# DIRECTORS' REPORT AND FINANCIAL STATEMENTS

30 September 2015





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# Financial Express (Holdings) Limited DIRECTORS AND ADVISORS

Directors

M Holland

A R B Ward P W La Brooy D Timberlake B Graap

Secretary

P W La Brooy

Company number

3672592

Registered office

3<sup>rd</sup> Floor Hollywood House

**Church Street East** 

Woking

Surrey GU21 6HJ

Business address

3<sup>rd</sup> Floor Hollywood House

**Church Street East** 

Woking

Surrey GU21 6HJ

Independent Auditor

RSM UK Audit LLP

Chartered Accountants

25 Farringdon Street

London EC4A 4AB

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DIRECTORS' REPORT

year ended 30 September 2015

The directors present their report and financial statements for the year ended 30 September 2015.

In accordance with S414C of the Companies Act, information regarding the group's principal risks and uncertainties and key performance indicators are included in the strategic report.

#### PRINCIPAL ACTIVITIES

The principal activity of the group is the collection and provision of financial information and the development of related computer software applications.

#### RESEARCH AND DEVELOPMENT

The group has continued to develop its data depth and breadth, programming and quality systems, obtaining ISO accreditation in major parts of the business.

The group has continued to invest in its customer support systems and staff in order further to improve its ability to answer queries in a timely manner and enhance the training in the use of FE products.

#### **FUTURE OUTLOOK**

The board has a positive outlook for the future, as the group looks to take advantage of improved trading conditions domestically and further opportunities overseas. The directors expect to have another satisfactory year, with a number of new products beginning to gain a significant position in the marketplace.

#### RESULTS AND DIVIDENDS

The results of the group are detailed in the profit and loss account. The directors have recommended an interim dividend of £1,500,000 (2014: £338,559). The Directors do not recommend a final dividend (2014: £Nil).

#### **DIRECTORS**

The following directors have held office since 1 October 2014:

M Holland A R B Ward B H Graap P W La Brooy D Timberlake

#### CHARITABLE DONATIONS

During the year the group made charitable contributions totalling £11,843 (2014: £5,688).

#### POST BALANCE SHEET EVENTS

In early December 2015, FE's Chennai office was struck by serious flooding that required the building to be abandoned. Although at the time of signing of this report, the office is still without power, the directors are pleased to announce that the Group's disaster recovery system has managed to overcome this problem without any effect on the services provided to FE's customers.

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditor is unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

DIRECTORS' REPORT

year ended 30 September 2015

#### **AUDITOR**

RSM UK Audit LLP (formerly Baker Tilly UK Audit LLP) has indicated its willingness to continue in office.

By order of the Board

P W La Brooy Secretary 15 December 2015

3<sup>rd</sup> Floor, Hollywood House Church Street East Woking Surrey GU21 6HJ

STRATEGIC REPORT

year ended 30 September 2015

#### PRINCIPAL RISKS & UNCERTAINTIES

The management of the business and the execution of the group's strategy are subject to a number of risks.

The principal risks and uncertainties facing the group are reviewed on a regular basis by the Board and actions put in place to mitigate identified risks. As with any web based data/software business, the group has exposure to the following key risks:

A downturn in levels of demand from clients
A downturn in the overall level of economic activity
Fraud
A disaster at any of its sites
Adverse currency movements
Web attacks on its systems
Delivery system failures
Key staff recruitment and retention

The Board has implemented appropriate internal processes in order to mitigate these key risks to business performance.

#### **KEY PERFORMANCE INDICATORS (KPI's)**

The group use a large number of KPI's to monitor its performance, the major ones being:

The percentage of prices collected on a daily basis
The timeliness of other data collected
The downtime for any of its systems
The utilisation levels of its communication systems
The speed of access to its web based products
The overall web site traffic levels
The speed of first response to customer queries
The clearance of queries against targets
Customer satisfaction surveys
Sales targets
Annual budgets

#### **BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

The group has produced another good result for the year, with an increase in sales in all the company's main areas of activity. The group's turnover (including a joint venture) increased by 9% to £24.6m with an operating profit of £1.15m (2014 – £1.16m), while continuing to invest heavily in new products and services.

The business is focused on delivering services to the investment community – asset managers, life companies and IFAs – to enable their customers to make "better informed" investment decisions and has performed well in a challenging macroeconomic and competitive environment. In order to provide model portfolios, the group's subsidiary Trustnet Ltd is now regulated by the FCA as a fund manager.

The sales from the Hong Kong and Singapore offices were satisfactory and the group opened a permanent office in Sydney, Australia. The group's 50% investment in Global Funds Registration Ltd showed a profit of £389k (2014 – £344k). The data collection office in the Czech Republic continued to increase in numbers of staff and improve the service to the group's customers, while the main Indian data and programming office continued to increase its breadth and depth of data coverage as well as taking over client support for retail and Analytics customers.

In February 2015, the company repurchased 5,000 (2014 – 12,500) "A" shares for a total cost of £99k (2014 - £176k).

