

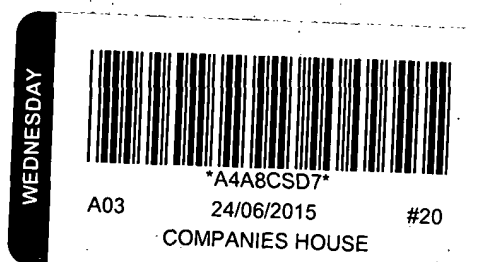
# REGISTRAR OF COMPANIES

**Agora Publishing Limited**

**Group Strategic Report, Report of the Directors and**

**Audited Consolidated Financial Statements for the Year Ended 31 December 2014**

Langdon West Williams PLC  
Curzon House 2nd Floor  
24 High Street  
Banstead  
Surrey  
SM7 2LJ



# **Agora Publishing Limited**

## **Contents of the Consolidated Financial Statements for the year ended 31 December 2014**

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# Agora Publishing Limited

## Company Information for the year ended 31 December 2014

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**DIRECTORS:**

W R Bonner  
N Rentrop

**SECRETARY:**

Ms H A Hunsperger

**REGISTERED OFFICE:**

8th Floor  
Friars Bridge Court  
41-45 Blackfriars Road  
London  
SE1 8NZ

**REGISTERED NUMBER:**

02823231 (England and Wales)

**AUDITORS:**

Langdon West Williams PLC  
Curzon House 2nd Floor  
24 High Street  
Banstead  
Surrey  
SM7 2LJ

# Agora Publishing Limited

## Group Strategic Report for the year ended 31 December 2014

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

### REVIEW OF BUSINESS

During the course of the year, the group primarily published to its subscribers both printed and internet delivered and premium publications throughout the year covering financial, personal finance and health matters. Complimentary titles and programmes are also available as well as the widely distributed financial weekly magazine MoneyWeek, the free daily email Money Morning and the website [www.moneyweek.com](http://www.moneyweek.com).

The group's subscriber numbers on a like for like basis decreased during the year and its South African operations were effected by a prolonged postal service strike which resulted in a reduction in turnover and operating profit.

The primary measures used to monitor and assess performance in the year are turnover and profitability which are detailed in the profit and loss account. The group's turnover decreased by 14% in the year and the operating profit decreased by 45% due to increased investment in marketing and the effect of the factors detailed above.

### PRINCIPAL RISKS AND UNCERTAINTIES

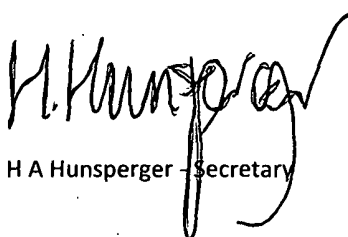
The directors continually monitor the trading and operational risks facing the group and implement processes and procedures necessary to maintain the group's performance during the financial year and its position at the end of the financial year.

The principal risks and uncertainties facing the group are:-

- 1) the effect of the current ongoing uncertainties facing the UK due to low growth and high government debt on subscribers confidence with the risk of them not renewing their subscription or purchasing other services. The group is addressing this by ensuring the content provided gives sound guidance on how subscribers can deal with the personal impact of macro economic issues and enhancing the information available on its website ; and
- 2) maintaining the high calibre and knowledgeable team of contributors and editors. This is being managed through a comprehensive training programme and ensuring an optimal employment environment.

The directors believe the actions taken in the year will allow the group to improve its financial performance in the future

### ON BEHALF OF THE BOARD:



Ms H A Hunsperger - Secretary

12 June 2015

**Report of the Directors  
for the year ended 31 December 2014**

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

**DIVIDENDS**

No dividends will be distributed for the year ended 31 December 2014.

**FUTURE DEVELOPMENTS**

The group will continue to operate in its existing and related markets.

**DIRECTORS**

The directors shown below have held office during the whole of the period from 1 January 2014 to the date of this report.

W R Bonner  
N Rentrop

**FINANCIAL INSTRUMENTS**

**Financial risk management**

The group's operations expose it to a limited number of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. Due to the nature of the financial instruments used by the group there is no exposure to price risk. The group's approach to managing these risks applicable to the financial instruments concerned is shown below. The group does not make speculative use of derivatives, currency or other instruments.

