited and Value Added Events Limited which are companies that organise premium, passion led consumer events. The trade of Value Added Events Limited was transferred to Upper Street Events Limited from 1 January 2015.

Following the management buyout in December 2014 the company's primary trading subsidiary, Upper Street Events Limited and its subsidiary Value Added Events Limited began the process of planning and implementing the investment for growth strategy that was the foundation and rationale of the buyout and investment by Livingbridge. Senior hires were made into the marketing, sponsorship and finance teams with specific remits to plan for material organic and acquisition led growth, to ensure the expertise, technology, systems and controls are in place to deliver on the strategy set by the Board.

We welcomed to the board Julian Spooner as Chairman whose experience of how sponsor brands work, acquisitions, internationalising businesses and exploiting data to improve customer experience are all relevant to the future development of USE.

The Group delivered another solid period of trading through 2015. It launched a technology based show at the Westfield shopping centre and the Centenary celebration in partnership with the Women's Institute in Harrogate. Both were successful and profitable first year shows and reinforced the board's investment plans into the new business development team at USE. A number of acquisition opportunities are being actively pursued.

Our prime market is UK and Ireland and we continue to explore expansion opportunities across these markets. This focus enables us to build a deeper understanding and insight into our customers and their requirements. Each of our event teams has clear growth plans into the future, supported by existing resource and new investment in marketing, digital, finance and strategic oversight and control. All costs are managed closely with a rigorous focus on contribution and cash returns. We are located in one building and maintain as flexible a cost base as practical.

Principal risks and uncertainties

The Company monitors the risks and uncertainties facing its business and actively seeks to mitigate these risks through robust processes and procedures.

With any business there are risks and uncertainties going forward. Key to our success is our ability to create content rich, quality controlled and safe event environments that enable the generation of revenues stream from our exhibitors, visitors and sponsors. Like all businesses we continue to face uncertain economic conditions and whilst we are seeing some signs of a sustainable recovery we remain mindful that there are macro factors outside our control. We continue to take a balanced and measured approach in the way the business is run.

Upper Street Events Topco Limited

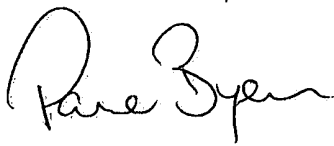
Strategic report
for the year ended 31 December 2015 (*continued*)

Financial Key Performance Indicators

An enhanced business review is contained within Upper Street Events Limited's Managing Director's report. The key KPIs for the Group for the year were:

KPI	2015	2014
EBITDA margin	11%	N/a given incorporation in October 2014
Adjusted Gearing	2.51:1	N/a given incorporation in October 2014
Number of events in year	17	N/a given incorporation in October 2014

The Strategic Report was approved by the board on 28/10/2016 and signed on its behalf by



Paul Byrom

Date: 28/10/2016

Upper Street Events Topco Limited

Report of the directors for the year ended 31 December 2015

The directors present their report and the financial statements for the year ended 31 December 2015.

Principal Activity

Upper Street Events Topco Limited is a holding company for its two subsidiaries Upper Street Events Limited and Value Added Events Limited. Upper Street Events Limited is a company that organises premium, passion led consumer events.

Results

The loss for the period, after taxation, amounted to £1,064,558 (2014: loss of £465,900).

It is considered that the development of the group and of the company and their position at 31 December 2015 are fairly set out in the accompanying accounts.

Dividends

During the period the directors recommended and paid dividends of £nil (2014: £nil).

Directors

The directors who served during the period were:

Julian Spooner	(appointed 5 November 2015)
P J Byrom	
D Holmes	
I Dennis	
Adrian de la Touche	(appointed 5 November 2015, resigned 12 August 2016)
M D G Upton	
B Duncan	(appointed 5 November 2015)
S Cordiner	(resigned 5 November 2015)

Financial instruments

The group and company do not actively use financial instruments as part of their financial risk management and therefore are not subject to price or liquidity risk. They are exposed to the usual credit and cash flow risks associated with advancing credit and managing this through credit control procedures.