STRATEGIC REPORT

year ended 30 September 2015

At the year end, the group suffered unrealised balance sheet exchange losses that totalled £32k (2014 – losses of £25k) that were charged to an exchange reserve.

The Directors are pleased to report that the sales performance of the business continues to improve in all major respects, a testament to the hard work of the staff. However profits have suffered slightly in the short term as the group increased its resources devoted to developing products, investing in new territories and reduces its reliance on bespoke development.

By order of the Board

P W La Brooy Secretary 15 December 2015

# Financial Express (Holdings) Limited DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

The directors are responsible for preparing the Directors' Report, the Strategic Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and the company and of the profit or loss of the group for that period.

In preparing those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and accounting estimates that are reasonable and prudent;
- c. state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- d. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and 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 group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FINANCIAL EXPRESS (HOLDINGS) LIMITED

We have audited the group and parent company financial statements on pages 7 to 26. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

#### Respective responsibilities of directors and auditor

As more fully explained in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

#### Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at: <a href="https://www.frc.org.uk/auditscopeukprivate">www.frc.org.uk/auditscopeukprivate</a>

#### Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group and parent company's affairs as at 30 September 2015 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

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

#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept 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

RSM UK Ander LIP

PAUL WATTS (Senior Statutory Auditor)

For and on behalf of RSM UK AUDIT LLP (formerly BAKER TILLY UK AUDIT LLP), Statutory Auditor Chartered Accountants
25 Farringdon Street
London EC4A 4AB

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December 2015

# Financial Express (Holdings) Limited CONSOLIDATED PROFIT AND LOSS ACCOUNT for the year ended 30 September 2015

TURNOVER: Group and share of joint ventures	es 5	2015 £'000 24,610	2014 £'000
	5		
Less: Share of joint venture's turnover		(974)	22,664 (883)
TURNOVER	1	23,636	21,781
Cost of sales		(1,455)	(1,485)
GROSS PROFIT		22,181	20,296
Administrative expenses		(21,035)	(19,137)
OPERATING PROFIT	2	1,146	1,159
Other interest receivable and similar income		23	43
Interest payable – finance leases		(4)	(6)
Share of operating loss in associate		-	(459)
Share of joint venture's operating profit	5	389	344
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,554	1,081
Tax on profit on ordinary activities	4	(376)	(325)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	13	1,178	756
All activities are classed as continuing.			
CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS	AND L	OSSES	
		2015 £'000	2014 £'000
Profit for the financial year		1,178	756
Currency translations, gains and (losses) on foreign currency net investments	3	32	25
Total recognised gains relating to the year		1,210	781

# Financial Express (Holdings) Limited CONSOLIDATED BALANCE SHEET

at 30 September 2015

	2015	2014
Notes	£'000	2014 £'000
6	1,848	2,367
		1,033
3	6/5	2,066
	` 3,538	5,466
8	7,077	6,401
	7,197	4,989
	14,274	11,390
9a	(12,248)	(11,006)
	2,026	384
	5,564	5,850
9b	-	(12)
	5.564	5,838
11	17	17
	4,139	4,082
		5 101
		8
12	1,204	1,625
13	5,564	5,838
	6 7 5 8 9a 9b	6 1,848 7 1,015 5 675

The financial statements were approved and authorised for issue by the Board on 15 December 2015 and are signed on its behalf by:

Director

P La Brooy Director

# Financial Express (Holdings) Limited COMPANY BALANCE SHEET

at 30 September 2015	Company Reg No. 3672592		
	Notes	2015 £'000	2014 £'000
FIXED ASSETS			
Investments Tangible assets	5 7	6,159 859	7,417 901
		7,018	8,318
Debtors Cash at bank and in hand	8	3,559 2,282	3,189 1,349
		5,841	4,538
CREDITORS: amounts falling due within one year	9a	(7,982)	(7,843)
NET CURRENT LIABILITIES		(2,141)	(3,305)
TOTAL ASSETS LESS CURRENT LIABILITIES		4,877	5,013
CREDITORS: amounts falling due after more than one year	96		(12)
NET ASSETS		4,877	5,001
EQUITY SHARE CAPITAL AND RESERVES			
Called up share capital Share premium account Capital redemption reserve Share based payment reserve Exchange Reserves Profit and loss account	11 12 12 12 12 12	17 4,139 5 159 (100) 657	17 4,082 5 101 (16) 812
SHAREHOLDERS' FUNDS		4,877	5,001

The financial statements were approved and authorised for issue by the Board on 15 December 2015 and are signed on its behalf by:

M Holland Director

P La Brooy Director

# Financial Express (Holdings) Limited CONSOLIDATED CASH FLOW STATEMENT

for the year ended 30 September 2015

	Notes	2015 £'000	2014 £'000
NET CASH INFLOW FROM OPERATING ACTIVITIES	15(a)	2,761	2,992
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest received		19	37
TAXATION Corporation tax paid		(20)	(718)
CAPITAL EXPENDITURE AND FINANCIAL INVESTMENT	15 (c)	(510)	(1,179)
AQUISITIONS AND DISPOSALS Return of Investment in Associate	15 (d)	1,500	-
EQUITY DIVIDENDS PAID	14	(1,500)	(339)
Cash inflow before financing		2,250	793
FINANCING	15 (e)	(72)	(254)
Exchange differences		30	33
INCREASE IN CASH AT BANK		2,208	572

#### **ACCOUNTING POLICIES**

for the year ended 30 September 2015

#### ACCOUNTING CONVENTION

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards.

