COMPANY REGISTRATION NUMBER 02147432

COGORA LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 2014

COGORA LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2014

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COGORA LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

THE BOARD OF DIRECTORS	J Pettifor P Stewart
COMPANY SECRETARY	D Burns
REGISTERED OFFICE	140 London Wall 4th Floor London EC2Y 5DN
AUDITOR	Menzies LLP Chartered Accountants Heathrow Business Centre 65 High Street Egham Surrey TW20 9EY
BANKERS	HSBC Bank plc Apex Plaza Reading Berkshire RG1 1AX

The directors present their report and the financial statements of the company for the year ended 31 December 2014.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the company was that of publishing, events, online services and research.

Business Review

Cogora Limited is a healthcare media and marketing services company delivering incisive content to healthcare professionals across a variety of platforms including magazines, conferences, exhibitions, digital services and research and operates within the UK and European primary and secondary care markets.

Future Outlook

The company's main markets remain buoyant and improving economic conditions are helping to underpin this and support growth. The company will concentrate on consolidating its position and controlling costs during this period.

Principal Risks and Uncertainties

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

The key business risks and uncertainties affecting the company are considered to relate to the ability to recruit, train and retain the required number of employees to exploit the opportunities presented, and the development of new high margin revenue streams.

Financial Key Performance Indicators

Given the straightforward nature of the business, 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.

Going Concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. For this reason the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DIRECTORS

The directors who served the company during the year were as follows:

J Pettifor
P Stewart

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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 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 company and of the profit or loss of the company for that year.

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;
- 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.

AUDITOR

Menzies LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006.

Each of the persons who is a director at the date of approval of this report confirm that:

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Registered office:
140 London Wall
4th Floor
London
EC2Y 5DN

Signed on behalf of the directors

P Stewart
Director

Approved by the directors on 14/5/15

We have audited the financial statements of Cogora Limited for the year ended 31 December 2014 on pages 5 to 12. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 APB's website at www.frc.org.uk/apb/scope/private.cfm.

OPINION ON FINANCIAL STATEMENTS

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemptions from the requirement to prepare a strategic report.

Menzies LLP

JULIE ADAMS FCA (Senior Statutory Auditor)
For and on behalf of
MENZIES LLP
Chartered Accountants
& Statutory Auditor

Heathrow Business Centre
65 High Street
Egham
Surrey TW20 9EY

19 May 2015

COGORA LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2014

	Note	2014	2013
		£	£
TURNOVER		8,782,639	4,438,191
Cost of sales		6,395,050	3,376,817
GROSS PROFIT		2,387,589	1,061,374
Administrative expenses		2,980,434	2,008,374
Other operating income	2	(256,460)	(377,773)
OPERATING LOSS	3	(336,385)	(569,227)
Attributable to:			
Operating loss before exceptional items		(252,772)	(569,227)
Exceptional items	3	(83,613)	-
		(336,385)	(569,227)
Interest payable and similar charges		-	4,509
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(336,385)	(573,736)
Tax on loss on ordinary activities		-	-
LOSS FOR THE FINANCIAL YEAR		(336,385)	(573,736)

The notes on pages 7 to 12 form part of these financial statements.

COGORA LIMITED

BALANCE SHEET

31 DECEMBER 2014

	Note	2014 £	2014 £	2013 (restated) £	2013 (restated) £
FIXED ASSETS					
Intangible assets	6		1,491,322		1,926,653
Tangible assets	7		320,762		204,322
			1,812,084		2,130,975
CURRENT ASSETS					
Stocks		631,031		363,155	
Debtors due within one year	8	1,666,385		1,819,369	
Cash at bank and in hand		313,148		492,038	
		2,610,564		2,674,562	
CREDITORS: Amounts falling due within one year	9	3,140,512		3,184,798	
NET CURRENT LIABILITIES			(529,948)		(510,236)
TOTAL ASSETS LESS CURRENT LIABILITIES			1,282,136		1,620,739
CREDITORS: Amounts falling due after more than one year	10		5,738		7,956
			1,276,398		1,612,783
CAPITAL AND RESERVES					
Called-up equity share capital	14		830		830
Share premium account	15		2,152,261		2,152,261
Profit and loss account	16		(876,693)		(540,308)
SHAREHOLDERS' FUNDS			1,276,398		1,612,783

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and with the Financial Reporting Standard for Smaller Entities (effective April 2008).