**Credit risk**

Credit risk consists mainly of cash deposits and trade debtors.

Cash deposits are all with major banks with high quality credit standing.

The group has implemented policies that require its subscribers to pay in advance of receiving the relevant product and if payment is not received within a short predefined time period the subscription is suspended. With regard to customers to whom credit is permitted, the group has policies regarding the level of credit allowed and the regular monitoring of amounts outstanding in respect of both time and credit limits.

The group has certain intra group loans denominated in euros and US dollars and so experiences currency exchange differences upon the retranslation of these balances, which are recognised in the profit and loss account in the period the retranslation occurs.

**Liquidity risk**

The group's risk to liquidity is a result of the funds available to cover future liabilities and commitments as they fall due. The group manages liquidity risk through an ongoing reviewing of future liabilities and commitments to ensure sufficient funds are available to meet amounts due.

**Interest rate cash flow risk**

The group has only interest bearing assets which comprise only cash balances. It does not have any interest bearing liabilities. The interest bearing assets are at variable rates through the group's bankers and the group's policy is to manage interest rate risk so that fluctuations in variable rates do not have a material impact of profit.

**Report of the Directors  
for the year ended 31 December 2014**

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**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Report of the Directors 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 the group and of the profit or 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 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 and the group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

**AUDITORS**

The auditors, Langdon West Williams PLC, will be proposed for re-appointment at the forthcoming Annual General Meeting.

**ON BEHALF OF THE BOARD:**

  
Ms H A Hunsperger - Secretary

12 June 2015

# **Report of the Independent Auditors to the Members of Agora Publishing Limited**

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We have audited the financial statements of Agora Publishing Limited for the year ended 31 December 2014 on pages seven to twenty four. 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 a Report of the Auditors 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 set out on page four, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Group Strategic Report and the Report of the Directors to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

## **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2014 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 Group Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

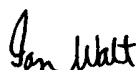
**Report of the Independent Auditors to the Members of  
Agora Publishing Limited**

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**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.



Ian Watt (Senior Statutory Auditor)  
for and on behalf of Langdon West Williams PLC  
Curzon House 2nd Floor  
24 High Street  
Banstead  
Surrey  
SM7 2LJ

12 June 2015



# Agora Publishing Limited

## Consolidated Profit and Loss Account for the year ended 31 December 2014

		2014	2013
	Notes	£	£
<b>TURNOVER</b>	2	15,965,150	18,472,042
Cost of sales		7,182,710	9,192,626
<b>GROSS PROFIT</b>		8,782,440	9,279,416
Administrative expenses		7,606,326	7,293,188
<b>OPERATING PROFIT</b>	4	1,176,114	1,986,228
Income from fixed asset investments	5	-	18,598
Interest receivable and similar income	6	66,373	101,670
		66,373	120,268
		1,242,487	2,106,496
Interest payable and similar charges	7	281	1,413
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		1,242,206	2,105,083
Tax on profit on ordinary activities	8	170,339	475,259
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		1,071,867	1,629,824
Minority interest - equity		787	822
<b>RETAINED PROFIT FOR THE GROUP CARRIED FORWARD</b>		1,071,080	1,629,002

### CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current year or previous year.

The notes form part of these financial statements

# Agora Publishing Limited

## Consolidated Statement of Total Recognised Gains and Losses for the year ended 31 December 2014

	2014 £	2013 £
<b>PROFIT FOR THE FINANCIAL YEAR</b>	<b>1,071,080</b>	<b>1,629,002</b>
Exchange difference on retranslation of investment in foreign undertaking	<u>(29,958)</u>	<u>(194,648)</u>
<b>TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR</b>	<b><u>1,041,122</u></b>	<b><u>1,434,354</u></b>

### NOTE OF HISTORICAL COST PROFITS AND LOSSES

The difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis is not material.