#### **GOING CONCERN**

After making reasonable enquiries, the board of directors consider that the group and company has adequate resources to continue its operations for the foreseeable future and therefore these financial statements have been prepared on a going concern basis.

#### BASIS OF CONSOLIDATION

The group accounts consolidate the financial statements of the company and all its subsidiary undertakings. Intragroup profits are eliminated on consolidation. Profits and losses of companies entering or leaving the group are included from the date of acquisition or up to the date of disposal. The net assets of subsidiaries acquired are included on the basis of their fair value at the date of acquisition being the date on which control passes.

#### ASSOCIATED UNDERTAKINGS

Undertakings in which the group has a participating interest and over which it exerts significant influence are defined as associated undertakings. The financial statements include the appropriate share of the results and reserves of these undertakings using the equity method based on audited financial statements to 30 September.

#### JOINT VENTURES

Undertakings in which the group has a long term interest and shares control under a contractual arrangement are defined as joint ventures. Joint ventures are accounted for using the gross equity method.

#### **GOODWILL**

Purchased goodwill is capitalised and amortised over its estimated useful economic life, which the directors have estimated as being twenty years.

#### TANGIBLE FIXED ASSETS AND DEPRECIATION

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Databases	20% on cost
Portable computer equipment	33% on cost
Computer equipment	25% on cost
Fixtures, fittings & equipment	25% on cost
Motor vehicles	25% on cost
Leasehold improvements	over life of the lease

Any assets which are impaired in value, as measured by usage or by reference to the income that can be generated, are written down to their estimated impaired value.

#### INTANGIBLE FIXED ASSETS AND AMORTISATION

Intangible fixed assets are stated at cost less amortisation. Amortisation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Data Histories 20% on cost

Any assets which are impaired in value, as measured by usage or by reference to the income that can be generated, are written down to their estimated impaired value.

#### **INVESTMENTS**

Investments in the company's balance sheet are stated at cost, less any provision for impairments.

#### **ACCOUNTING POLICIES**

for the year ended 30 September 2015

#### **TURNOVER**

Revenue is derived from the provision of financial information and related software. Recurring revenues are recognised net of VAT over the period the services are provided, once a signed contract is in place, the recoverability of the debt is reasonably assured and the arrangement is fixed or determinable.

#### LEASED ASSETS AND OBLIGATIONS

Where assets are financed by leasing agreements that give rights approximating to ownership ("finance leases"), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as obligations to the lessor. Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account in proportion to the remaining balances.

All other leases are "operating leases" and the annual rentals are charged to profit and loss on a straight line basis over the lease term.

#### RESEARCH AND DEVELOPMENT

Development costs are capitalised within intangible assets where they can be identified with a specific product or project anticipated to produce future benefits, up until the year of first release of the new product, at which time they will be amortised on the straight line basis over the anticipated life of the benefits arising from the completed product or project, usually 3 years. This policy is a change from prior years when development costs were written off to profit and loss as incurred.

Deferred research and development costs are reviewed annually, and where future benefits are deemed to have ceased or to be in doubt, the balance of any related research and development is written off to the profit and loss account

#### **DEFERRED TAXATION**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### FOREIGN CURRENCIES

Assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

Assets, liabilities, and results of overseas subsidiaries are translated at the rate ruling at the balance sheet date. Exchange differences arising are dealt with through the profit and loss account.

#### DEFINED CONTRIBUTION PENSION SCHEME

Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

#### **ACCOUNTING POLICIES**

for the year ended 30 September 2015

#### SHARE BASED PAYMENTS

The group issues equity-settled share-based payments to certain employees, which are measured at fair value at the date of grant. The fair value determined at the grant date of equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of shares that will eventually vest.

The fair value is measured by use of the Black-Scholes option pricing model. The expected life used in the model has been adjusted, based on management's best estimate, for the effect of non-transferability, exercise restrictions, and behavioural considerations.

#### **GOVERNMENT GRANTS**

Government grants of a revenue nature are credited to income in the period in which they relate.