Upper Street Events Topco Limited

Report of the directors for the year ended 31 December 2015 (*continued*)

Directors' responsibilities

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 group and company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and company and the loss of the group 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 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.

Auditors

All of the directors as at the date of this report have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the company's auditor is unaware.

BDO LLP has expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting.

Approval

This Directors' Report was approved by order of the Board on 28/10/2016



Paul Byrom

MANAGING DIRECTOR

Upper Street Events Topco Limited

Independent auditor's report

TO THE MEMBERS OF UPPER STREET EVENTS TOPCO LIMITED

We have audited the financial statements of Upper Street Events Topco Limited for the year ended 31 December 2015 which comprise the consolidated statement of income statement and retained earnings, the consolidated and company balance sheets, the consolidated statement of cash flows, the company statement of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 auditors

As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's (FRC'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 FRC'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 group's and the parent company's affairs as at 31 December 2015 and of the group's loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Upper Street Events Topco Limited

Independent auditor's report (*continued*)

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

BDO LLP

*Nicole Martin (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom*

Date: 31 October 2016

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Upper Street Events Topco Limited

Consolidated Statement of income and retained earnings for the year ended 31 December 2015

	Note	Year ended 31 December 2015 £	3 month period ended 31 December 2014 £
Turnover	4	13,723,907	12,309
Cost of sales		(8,761,165)	(106,251)
Gross profit/(loss)		4,962,742	(93,942)
Administrative expenses		(5,037,223)	(254,944)
Group operating loss	5	(74,481)	(348,886)
Other interest receivable and similar income		7,944	1,720
Interest payable and similar charges	8	(921,353)	(74,791)
Loss on ordinary activities before taxation		(987,890)	(421,957)
Taxation on loss on ordinary activities	9	(76,668)	(43,943)
Loss on ordinary activities after taxation		(1,064,558)	(465,900)
Retained loss at beginning of the reporting period		(465,900)	-
Loss for the financial period		(1,064,558)	(465,900)
Retained loss at end of the reporting period		(1,530,458)	(465,900)

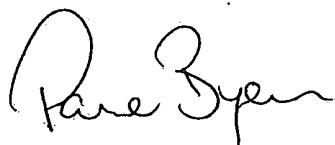
Notes 1 to 23 form part of these financial statements.

Upper Street Events Topco Limited

Consolidated balance sheet at 31 December 2015

Company number: 09243695	Note	2015 £	2015 £	2014 £	2014 £
Fixed assets					
Intangible assets	11		9,721,104		10,991,216
Tangible assets	12		68,534		85,733
			<u>9,789,638</u>		<u>11,076,949</u>
Current assets					
Debtors	14	2,480,264		2,712,179	
Cash at bank and in hand		2,949,390		3,401,034	
		<u>5,429,654</u>		<u>6,113,213</u>	
Creditors: amounts falling due within one year	15	(5,426,546)		(2,643,823)	
Net current assets			<u>3,108</u>		<u>3,469,390</u>
Total assets less current liabilities			<u>9,792,746</u>		<u>14,546,339</u>
Creditors: amounts falling due after more than one year	16		(11,049,932)		(14,738,967)
Net assets			<u>(1,257,186)</u>		<u>(192,628)</u>
Capital and reserves					
Called up share capital	17		43,610		43,610
Share premium account			229,662		229,662
Profit and loss account			(1,530,458)		(465,900)
Equity attributable to owners of the parent company			<u>(1,257,186)</u>		<u>(192,628)</u>

The financial statements were approved by the Board of Directors and authorised for issue on 28/10/2016



PAUL BYROM
Director

Notes 1 to 23 form part of these financial statements.