These accounts were approved by the directors and authorised for issue on 14/5/15, and are signed on their behalf by:

P Stewart

Company Registration Number: 02147432

The notes on pages 7 to 12 form part of these financial statements.

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Turnover

The turnover shown in the profit and loss account represents amounts receivable for goods and services provided during the year in the normal course of business, net of trade discounts, VAT and other sales related transactions.

Revenues are recognised for the various categories of turnover as follows:

- subscriptions - on a straight line basis over the period of the subscribed product;

- advertising - on publication, on completion of printing or over the period of online display;

- conferences and exhibitions - when the event has taken place.

Salary costs

Certain salary costs are deferred on a monthly basis to be recognised against future revenue streams on a 5 monthly cycle. In the prior year a 6 monthly cycle was used, however this was reduced following the acquisition of the "Pulse" Media brand at the end of 2013 when the impact of their trading calendar was taken into account. The impact of this change on the prior year would have resulted in additional costs of £45,767 being recognised.

Goodwill

Positive purchased goodwill arising on acquisitions is capitalised, classified as an asset on the Balance Sheet and amortised over its useful economic life. Where a reliable estimate of the useful life of goodwill or intangible assets cannot be made, the life is presumed not to exceed five years. Useful ecomonic lives are reviewed at the end of each reporting period and revised if necessary, subject to the constraint that the revised life shall not exceed 20 years from the date of acquisition. The carrying amount at the date of revision is depreciated over the revised estimate of remaining useful economic life.

Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Goodwill	- Over 5 years
Intangible assets	- Over 12 years

Fixed assets

All fixed assets are initially recorded at cost.

Website Development

Costs incurred in development of the website are capitalised in accordance with SSAP 13 where it is believed that additional income will be generated by the expenditure incurred.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Plant & Machinery	-	33% and 20% straight line
Fixtures & Fittings	-	15% straight line
Software development	-	33% straight line
Leased assets (fixtures & fittings)	-	25% straight line

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

1. **ACCOUNTING POLICIES** *(continued)*

Work in progress

Work in progress is valued on the basis of direct costs plus attributable overheads based on normal level of activity. Provision is made for any foreseeable losses where appropriate. No element of profit is included in the valuation of work in progress.

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged to the profit and loss account on a straight line basis.

Finance lease agreements

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included within creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account on a straight line basis, and the capital element which reduces the outstanding obligation for future instalments.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged 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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

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

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

1. ACCOUNTING POLICIES *(continued)*

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Compound instruments

Compound instruments comprise both a liability and an equity component. At date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for a similar debt instrument. The liability component is accounted for as a financial liability.

The residual is the difference between the net proceeds of issue and the liability component (at time of issue). The residual is the equity component, which is accounted for as an equity instrument.

The interest expense on the liability component is calculated applying the effective interest rate for the liability component of the instrument. The difference between this amount and any repayments is added to the carrying amount of the liability in the balance sheet. Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

2. OTHER OPERATING INCOME

	2014	2013
	£	£
Other operating income	256,460	377,773

3. OPERATING LOSS

Operating loss is stated after charging/(crediting):

	2014	2013
	£	£
Staff pension contributions	19,856	2,367
Amortisation of intangible assets	435,331	250,000
Depreciation of owned fixed assets	123,641	26,884
Auditor's fees	7,750	7,500
Net profit on foreign currency translation	(5)	(14,823)
Exceptional items - termination payment	83,613	-

4. DIRECTORS' REMUNERATION

The directors' aggregate remuneration in respect of qualifying services were:

	2014	2013
	£	£
Aggregate remuneration	344,752	305,223

5. PRIOR YEAR ADJUSTMENT

Direct salary costs are deferred to be recognised against various revenue streams on a 5 monthly cycle (2013 - 6 monthly cycle). In the prior year these were presented within other debtors, however since they relate directly to future revenue streams earned by the Group they have been reallocated to work in progress to more accurately reflect these circumstances and the comparative restated accordingly. This adjustment has not had any impact on the result for the year ended 31 December 2013 and only the allocation of these deferred salaries has been amended on the balance sheet.