# Financial Express (Holdings) Limited NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 September 2015

1	TURNOVER		
	Turnover is wholly attributable to the principal activity of the group.		
		2015 £'000	2014 £'000
	Analysis of turnover by geographical destination	£ 000	£ 000
	United Kingdom	21,745	19,701
	Rest of Europe	650	902
	Rest of World	1,241	1,178
		23,636	21,781
2	OPERATING PROFIT	2015	2014
		£'000	£'000
	Operating profit is stated after charging/(crediting):	500	<b>526</b>
	Depreciation of tangible assets - owned	508 31	536 29
	- leased Amortisation of intangible asset	520	445
	Audit Services - Statutory audit of parent and	320	773
	and consolidated accounts	23	22
	- Audit of subsidiaries where such		
	Services are provided by RSM		
	or its associates	26	28
	Operating leases - land and buildings	956	972
	- plant and equipment	80	75
	Government grants receivable	(20)	(196)
	Foreign exchange gain	(30)	(107) 5
	Loss on disposal of tangible fixed asset		
		<del></del>	
3	DIRECTORS AND EMPLOYEES	2015	2014
		£,000	£,000
	Staff costs including directors' emoluments	12 120	11 442
	Wages and salaries Social security costs	12,139 1,169	11,443 1,044
	Other pension costs	501	399
	Share based payment charge	58	56
		13,867	12,942
	Average number employed including executive directors	Number	Number
	Sales	40	39
	Other	384	348
		424	387
			<del></del>
		£'000	£'000
	Directors' Emoluments (including pension contributions)	967	939
	Fees paid to non-executive Directors	18	18
		985	957
		***************************************	

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

#### 3 DIRECTORS AND EMPLOYEES (continued)

The emoluments of the highest paid director were £395,544 (2014: £372,673). The amount of £44,653 (2014: £3,430) was paid as a pension payment to the defined contribution scheme on behalf of this director.

During the year, the group made pension contributions for two directors and contributions paid amounted to £62,081 (2014: two directors £61,287).

The highest paid director does not hold any share options thus none were exercised in the year (2014: Nil)

#### PENSION COSTS - DEFINED CONTRIBUTION SCHEME

The group operated a defined contribution scheme and allows more financially experienced staff to operate a SIPP on the group's own platform, Trustnet Direct. The assets of the scheme and the SIPP's are held separately from those of the company in an independently administered funds. The pension cost charge represents contributions payable by the company to the funds and amounted to £500,582 (2014: £399,246).

4	TAXATION	2015	2014
		£'000	£'000
	Analysis of charge in the period	20.5	210
	Current tax - UK corporation tax on profits for the period	285	218
	Adjustments in respect of prior periods	(208)	(75)
	Foreign Taxation	203	180
	1	280	322
	Deferred tax - origination and reversal of timing differences	96	3
	Tax on profit on ordinary activities	376	325
	Factors affecting tax charge in the period	<del> </del>	
	Profit on ordinary activities before taxation	1,554	1,081
	Profit on ordinary activities multiplied by the standard rate of		
	corporation tax in the UK of 20.5% (2014 – 22%)	319	238
	Expenses not deductible for tax purposes (primarily amortisation)	35	67
	Differences between capital allowances and depreciation	12	6
	Foreign Tax	199	155
	Research and development tax credit	(1)	(61)
	Short Term Timing differences and other deductions in period	12	(47)
	Tax adjustment in relation of associate and joint venture	(291)	(25)
	Other Adjustments (share scheme deduction)	(5)	(11)
	Current tax charge	280	322

Factors that may affect future tax charges

The only factor that may affect future tax charges is anticipated to be the potential utilisation of losses carried forward, to the extent that they have not already been recognised as deferred tax assets.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

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FIXED ASSET INVESTMENTS	To to A Transfer on a	A	111:.43	Takal
GROUP	Joint Ventures £'000	Associated Undertakings	Unlisted Investments	Total
GROOI	2 000	£'000	£'000	£,000
Share of net assets:				
1 October 2014	138	1,698	230	2,066
Share of retained profit for the year	89	-	-	89
Investment Sprint Enterprise Ltd	-	-	20	20
Return of investment in eValue FE	-	(1,500)	-	(1,500)
Transfer of associate to unlisted investment	-	(198)	198	-
30 September 2015	227	-	448	675
COMPANY		£,000	£,000	£'000
Cost of unlisted shares in subsidiaries,				
associates, joint ventures and investments:				
1 October 2014		7,187	230	7,417
Return of investment in eValue FE		(1,500)		(1,500)
Investment in EBT			160	160
Investment Sprint Enterprise Technology Ltd		-	20	20
Investment FE Advisory Asia Ltd		57	-	57
Investment Financial Express Australia Pty Ltd		5	-	5
30 September 2015		5,749	410	6,159
			***	

Details of the investments in which the group and company (unless indicated) holds 20% or more of the nominal value of any classes of share capital as at 30<sup>th</sup> September 2015 are as follows:

	Place of	Percentage	
	Incorporation	Holding	Principal Activity
Financial Express Limited	England & Wales	100%	Financial Information Services
Trustnet Limited	England & Wales	100%	Financial Information Services
UK-Wire Limited	England & Wales	100%	Dormant
Global Funds Registration Limited	England & Wales	50%	Fund Registration Services
Financial Express International Limited	Jersey	100%	Consultancy
Fedby Information Services Private	India	100%	Financial Information Services
Limited			
Financial Express (Czechia) s.r.o.	Czech Republic	100%	Financial Information Services
FE Advisory Asia Ltd	Hong Kong	100%	Financial Information Services
Financial Express Australia Pty Ltd	Australia	100%	Financial Information Services

The company also operates branches in Switzerland, Hong Kong and Singapore.