Upper Street Events Topco Limited

Consolidated statement of cash flows for the year ended 31 December 2015

	Note	2015 £	2014 £
Cash flows from operating activities			
Loss for the financial year		(987,890)	(421,957)
Adjustments for:			
Depreciation of fixed assets	12	37,613	1,842
Amortisation of intangible assets	11	1,295,640	16,650
Net interest payable		921,353	82,933
Net interest (receivable)		(7,944)	(1,720)
Decrease/(increase) in trade and other debtors		209,093	(888,417)
(Decrease)/increase in trade and other creditors		(530,292)	1,207,577
Cash from operations		937,573	(3,092)
Interest paid		(871,354)	(8,142)
Taxation paid		(6,069)	-
Net cash generated from operating activities		60,150	(11,234)
Cash flows from investing activities			
Purchases of tangible fixed assets	12	(20,414)	(53,332)
Purchases of intangible assets	11	(25,528)	-
Cash acquired with subsidiary undertaking		-	5,780,092
Purchase of subsidiary undertaking		-	(12,712,271)
Interest received		7,944	1,720
Net cash from investing activities		(37,998)	(6,983,791)
Cash flows from financing activities			
Issue of ordinary shares		-	273,272
Repayment of loan		(473,796)	(2,050,941)
New bank loans		-	12,173,728
Net cash used in financing activities		(473,796)	10,396,059
Net (decrease)/increase in cash and cash equivalents		(451,644)	3,401,034
Cash and cash equivalents at beginning of period		3,401,034	-
Cash and cash equivalents at end of period		2,949,390	3,401,034

Notes 1 to 23 form part of these financial statements.

Upper Street Events Topco Limited

Company balance sheet at 31 December 2015

<i>Company number: 09243695</i>	Note	2015 £	2015 £	2014 £	2014 £
Fixed assets					
Investments	13		13,859,220		13,859,220
Current assets					
Debtors	14	18,618		136,642	
Cash at bank and in hand		12,859		112,101	
		<u>31,477</u>		<u>248,743</u>	
Creditors: amounts falling due within one year	15	<u>(3,675,940)</u>		<u>(2,407,999)</u>	
Net current assets			<u>(3,644,463)</u>		<u>(2,159,256)</u>
Total assets less current liabilities			<u>10,214,757</u>		<u>11,699,964</u>
Creditors: amounts falling due after more than one year	16		<u>(11,049,932)</u>		<u>(11,508,728)</u>
Net assets			<u>(835,175)</u>		<u>191,236</u>
Capital and reserves					
Called up share capital			43,610		43,610
Share premium account			229,662		229,662
Profit and loss account			<u>(1,108,447)</u>		<u>(82,036)</u>
			<u>(835,175)</u>		<u>191,236</u>

The financial statements were approved by the Board of Directors and authorised for issue on



Paul Byrom
Director

Notes 1 to 23 form part of these financial statements.

Upper Street Events Topco Limited

Company statement of changes in equity for the year ended 31 December 2015

For the year ended 31 December 2015				
	Share capital	Share premium	Profit and loss account	Total equity
	£	£	£	£
1 January 2015	43,610	229,662	(82,036)	191,236
Total comprehensive loss for the year	-	-	(1,026,411)	(1,026,411)
31 December 2015	43,610	229,662	(1,108,447)	(835, 175)
For the period ended 31 December 2014				
	Share capital	Share premium	Profit and loss account	Total equity
	£	£	£	£
1 October 2014	43,610	229,662	-	273,272
Total comprehensive loss for the period	-	-	(82,036)	(82,036)
31 December 2014	43,610	229,662	(82,036)	191,236

Notes 1 to 23 form part of these financial statements.

Upper Street Events Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2015

1 Accounting policies

Upper Street Events Topco Limited is a company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the group's operations and its principal activities are set out in the strategic report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

These financial statements are the first financial statements prepared under FRS 102 and information on the impact of first-time adoption of FRS 102 is given in note 23.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires Group management to exercise judgement in applying the Group's accounting policies.