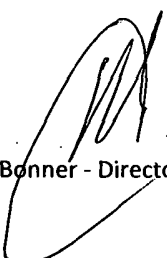
The notes form part of these financial statements

**Agora Publishing Limited (Registered number: 02823231)**

**Consolidated Balance Sheet  
31 December 2014**

	Notes	2014 £	2013 £
<b>FIXED ASSETS</b>			
Tangible assets	11	372,441	494,670
Investments	12	-	-
		<u>372,441</u>	<u>494,670</u>
<b>CURRENT ASSETS</b>			
Stocks	13	165,445	167,624
Debtors	14	3,231,213	2,739,176
Cash at bank		5,681,247	7,541,956
		<u>9,077,905</u>	<u>10,448,756</u>
<b>CREDITORS</b>			
Amounts falling due within one year	15	6,820,475	7,748,496
		<u>6,820,475</u>	<u>7,748,496</u>
<b>NET CURRENT ASSETS</b>		<u>2,257,430</u>	<u>2,700,260</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>2,629,871</u>	<u>3,194,930</u>
<b>CREDITORS</b>			
Amounts falling due after more than one year	16	(582,737)	(605,319)
<b>PROVISIONS FOR LIABILITIES</b>	18	(251,964)	(1,836,350)
<b>MINORITY INTERESTS</b>	19	(1,740)	(953)
<b>NET ASSETS</b>		<u><u>1,793,430</u></u>	<u><u>752,308</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	20	2	2
Profit and loss account	21	1,793,428	752,306
		<u>1,793,430</u>	<u>752,308</u>
<b>SHAREHOLDERS' FUNDS</b>	27	<u><u>1,793,430</u></u>	<u><u>752,308</u></u>

The financial statements were approved by the Board of Directors on 12 June 2015 and were signed on its behalf by:

  
W R Bonner - Director

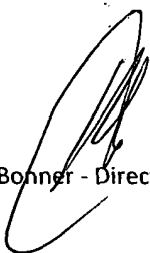
The notes form part of these financial statements

Company Balance Sheet  
31 December 2014

	Notes	2014 £	2013 £
<b>FIXED ASSETS</b>			
Tangible assets	11	-	-
Investments	12	2,481,846	2,481,846
		<u>2,481,846</u>	<u>2,481,846</u>
<b>CREDITORS</b>			
Amounts falling due within one year	15	2,151,759	2,151,759
<b>NET CURRENT LIABILITIES</b>		<u>(2,151,759)</u>	<u>(2,151,759)</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>330,087</u>	<u>330,087</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	20	2	2
Profit and loss account	21	330,085	330,085
<b>SHAREHOLDERS' FUNDS</b>	27	<u>330,087</u>	<u>330,087</u>

The financial statements were approved by the Board of Directors on 28 May 2015 and were signed on its behalf by:

W R Bonner - Director



The notes form part of these financial statements

# Agora Publishing Limited

## Consolidated Cash Flow Statement for the year ended 31 December 2014

	Notes	2014 £	2013 £
Net cash (outflow)/inflow from operating activities	28	(1,427,273)	3,115,510
Returns on investments and servicing of finance	29	66,092	62,601
Taxation		(322,843)	(791,949)
Capital expenditure and financial investment	29	(176,685)	499,285
Equity dividends paid			(1,053,547)
(Decrease)/increase in cash in the period		<u>(1,860,709)</u>	<u>1,831,900</u>
Reconciliation of net cash flow to movement in net funds	30		
(Decrease)/increase in cash in the period		<u>(1,860,709)</u>	<u>1,831,900</u>
Change in net funds resulting from cash flows		<u>(1,860,709)</u>	<u>1,831,900</u>
Movement in net funds in the period		<u>(1,860,709)</u>	<u>1,831,900</u>
Net funds at 1 January		<u>7,541,956</u>	<u>5,710,056</u>
Net funds at 31 December		<u>5,681,247</u>	<u>7,541,956</u>

The notes form part of these financial statements

Notes to the Consolidated Financial Statements  
for the year ended 31 December 2014

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1. ACCOUNTING POLICIES

**Accounting convention**

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

The financial statements have been prepared in accordance with applicable accounting standards.

The following accounting policies have been applied consistently in dealing with material items in relation to the financial statements.

**Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the company and all its subsidiaries. The turnover and results of subsidiary undertakings are included in the consolidated financial statements from the date of acquisition. The net assets of the subsidiary undertakings acquired are accounted for on the basis of fair value at the date of acquisition and any resulting goodwill has been capitalised and will be written off to the profit and loss account over 10 years, subject to an impairment review at the end of the period of acquisition. Interests in subsidiary undertakings held exclusively with a view for subsequent resale are excluded from the consolidation and held as current assets at the lower of cost and net realisable value. The group's share of the profits and losses of associated undertakings are accounted for under the equity method of accounting.

**Turnover**

Turnover represents the amounts derived from the group's principal activities and after the deduction of refunds and value added tax. Subscription income, after adjusting for refunds, is recognised as revenue on the basis of the sales value of the publications delivered in relation to the total sales value of all items covered by the subscription.

**Tangible fixed assets**

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Improvements to property	- in accordance with the property
Plant and machinery	- 33% on cost, 25% on cost and 20% on cost
Fixtures and fittings	- 25% on cost
Computer equipment	- 33% on cost and 25% on cost

**Stocks**

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

**Deferred tax**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed 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 transaction. Exchange differences are taken into account in arriving at the operating result.

**Hire purchase and leasing commitments**

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

**Notes to the Consolidated Financial Statements - continued**  
for the year ended 31 December 2014

**1. ACCOUNTING POLICIES - continued**

**Pension costs and other post-retirement benefits**

The group operates a defined contribution pension scheme. Contributions payable to the group's pension scheme are charged to the profit and loss account in the period to which they relate.

The group contributed to money purchase schemes for certain staff. The pension cost charge represents contributions payable by the company to the funds and there were no unpaid amounts outstanding at the year end (2013 - Nil).

**Deferred promotional expenditure**

Promotional expenditure incurred during the year is matched against revenue generated by that expenditure. Deferred promotional expenditure included in the balance sheet represents expenditure incurred during the year in respect of which revenue is expected to arise after the balance sheet date.

**Fixed asset investments**

Listed and unlisted fixed asset investments are stated at cost in accordance with the historical cost accounting rules.

**2. TURNOVER**

The turnover and profit before taxation are attributable to the principal activities of the group.

An analysis of turnover by class of business is given below:

	2014 £	2013 £
Publishing and marketing	15,920,318	18,425,844
Financial services	44,832	46,198
	<u>15,965,150</u>	<u>18,472,042</u>

An analysis of turnover by geographical market is given below:

	2014 £	2013 £
United Kingdom	12,427,873	13,377,839
Europe	478,637	609,967
South Africa	2,621,778	3,943,893
Rest of the World	436,862	540,343
	<u>15,965,150</u>	<u>18,472,042</u>

**3. STAFF COSTS**

	2014 £	2013 £
Wages and salaries	4,546,449	4,322,294
Social security costs	427,116	402,527
Other pension costs	122,339	142,633
	<u>5,095,904</u>	<u>4,867,454</u>

# Agora Publishing Limited

## Notes to the Consolidated Financial Statements - continued for the year ended 31 December 2014

### 3. STAFF COSTS - continued

The average monthly number of employees during the year was as follows:

	2014	2013
Production and customer services	57	52
Office and management	87	97
	<u>144</u>	<u>149</u>

### 4. OPERATING PROFIT

The operating profit is stated after charging:

	2014	2013
	£	£
Hire of plant and machinery	35,450	36,844
Other operating leases	284,650	267,186
Depreciation - owned assets	182,117	216,116
Loss on disposal of fixed assets	-	842
Auditors' remuneration	26,200	24,870
Auditors' remuneration for non audit work	21,362	20,890
Foreign exchange differences	3,720	7,467
Impairment losses on tangible fixed assets	110,247	-
Management charges payable to ultimate parent company	487,900	451,645
Foreign exchange differences	<u>3,720</u>	<u>7,467</u>
Directors' remuneration	<u>7,371</u>	<u>3,000</u>