#### JOINT VENTURE

In 2007 the company invested £5,000 for 50% of the ordinary share capital of Global Funds Registrations Limited – ("GFR") in which it shares joint control with Technical Fund Marketing Limited. GFR provides the service of registering investment funds in all countries in which they wish to operate and runs a service producing and distributing multi-lingual Key Investor Information Documents (Kiids).

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

#### 5 FIXED ASSET INVESTMENTS (Continued)

GFR generated £2,073,000 of turnover for the year to 30 September 2015 (2014: £1,904,000) of which £974,000 (2014: £883,000) has been recognised in the group accounts under the gross equity method. £389,000 has been recognised in the consolidated profit and loss account as Financial Express (Holdings) Limited's share of GFR's profits for the year after tax to 30 September 2015 (2014: £344,000). The group's share of GFR's tax charge is £101,000 (2014: £90,000).

The group received a dividend of £300,000 (2014: £250,000) during the year from GFR.

As at 30 September 2015, GFR had net assets of £439,000 (2014: £260,000).

The intercompany creditor between the parent company and the joint venture amounts to £nil (2014: £1,000).

#### Investment in eValue

In January 2011, the company purchased 38% of the issued ordinary shares and 50% of the issued preference shares of eValue FE Limited ("eValue FE") for £1.5m. The preference shares can be redeemed as from 1 January 2013 in instalments until 1 April 2015. On 13 November 2014, the company redeemed its £1.5m of preference shares, declined a request for a further loan and under the Investment Agreement has reduced its holding to 8%, and thus eValue FE Limited is no longer treated as an associate company.

6 INTANGIBLE FIXED ASSETS	Data Histories £'000	Goodwill £'000	Development £'000	Total £'000
GROUP				
Cost				
At 30 September 2014	179	4,644	850	5,673
Additions	2	-	-	2
At 30 September 2015	181	4,644	850	5,675
Amortisation				<del></del>
At 30 September 2014	174	2,846	286	3,306
Charge for the year	4	234	283	521
	<del></del>		<del></del>	<del></del>
At 30 September 2015	178	3,080	569	3,827
Net book value		-		
At 30 September 2015	3	1,564	281	1,848
7 tt 30 September 2013	<del></del>			
At 30 September 2014	5	1,798	564	2,367
•				<del></del>

# Financial Express (Holdings) Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

7	TANGIBLE FIXED ASSETS GROUP	Computer equipment & software	Fixtures, fittings and equipment	Leasehold Improvements £'000	Total
		£'000	£'000	2000	£'000
	Cost	1,834	445	540	2,819
	At 30 September 2014	•	443		7
	Foreign exchange rate movements	4	-	3	-
	Additions	386	19	87	492
	Disposals	(174)	(8)	-	(182)
	At 30 September 2015	2,050	456	630	3,136
	Depreciation				
	At 30 September 2014	1,383	232	171	1,786
	Foreign exchange rate movements	5	(1)	1	5
	Charge for the year	264	92	152	508
	On disposals	(171)	(7)	-	(178)
	At 30 September 2015	1,481	316	324	2,121
	•	<u> </u>			
	Net book value				
	At 30 September 2015	569	140	306	1,015
	At 30 September 2014	451	213	369	1,033
		Computer	Fixtures,		
		equipment &	fittings and	Leasehold	
	COMPANY	software	equipment	improvements	Total
		£'000	£'000	£,000	£'000
	Cost		202	101	2.246
	At 30 September 2014	1,362 332	393 14	491 14	2,246 360
	Additions Disposals	(174)	(7)	1 <del>4</del>	(181)
	Disposais	——————————————————————————————————————			———
	At 30 September 2015	1,520	400	505	2,425
	Domesiation				
	Depreciation At 30 September 2014	1,032	187	127	1,346
	Charge for the year	203	86	109	398
	Disposals	(171)	(7)	-	(178)
	2.0000000			<del> </del>	
	At 30 September 2015	1,064	266	236	1,566
	Net book value	<del> </del>			
	At 30 September 2015	456	134	269	859
	At 30 September 2014	331	206	364	901

The net book amount of the group's and company's tangible fixed assets includes an amount of £35,000 (2014: £67,000) in respect of computer equipment and software held under finance leases. The amount of depreciation in respect of such assets amounted to £35,000 (2014: £29,000) for the year.