Parent company disclosure exemptions

In preparing the separate financial statements of the parent company, advantage has been taken of the following disclosure exemptions available in FRS 102:

- Only one reconciliation of the number of shares outstanding at the beginning and end of the period has been presented as the reconciliations for the group and the parent company would be identical;
- No cash flow statement has been presented for the parent company;
- Disclosures in respect of the parent company's financial instruments and share-based payment arrangements have not been presented as equivalent disclosures have been provided in respect of the group as a whole; and
- No disclosure has been given for the aggregate remuneration of the key management personnel of the parent company as their remuneration is included in the totals for the group as a whole.

The following principal accounting policies have been applied:

Basis of consolidation

The consolidated financial statements present the results of Upper Street Events Topco Limited and its subsidiaries ("the Group") as if they formed a single entity. Intercompany transactions and balances between group companies are therefore eliminated in full.

The consolidated financial statements incorporate the results of business combinations using the purchase method. In the balance sheet, the acquired identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date control ceases.

In accordance with the transitional exemption available in FRS 102, the group has chosen not to retrospectively apply the standard to business combinations that occurred before the date of transition to FRS 102, being 1 January 2014.

Upper Street Events Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2015 (*continued*)

1 Accounting policies (*continued*)

Revenue

Turnover consists of income earned during the year, net of value added tax, from event organising. Turnover received in advance is treated as deferred income in the balance sheet.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at costs less depreciation. Depreciation is provided at rates calculated to write off the costs of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Leasehold property	-	over the length of the lease
Computer equipment	-	3 years
Fixtures and fittings	-	3 years

Website development costs

Where group companies' websites are expected to generate future revenues in excess of the costs of developing those websites and all other capitalisation criteria are met, expenditure on the functionality of the website is capitalised and treated as an intangible fixed asset. Expenditure incurred on maintaining websites and expenditure incurred on developing websites used only for advertising and promotional purposes are written off as incurred.

Valuation of investments

Investments in subsidiary are valued at cost less provision for impairment

Goodwill

Goodwill is the difference between the amounts paid on the acquisition of various businesses and the fair value of the identifiable assets and liabilities. Purchased goodwill is amortised over the estimated useful life of the asset which is considered to be between 10 and 20 years.

Other intangible assets

The company has identified its Customer Database as an intangible asset and valued it based on the income method. Its value is amortised over the estimated useful life of the asset which is considered to be 5 years.

Financial assets

Financial assets, other than investments and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities, excluding convertible debt and derivatives, are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

Upper Street Events Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2015 (*continued*)

1 Accounting policies (*continued*)

Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest rate 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.

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or 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 reporting date in the countries where the company's subsidiaries operate and generate taxable income.

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as 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 assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

Share-based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each balance sheet date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, the profit and loss account is charged with the fair value of goods and services received.

Upper Street Events Topco Limited

Notes forming part of the financial statements for the year ended 31 December 2015 (*continued*)

1 Accounting policies (*continued*)

Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Benefit received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

The group has taken advantage of the optional exemption available on transition to FRS 102 which allows lease incentives on leases entered into before the date of transition to the standard (1 January 2014) to continue to be charged over the shorter period to the first market rent review rather than the term of lease.

For leases entered into on or after 1 January 2014, reverse premiums and similar incentives received to enter into operating lease agreements are released to profit or loss over the term of the lease.

Where the Group has a legal obligation, a dilapidations provision is created on inception of a lease. These provisions are a best estimate of the cost required to return leased properties to their original condition upon termination of the lease. Where the obligation arises from 'wear and tear', the provision is accrued as the 'wear and tear' occurs.

Pension

The group operates a defined contribution pension scheme and the pension charge represents the amounts payable by the group to the fund in respect of the period.

Reserves

The Group and Company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- The share premium account includes the premium on issue of equity shares, net of any issue costs.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- Determine whether there are indicators of impairment of the group's tangible and intangible assets, including goodwill. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.