### 5. INCOME FROM FIXED ASSET INVESTMENTS

	2014	2013
	£	£
Other fixed asset inv - UnFII	<u>-</u>	<u>18,598</u>

### 6. INTEREST RECEIVABLE AND SIMILAR INCOME

	2014	2013
	£	£
Bank interest receivable	<u>66,373</u>	<u>101,670</u>

### 7. INTEREST PAYABLE AND SIMILAR CHARGES

	2014	2013
	£	£
Bank interest	<u>281</u>	<u>1,413</u>



**Notes to the Consolidated Financial Statements - continued**  
**for the year ended 31 December 2014**

**8. TAXATION**

**Analysis of the tax charge**

The tax charge on the profit on ordinary activities for the year was as follows:

	2014 £	2013 £
Current tax:		
UK corporation tax	206,410	316,711
Overseas dividend withholding tax	(131,283)	29,134
Corporation tax - overseas	-	74,486
Corporation tax - overseas adjustment relating to previous periods	-	317
Total current tax	<u>75,127</u>	<u>420,648</u>
Deferred tax:		
Origination and reversal of timing differences	42,600	(70,509)
Rates adjustment	12,085	2,977
Overseas timing differences	40,527	122,143
Total deferred tax	<u>95,212</u>	<u>54,611</u>
Tax on profit on ordinary activities	<u><u>170,339</u></u>	<u><u>475,259</u></u>

**Factors affecting the tax charge**

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	2014 £	2013 £
Profit on ordinary activities before tax	<u>1,242,206</u>	<u>2,105,083</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 21.493% (2013 - 23.247%)	266,987	489,369
Effects of:		
Expenses not deductible for tax purposes	2,745	7,746
Income not taxable for tax purposes	-	(5,224)
Capital allowances in excess of depreciation	(982)	(114,850)
Adjustments to tax charge in respect of previous periods	-	317
Other timing differences	(16)	(23,470)
Foreign dividend withholding tax	(131,283)	29,134
Higher tax rates on foreign subsidiaries profits	7,417	37,626
Utilisation of provisions	<u>(69,741)</u>	<u>-</u>
Current tax charge	<u><u>75,127</u></u>	<u><u>420,648</u></u>

# Agora Publishing Limited

## Notes to the Consolidated Financial Statements - continued for the year ended 31 December 2014

### 9. PROFIT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the Profit and Loss Account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year was £0 (2013 - £1,053,547).

The parent company did not trade during the year. The profit in the period and the previous period comprises dividends receivable from subsidiary undertakings.

### 10. DIVIDENDS

	2014 £	2013 £
Ordinary shares of £1 each		
Interim	-	1,053,547

### 11. TANGIBLE FIXED ASSETS

#### Group

	Improvements to property £	Plant and machinery £	Fixtures and fittings £	Computer equipment £	Totals £
<b>COST</b>					
At 1 January 2014	90,621	157,564	194,829	1,146,532	1,589,546
Additions	13,253	5,136	667	157,629	176,685
Disposals	-	-	(4,688)	-	(4,688)
Impairments	-	-	-	(110,247)	(110,247)
Exchange differences	(107)	(272)	(1,307)	(9,220)	(10,906)
At 31 December 2014	103,767	162,428	189,501	1,184,694	1,640,390
<b>DEPRECIATION</b>					
At 1 January 2014	30,906	67,544	132,060	864,366	1,094,876
Charge for year	22,789	31,062	17,246	111,020	182,117
Eliminated on disposal	-	-	(4,688)	-	(4,688)
Exchange differences	(29)	(184)	(1,038)	(3,105)	(4,356)
At 31 December 2014	53,666	98,422	143,580	972,281	1,267,949
<b>NET BOOK VALUE</b>					
At 31 December 2014	50,101	64,006	45,921	212,413	372,441
At 31 December 2013	59,715	90,020	62,769	282,166	494,670

# Agora Publishing Limited

## Notes to the Consolidated Financial Statements - continued for the year ended 31 December 2014

### 12. FIXED ASSET INVESTMENTS

#### Company

	Shares in group undertakings £
<b>COST</b>	
At 1 January 2014 and 31 December 2014	3,190,162
<b>PROVISIONS</b>	
At 1 January 2014 and 31 December 2014	708,316
<b>NET BOOK VALUE</b>	
At 31 December 2014	2,481,846
At 31 December 2013	2,481,846

The group or the company's investments at the Balance Sheet date in the share capital of companies include the following:

#### Subsidiaries

##### Fleet Street Publications Limited

Country of incorporation: England and Wales

Nature of business: Publishing and marketing

	% holding
Class of shares:	
A Ordinary shares	100.00
B Ordinary shares	100.00

During the year ended 31 December 2008, W R Bonner acquired 1 Voting Deferred Share of £1 in Fleet Street Publications Limited.