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

8	DEBTORS: amounts falling within				
Ū	one year	GI	ROUP	CON	<b>IPANY</b>
	·	2015	2014	2015	2014
		£'000	£'000	£'000	£'000
	Trade debtors	5,209	4,415	136	319
	Amounts due from subsidiary undertakings	-	-	1,955	1,678
	Other debtors	591	633	661	688
	Prepayments and accrued income	1,277	1,353	807	504
			·		
		7,077	6,401	3,559	3,189

Included within other debtors are interest bearing loans of £30,000 (2014: £25,000) to staff members for the exercise of options and the purchase of shares in Financial Express (Holdings) Limited.

9a	CREDITORS: amounts falling				
	due within one year	Gl	ROUP ·	CON	<b>IPANY</b>
	•	2015	2014	2015	2014
		£'000	£'000	£'000	£'000
	Trade creditors	276	335	185	260
	Amounts owed to subsidiary				
	undertakings	-	-	5,121	4,985
	Corporation tax	325	65	13	11
	Obligations under finance lease			•	
	contracts	10	28	10	28
	Other taxes and social security	832	755	256	264
	Other creditors	137	336	29	119
	Accruals and deferred income	10,668	9,487	2,368	2,176
		12,248	11,006	7,982	7,843

Included in other creditors of the group is a deferred tax liability of £10,000 (2014: asset £86,000). Included in the other creditors of the company is a deferred tax liability of £17,000 (2014: asset £28,000) see note 10.

In relation to the defined contribution pension scheme and included within other creditors, the group and company had outstanding contributions of £11,000 (2014: £71,000).

Obligations under finance lease contracts are secured on related assets.

# Financial Express (Holdings) Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

9b	CREDITORS: amounts falling due after more than one year				
		GR	OUP	COM	<b>IPANY</b>
		2015	2014	2015	2014
		£'000	£'000	£'000	£'000
	Obligations under finance lease contracts	-	12	-	12
	conducts				
		-	12	-	12
			<del></del>		
	Obligations under finance lease contracts			2015	2014
	Group and Company:			£,000	£,000
	Between one and two years			-	12
	Falling due after more than one year			-	12
	Repayable within one year			10	28
				10	40
				<del></del>	
10	DEFERRED TAX				
		GF	OUP	COM	<b>IPANY</b>
		2015 £'000	2014 £'000	2015 £'000	2014 £'000
	Corporation tax deferred by:	2015			
	Corporation tax deferred by: Accelerated capital allowances	2015	£'000		£'000
		2015 £'000	£'000	£'000	£'000
	Accelerated capital allowances	2015 £'000	£'000	£,000	£'000
	Accelerated capital allowances Other items	2015 £'000	£'000 (27) (59) ————————————————————————————————————	£'000 19 (2) ———————————————————————————————————	£'000 (14) (14)
	Accelerated capital allowances Other items  Deferred tax liability	2015 £'000 19 (9) 10 a corporation	£`000  (27) (59)  (86)  (20)  (20)	£'000  19 (2) ———————————————————————————————————	£'000 (14) (14) (14) (28)
	Accelerated capital allowances Other items  Deferred tax liability  The potential asset has been calculated on	2015 £'000 19 (9) 10 a corporation	£'000  (27) (59) (86) (20)  ax rate of 20% (20)	£'000  19 (2)  17  17  114: 20%).	£'000 (14) (14) (28) ———
	Accelerated capital allowances Other items  Deferred tax liability  The potential asset has been calculated on	2015 £'000 19 (9) 10 a corporation	£`000  (27) (59)  (86)  (20)  (20)	£'000  19 (2) ———————————————————————————————————	£'000 (14) (14) (14) (28)
	Accelerated capital allowances Other items  Deferred tax liability  The potential asset has been calculated on Deferred tax – movement in the year  At 30 September 2014	2015 £'000 19 (9) 10 a corporation of	£'000  (27) (59)  (86)  (ax rate of 20% (20)  2014	£'000  19 (2)  17  17  2014: 20%).	£'000  (14) (14) (28)  ———  (PANY 2014
	Accelerated capital allowances Other items  Deferred tax liability  The potential asset has been calculated on Deferred tax – movement in the year	2015 £'000 19 (9) 10 a corporation of the corpor	£'000  (27) (59)  (86)  (20)  (86)  2014 £'000	£'000  19 (2)  17  17  2014: 20%).  COM 2015 £'000	£'000  (14) (14) (28)  ———   (28)  4PANY 2014 £'000
	Accelerated capital allowances Other items  Deferred tax liability  The potential asset has been calculated on Deferred tax – movement in the year  At 30 September 2014 Charge to the profit and loss	2015 £'000 19 (9) 10 a corporation of the second of the	£'000  (27) (59)  (86)  (ax rate of 20% (20)  2014 £'000 (89)	£'000  19 (2)  17  17  2014: 20%).  COM 2015 £'000 (28)	£'000  (14) (14) (28)  ———  MPANY 2014 £'000 (52)