Upper Street Events Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2015 (*continued*)

3 Prior year adjustment

In the prior year financial statements for Upper Street Events Limited, incorrect classification of various items in previous years leading up to and including the period to 1 October 2014 resulted in equity being overstated, accruals being understated and prepayments being overstated by a net total of £253,325 at 31 December 2014. This has impacted on a reduction in the net assets that were acquired by Upper Street Events TopCo Limited resulting in an increased Goodwill balance.

If this was not the first year of application of FRS 102, the correction would have been highlighted in the statement of changes in equity and all comparatives would have been restated.

4 Analysis of turnover

The whole of turnover is attributable to event organising

All turnover arose within the United Kingdom

5 Operating profit/(loss)

	2015 £	2014 £
This is arrived at after charging/:		
Depreciation of tangible fixed assets	37,613	1,842
Amortisation of intangible assets, including goodwill	1,295,640	16,650
Impairment of trade debtors	196,042	-
Operating lease expense	73,408	5,615
Fees payable to the company's auditor and its associates for other services to the group:		
- The audit of the company's subsidiaries pursuant to legislation	25,000	21,250

Upper Street Events Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2015 (*continued*)

6 Employees

	2015 £	2014 £
Staff costs (including directors) consist of:		
Wages and salaries	2,647,191	198,964
Social security costs	219,236	27,457
Other pension costs	62,243	1,856
	<u>2,928,670</u>	<u>228,277</u>

The average number of employees (including directors) during the year was as follows:

	2015 Number	2014 Number
Administration	<u>62</u>	<u>50</u>

7 Directors' remuneration

	2015 £	2014 £
Directors' emoluments	<u>550,615</u>	<u>34,974</u>
Group pension contributions to defined contribution pension schemes	<u>28,248</u>	<u>1,856</u>

Emoluments of the highest paid director were £249,833 (2014 - £24,318).

8 Interest payable and similar charges

	2015 £	2014 £
Bank loans and overdrafts	3,739	3,739
On other loans	917,614	71,052
	<u>921,353</u>	<u>74,791</u>

Upper Street Events Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2015 (*continued*)

9 Taxation on loss on ordinary activities

	2015 £	2015 £	2014 £	2014 £
<i>UK corporation tax</i>				
Total current tax		78,032		46,812
<i>Deferred tax</i>				
Origination and reversal of timing differences	(3,174)		(2,869)	
Changes to tax rates	1,810		-	
Taxation on loss on ordinary activities		76,668		43,943

The tax assessed for the year is higher than the standard rate of corporation tax in the UK applied to profit before tax. The differences are explained below:

	2015 £	2014 £
(Loss)/profit on ordinary activities before tax	(987,890)	(421,957)
(Loss)/profit on ordinary activities at the standard rate of Corporation tax in the UK of 20.25% (2014 - 21%)	(200,048)	(88,611)
Effects of:		
Marginal relief	(224)	(277)
Capital allowances for year less than depreciation	-	2,970
Foreign exchange rate movement on deferred tax	3,841	(2,869)
Expenses not deductible for tax purposes	-	353,577
Other permanent difference	274,734	(220,847)
Deferred tax not recognised	(1,635)	-
Total tax charge for period	76,668	43,943

For further information on deferred tax balances see notes 17.

10 Parent company profit for the year

The company has taken advantage of the exemption allowed under section 408 of the Companies Act 2006 and has not presented its own statement of comprehensive income in these financial statements. The loss after tax of the parent company for the year was £1,026,411 (2014 - loss £82,036).

Upper Street Events Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2015 (*continued*)

11 Intangible assets

	Customer Database £	Goodwill costs £	Development costs £	Total £
<i>Cost or valuation</i>				
At 1 January 2015	4,306,017	6,701,849	-	11,007,956
Additions	-	-	25,528	25,528
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2015	4,306,017	6,701,849	25,528	11,033,484
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Amortisation</i>				
At 1 January 2015	-	16,650	-	16,650
Provision for year	861,222	434,418	-	1,295,640
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2015	861,222	451,068	-	1,312,380
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Net book value</i>				
At 31 December 2015	3,444,795	6,250,781	25,528	9,721,104
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 2014	4,306,017	6,685,199	-	10,991,216
	<hr/>	<hr/>	<hr/>	<hr/>

All development costs are internally generated and have not been subject to amortisation as the asset is not readily available for use.