6. INTANGIBLE FIXED ASSETS

	Goodwill £	Other Intangible Assets £	Total £
COST			
At 1 January 2014 and 31 December 2014	926,653	2,000,000	2,926,653
AMORTISATION			
At 1 January 2014	-	1,000,000	1,000,000
Charge for the year	185,331	250,000	435,331
At 31 December 2014	185,331	1,250,000	1,435,331
NET BOOK VALUE			
At 31 December 2014	741,322	750,000	1,491,322
At 31 December 2013	926,653	1,000,000	1,926,653

7. TANGIBLE FIXED ASSETS

	Plant and machinery etc. £
COST	
At 1 January 2014	297,675
Additions	240,081
At 31 December 2014	537,756
DEPRECIATION	
At 1 January 2014	93,353
Charge for the year	123,641
At 31 December 2014	216,994
NET BOOK VALUE	
At 31 December 2014	320,762
At 31 December 2013	204,322

Finance Leases

Included within the net book value of £320,762 (2013: £204,322) is £5,845 (2013: £nil) relating to assets held under finance leases. The depreciation charged to the financial statements in the year in respect of such assets amounted to £1,840 (2013: £nil).

8. DEBTORS

	2014 £	2013 *(restated)* £
Trade debtors	914,634	816,486
Other debtors	751,751	1,002,883
	1,666,385	1,819,369

9. CREDITORS: Amounts falling due within one year

	2014 £	2013 £
Trade creditors	798,766	512,813
Amounts owed to group undertakings	373,561	82,204
Other taxation and social security	294,159	206,628
Other creditors	1,674,026	2,383,153
	3,140,512	3,184,798

10. CREDITORS: Amounts falling due after more than one year

	2014 £	2013 £
Other creditors	5,738	7,956

11. DEFERRED TAXATION

A deferred tax asset has not been recognised in respect of tax losses available to carry forward against future taxable profits and timing differences relating to depreciation in excess of capital allowances as the directors consider there to be insufficient evidence about when these assets will become recoverable. The amount of assets not recognised at 20% is £153,000 (2013 at 23%: £135,800).

12. SHARE-BASED PAYMENTS

The company has a share option scheme for four senior employees, including directors.

On 9 August 2013 the Group granted options in 35,000 D Ordinary shares of £0.20 each in the parent company, Cogora Group Limited, to certain employees. These options are exercisable at a price of £0.37 upon the sale of the Group.

During the year, a further 46,966 options in D Ordinary shares of £0.20 each in the parent company were granted to certain employees on 11 March 2014. These options are excersiable at a price of £0.52 upon the sale of the Group.

If the options remain unexercised after a period of 10 years from the date of grant then they expire. Options are also forfeited if the employee leaves the company before the options vest.

13. RELATED PARTY TRANSACTIONS

The company is a wholly owned subsidiary of Cogora Group Limited which publishes consolidated financial statements. The company has therefore taken advantage of the exemption from disclosure of related parties under the Financial Reporting Standard for Smaller Entities.

14. SHARE CAPITAL

Allotted, called up and fully paid:

	2014		2013	
	No	£	No	£
Ordinary shares of £0.01 each	82,996	830	82,996	830
Redeemable shares of £0.01 each	1	-	1	-
	82,997	830	82,997	830

The redeemable share is held by Cogora Group Limited, the parent company, and is redeemable at the option of the company at any time. No premium is payable upon redemption.

15. SHARE PREMIUM ACCOUNT

There was no movement on the share premium account during the financial year.

16. PROFIT AND LOSS ACCOUNT

	2014	2013
	£	£
Balance brought forward	(540,308)	33,428
Loss for the financial year	(336,385)	(573,736)
Balance carried forward	(876,693)	(540,308)

17. ULTIMATE PARENT COMPANY

The ultimate parent company is Cogora Group Limited, a company registered in England and Wales.

Cogora Group Limited prepares group financial statements and copies can be obtained from the company secretary at 140 London Wall, 4th Floor, London, EC2Y 5DN.

The ultimate controlling party is considered to be the directors by virtue of their controlling shareholding in the company.