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

11	SHARE CAPITAL	2015	2014
• •	on the ora time	£	£
	GROUP AND COMPANY		
	Authorised		
	9,700,000 'A' ordinary shares of 1p each	97,000	97,000
	200,000 'B' ordinary shares of 1p each	2,000	2,000
	100,000 'C' ordinary shares of 1p each	1,000	1,000
		100,000	100,000
		<del></del>	<del></del>
	Allotted, called up and fully paid		
	1,499,170 'A' ordinary shares of 1p each (2014: 1,499,170)	14,992	14,992
	150,121 'B' ordinary shares of 1p each (2014: 147,522)	1,501	1,475
	4,650 'C' ordinary shares of 1p each (2014: 8,000)	<u>46</u>	80
		16,539	16,547

The 'B' ordinary shareholders are not entitled to vote in general meetings but in all other respects, the shares rank pari passu with the 'A' ordinary shares. The 'C' ordinary shares are entitled to vote, but only qualify for an entitlement of one hundredth of any dividend declared and only par value in the event of a sale.

During the year 5,000 'A' shares were offered for sale. The shares were purchased by Financial Express (Holdings) Ltd for consideration of £98,800 with 1,650 shares being sold to existing shareholders, and 3,350 being swopped for existing 'B' shares. A further 3,350 'C' shares were also purchased for £67. Also, during the year 2,399 'B' ordinary shares were issued on the exercise of options to staff under the share option scheme and 3,550 "B" ordinary shares were issued free to 18 staff.

#### **SHARE OPTIONS**

The company had granted options over 'B' shares as follows:

Under an EMI Scheme

•		Nu	mber of Optio	ns		
Issue Date	30 Sept 2014	Exercised in year	Granted in year	Lapsed	30 Sept 2015	Exercise Price
22/05/07	9,787	-	-	-	9,787	289.04p
01/10/09	6,500	-	-	-	6,500	515.00p
Under	an Unauthoris	ed Scheme				
01/01/13	88,303	2,399	-	3,350	82,554	1013.00p
19/02/13	9,500	• •	-	1,100	8,400	1280.00p
30/09/13	6,291	-	-	-	6,291	1280.00p
30/09/13	700	-	-	-	700	1411.00p
30/09/14	22,250	-	-	100	22,150	1731.00p
01/10/14	-	-	1,000	-	1,000	1731.00p

The Group plan provides for a grant price equal to the average market price of the Group shares on the date of grant. The vesting period is generally 2 to 3 years. If options remain unexercised after a period of 10 years from the date of grant, the options expire. Furthermore, options are forfeited if the employee leaves the Group before the options vest.

#### NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

#### 11 SHARE OPTIONS (continued)

The inputs into the Black Scholes model were as follows:

Issue of options	Share price	Volatility	Expected life	Dividend rate
	£			
01/01/13	10.13	35%	5 years	7.0%
19/02/13	12.80	35%	5 years	7.0%
30/09/13	14.11	35%	5 years	7.0%
30/09/14	17.31	35%	5 years	7.0%
01/10/14	17.31	35%	5 years	7.0%

Expected volatility was determined by calculating the historical volatility of the group's share price over the previous 5 years. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The group recognised a total expense of £58,000 (2014: £56,000) relating to equity-settled share-based payment transaction. The fair value of the options issued in the year was estimated to be in the region of £3,000(2014 - £60,000)

12	STATEMENT OF MOVEMENTS ON RESERVES GROUP	Capital redemption reserve £'000	Share premium account £'000	Share based payment £'000	Exchange Reserves £'000	Profit and loss account £'000
	Balance at 30 September 2014	5	4,082	101	8	1,625
	Profit for the year	-	-	-	-	1,178
	Dividend	-	-	-	_	(1,500)
	Repurchase of shares	-	-	-	-	(99)
	Shares issued in year	-	57	-	-	` -
	Other movements	-	-	58	32	-
	Balance at 30 September 2015	5	4,139	159	40	1,204
	COMPANY					
	Balance at 30 September 2014	5	4,082	101	(16)	812
	Profit for the year	_	-	-	-	1,406
	Dividend	-	-	-	-	(1,500)
	Repurchase of shares	` -	-	-	-	(61)
	Shares issued in year	-	57	-	-	-
	Other movements	-	-	58	(84)	-
٠	Balance at 30 September 2015	5	4,139	159	(100)	657

As permitted by s408 Companies Act 2006, the company has not presented its own profit and loss account. Details of the purchase of shares are set out in note 11.