Upper Street Events Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2015 (*continued*)

12 Tangible fixed assets

Group	Leasehold buildings £	Fixtures and fittings £	Computer Equipment £	Total £
<i>Cost or valuation</i>				
At 1 January 2015	81,316	59,974	163,401	304,691
Additions	-	1,536	18,878	20,414
At 31 December 2015	81,316	61,510	182,279	325,105
<i>Depreciation</i>				
At 1 January 2015	81,316	58,935	78,707	218,958
Provision for year	-	680	36,933	37,613
At 31 December 2015	81,316	59,615	115,640	256,571
<i>Net book value</i>				
At 31 December 2015	-	1,895	66,639	68,534
At 31 December 2014	-	1,039	84,694	85,733

13 Fixed asset investments

Company	Total £
<i>Cost at 1 January and at 31 December 2015</i>	13,859,220

Subsidiary undertakings, associated undertakings and other investments

The principal undertakings in which the company's interest at the year end is 20% or more are as follows:

Name	Country of incorporation or registration	Proportion of voting rights and ordinary share capital held
<i>Subsidiary undertakings</i>		
Upper Street Events Limited	United Kingdom	100%
Value Added Investments Limited*	United Kingdom	100%

*Held indirectly in Upper Street Events Limited

Upper Street Events Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2015 (*continued*)

14 Debtors

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Trade debtors	1,469,307	1,608,757	-	-
Other debtors	81,269	89,820	5,732	129,877
Prepayments and accrued income	910,224	971,235	12,886	6,765
Deferred tax asset	19,464	18,100	-	-
Corporation tax	-	24,267	-	-
	<u>2,480,264</u>	<u>2,712,179</u>	<u>18,618</u>	<u>136,642</u>

15 Creditors: amounts falling due within one year

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Bank loans and overdrafts (secured)	700,000	665,000	700,000	665,000
Trade creditors	202,811	385,912	-	-
Amounts owed to group undertakings	-	-	2,899,211	1,615,246
Corporation tax	53,765	6,079	-	-
Taxation and social security	454,586	280,113	-	-
Other creditors	12,520	102,402	64,247	-
Accruals and deferred income	4,002,864	1,204,317	12,482	127,753
	<u>5,426,546</u>	<u>2,643,823</u>	<u>3,675,940</u>	<u>2,407,999</u>

16 Creditors: amounts falling due after more than one year

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Bank loans (secured)	3,000,000	4,085,000	3,000,000	4,085,000
Other loans	8,049,932	7,423,728	8,049,932	7,423,728
Deferred income	-	3,230,239	-	-
	<u>11,049,932</u>	<u>14,738,967</u>	<u>11,049,932</u>	<u>11,508,728</u>

Upper Street Events Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2015 (continued)

16 Creditors: amounts falling due after more than one year (continued)

The maturities of sources of debt finance are as follows:

	Bank Loans and overdrafts £	Loan notes due 2021 £	B Ordinary Shares £	C Ordinary shares £
Within 1 year	700,000	-	-	-
Between 2 and 5 years	3,200,000	3,725,231	-	-
More than 5 years	-	3,725,232	599,369	100
Arrangement fees	(200,000)	-	-	-
	<u>3,700,000</u>	<u>7,450,463</u>	<u>599,369</u>	<u>100</u>

On 3 December 2014, a loan was made by National Westminster Bank Plc for £5,000,000 repayable by bi-annual instalments of £350,000 and final repayment in September 2019. The loan is secured over the assets of the company and subsidiary entities.