# Financial Express (Holdings) Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

13		NCILIATION IN MOVEMENT IN SHAREHOLDERS'S – GROUP	2015 £'000	2014 £'000
	Profit a	fter tax for the year	1,178	756
		ge Differences	32	25
		dividends	(1,500)	(339)
		hase of shares	(99)	(214)
	Issue of		57	10
		ased payment	58	56
	Net (re	duction)/addition to shareholders' funds	(274)	294
	Shareho	olders' funds as at 1 October 2014	5,838	5,544
	Shareho	olders' funds as at 30 September 2015	5,564	5,838
14	DIVID	ENDS	2015	2014
			£,000	£,000
	Interim	- A ordinary shares 20.6 pence per share (2014: 20.6 pence)	309	309
		- B ordinary shares 20.6 pence per share (2014: 20.6 pence)	29	30
	Special	- A ordinary shares 70.6 pence per share (2014: nil)	1,058	-
		- B ordinary shares 70.6 pence per share (2014: nil)	104	-
			1,500	339
				<del></del>
15	CASH	FLOW STATEMENT		
	(a)	Reconciliation of operating profit to net cash inflow from	2015	2014
	( )	operating activities	£,000	£,000
•		Operating profit	1,147	1,159
		Dividends received from joint ventures	300	250
		Depreciation and amortisation charges	1,029	1,010
		Loss on disposal of fixed assets	-	5
		Share based payment charge	58	56
		(Increase)/Decreasein debtors	(763)	514
		Increase/ (Decrease) in creditors	990	(2)
		Net cash inflow from operating activities	2,761	2,992
	(1-)	Describing of and and flowers managed in mot funds	2015	2014
	(b)	Reconciliation of net cash flow to movement in net funds	£'000	£'000
		Increase in cash in the period	2,208	572
		Cash flow from finance lease payments	30	50
	·	Movement in net funds in the period	2,238	622
		Net funds at 1 October	4,949	4,327
		Net funds at 30 September	7,187	4,949

# Financial Express (Holdings) Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

15	CASH	FLOW STATEMENT (continued)			
	(c)	Capital Expenditure & Financial Investment		2015 £'000	2014 £'000
		Purchase of tangible fixed asset		(492)	(856)
		Purchase of intangible fixed assets		(2)	(222)
		Sale of tangible fixed assets		4	54
		Purchase of fixed asset investments		(20)	(155)
		Net outflow for capital expenditure		(510)	(1,179)
	(d)	Acquisition and disposal		2015 £'000	2014 £'000
		Return of Investment in Associate		1,500	-
		Acquisition of unlisted investment		-	-
		Net inflow for capital expenditure		1,500	
	(e)	Financing		2015 £'000	2014 £'000
		Shares issued in the year		57	10
		Repurchase of shares		(99)	(214)
		Capital element of finance lease rental		(30)	(50)
		Net outflow for financing		(72)	(254)
	(f)	Analysis of changes in net funds	At 30 September 2014 £'000	Cash flow £'000	At 30 September 2015 £'000
		Cash at bank and in hand	4,989	2,208	7,197
		Finance Leases	(40)	30	(10)
		Net funds	4,949	2,238	7,187
			-		

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

#### 16 GUARANTEES AND OTHER FINANCIAL COMMITMENTS

As at 30 September 2015, the annual financial commitments under non-cancellable operating leases as set out below:

out below.	,			
	C	ROUP	CO	MPANY
	2015	2014	2015	2014
	Land and	Land and	Land and	Land and
	buildings	buildings	buildings	buildings
Expiring	£,000	£'000	£'000	£,000
Less than one year	99	281	18	70
Within two to five years	829	519	499	466
	928	800	517	536
	GF	ROUP	CON	/IPANY
	2015	2014	2015	2014
	Plant &	Plant &	Plant &	Plant &
	Equipment	Equipment	Equipment	Equipment
Expiring	£'000	£,000	£,000	£,000
Less than one year	10	74	10	74
Within two to five years	-	10	-	10
	10	84	10	84
	<del></del>			

The company is a member of a VAT group and the net potential liability under the group registration as of 30 September 2015 was £686,000 (2014: £563,000).

During 2012 the company agreed a financing facility of £500,000 in order to fund computer hardware and software purchases, secured by a fixed and floating charge over the assets of the company. The directors believe that due to the nature of the agreement, the costs relating to hardware purchases should be treated as an operating lease. Payments totalled £80,000 for the year (2014: £75,000) and were charged directly to the profit and loss account.

#### 17 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption available under paragraph 3(c) of Financial Report Standard 8 Related party disclosures and therefore does not disclose transactions with its subsidiary companies.

The group provided services totalling £38,500 (2014: £35,000) to eValue FE Limited, an associate undertaking of the group, and received services of £65,000 (2014: £30,000). At 30 September 2015, £nil was owed to the group (2014: £nil).

During the year, related party transactions occurred with Global Funds Registration. Software was sold by the group totalling £59,000 (2014: £61,000), and sales were contracted on behalf of Global Funds Registration Ltd for £115,000 (2014: £138,000). The group also provided sales support, hosting, customer support and related services totalling £219,000 (2014: £181,000). The amount outstanding at the year-end was £nil (2014: £nil).

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 September 2015

#### 17 RELATED PARTY TRANSACTIONS (continued)

During the year, dividends were paid to the directors as detailed below

	2015 £	2014 £
M Holland	418,211	94,436
A R B Ward	7,396	-
P W La Brooy	47,230	10,665
D Timberlake	80,713	18,226
B Graap	64,123	14,712