On 3 December 2014, £6,612,884 Variable Rate Unsecured A Loan Stock 2021, £231,000 Variable Rate Unsecured B Loan Stock 2021 and £30,000 Variable Rate Unsecured C Loan Stock was issued.

On 3 December 2014, 54,947,397 B Ordinary Shares were issued for a total consideration of £549,744. The shares carry the right to preferred return payable on exit, are convertible on exit and do not carry any voting rights.

On 3 December 2014, 1,000,000 C Ordinary Shares were issued for a total consideration of £100. The shares carry the right to a cumulative preferred participating dividend of 12.5% of distributable profits arising after the fifth anniversary.

17 Deferred taxation

Deferred tax asset

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
At beginning of period	18,100	15,231	-	-
Recognised during the period	1,364	2,869	-	-
	<u>19,464</u>	<u>18,100</u>	<u>-</u>	<u>-</u>
At the year end	19,464	18,100	-	-

	Group 2015 £	Group 2014 £	Company 2015 £	Company 2014 £
Accelerated capital allowances	19,464	18,100	-	-

Upper Street Events Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2015 (*continued*)

18 Share capital

	2015 £	2014 £
<i>Allotted, called up and fully paid</i>		
21,027,203 Ordinary A shares of £0.001 each	21,027	21,027
812,798 Ordinary D shares of £0.007638 each	6,208	6,208
2,458,135 Ordinary E shares of £0.0005 each	1,229	1,229
3,029,067 Ordinary F shares of £0.005 each	15,146	15,146
	<u>43,610</u>	<u>43,610</u>

On incorporation, 1 Ordinary share of £1 was issued for a consideration of £1. A, D, E and F ordinary shares provide the holder with voting rights and an entitlement to dividends.

19 Share based payments

Upper Street Events TopCo Limited operates an equity-settled share based remuneration scheme for employees, the only vesting condition being that the individual remains an employee of the group over the three year vesting period.

On the 18 September 2015 the company awarded 2,025,000 EMI options over class F1 and F4 ordinary shares.

	Weighted average exercise price (pence) 2015	Number 2015
Outstanding at the beginning of the year	-	-
Granted during the year	0.05	2,025,000
Forfeited during the year	-	-
Exercised during the year	-	-
Expired during the year	-	-
	<u>0.05</u>	<u>2,025,000</u>
Outstanding at the end of the year	0.05	2,025,000

The company has used the recent transaction in the entity's shares to measure the fair value of equity instruments granted.

A charge has not been made on the basis that any charge would be immaterial to the financial statements.

Upper Street Events Topco Limited

Notes forming part of the financial statements
for the year ended 31 December 2015 (continued)

20 Commitments under operating leases

Lessee

The group had minimum lease payments under non-cancellable operating leases as set out below:

	2015 £	2014 £
Not later than 1 year	68,989	55,000
Later than 1 year and not later than 5 years	72,800	82,500
Later than 5 years	6,292	-
	<hr/>	<hr/>
Total	148,081	137,500
	<hr/>	<hr/>

The company had no commitments under non-cancellable operating leases as at the balance sheet date.

21 Related party disclosures

During the period, Upper Street Events TopCo Limited was charged loan note interest of £601,982 and monitoring fees of £83,642 by Livingbridge Private Equity which controls the investment vehicles which own shares in Upper Street Events TopCo Limited. An amount of £51,189 was outstanding at the year end to Living Bridge Private equity (2014: £nil).

During the period a C Loan Notes for of £30,000 was repaid to P Soar, a director of the company.

During the period, a C Loan Note for a consideration of £40,000 was issued to J Spooner, a director of the company.

22 Post balance sheet events

There are no material post balance sheet events.

23 First time adoption of FRS 102

There are no material transition adjustments that affect the company or group financial statements.

The effect of the prior year incorrect classification which has been incorporated in this, the first set of FRS 102 accounts has been disclosed in note 3. There was no change to net assets arising from this error.