##### Agora Lifestyles Limited

Country of incorporation: England and Wales

Nature of business: Publishing and marketing

	% holding
Class of shares:	
Ordinary	100.00

##### Agora Health Limited

Country of incorporation: England and Wales

Nature of business: Publishing and sale of complimentary products

	% holding
Class of shares:	
Ordinary	100.00

# Agora Publishing Limited

## Notes to the Consolidated Financial Statements - continued for the year ended 31 December 2014

### 12. FIXED ASSET INVESTMENTS - continued

#### FSP Financial Services Limited

Country of incorporation: England and Wales

Nature of business: Financial services

	%
Class of shares:	holding
Ordinary	100.00

#### Fleet Street Publications (Proprietary) Limited

Country of incorporation: South Africa

Nature of business: Publishing and marketing

	%
Class of shares:	holding
Ordinary	100.00

This company is a subsidiary of Fleet Street Publications Limited.

#### 0800 Shares Limited

Country of incorporation: England and Wales

Nature of business: Execution only financial services

	%
Class of shares:	holding
Ordinary	100.00

This company is a subsidiary of Fleet Street Publications Limited.

#### More Money Review Limited

Country of incorporation: England and Wales

Nature of business: Publishing and website marketing

	%
Class of shares:	holding
Ordinary	100.00

This company is a subsidiary of Agora Lifestyles Limited.

#### Moneyweek Limited

Country of incorporation: England and Wales

Nature of business: Publishing

	%
Class of shares:	holding
Ordinary	100.00
Deferred ordinary	100.00

### 13. STOCKS

	Group	
	2014	2013
	£	£
Stocks	<u>165,445</u>	<u>167,624</u>

# Agora Publishing Limited

## Notes to the Consolidated Financial Statements - continued for the year ended 31 December 2014

### 14. DEBTORS

	Group	
	2014 £	2013 £
Amounts falling due within one year:		
Trade debtors	782,836	1,086,537
Amounts recoverable on contract	-	3,631
Other debtors	229,527	111,422
Tax	356,122	155,547
VAT	205,326	-
Deferred tax asset	524,209	259,781
Prepayments and accrued income	215,126	165,048
	<u>2,313,146</u>	<u>1,781,966</u>
Amounts falling due after more than one year:		
Other debtors	734,454	462,079
Tax	183,613	115,520
Deferred tax asset	-	379,611
	<u>918,067</u>	<u>957,210</u>
Aggregate amounts	<u>3,231,213</u>	<u>2,739,176</u>

#### Deferred tax asset

	Group		Company	
	2014 £	2013 £	2014 £	2013 £
Accelerated capital allowances	42,957	53,224	-	-
Other timing differences	481,252	586,168	-	-
	<u>524,209</u>	<u>639,392</u>	<u>-</u>	<u>-</u>

The unprovided deferred tax asset attributable to UK trading losses is £467,434 (2013- £507,702).

Notes to the Consolidated Financial Statements - continued  
for the year ended 31 December 2014

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2014	2013	2014	2013
	£	£	£	£
Trade creditors	1,237,123	1,195,461	-	-
Tax	110,017	89,065	-	-
Social security and other taxes	126,936	116,354	-	-
VAT	-	93,463	-	-
Other creditors	384,658	198,762	1,557	1,557
Amounts owed to ultimate parent undertaking	915,967	406,433	-	-
Amounts owed to group undertakings	70,603	854,561	2,150,202	2,150,202
Accrued expenses	1,032,038	1,736,234	-	-
Deferred income	2,943,133	3,058,163	-	-
	<u>6,820,475</u>	<u>7,748,496</u>	<u>2,151,759</u>	<u>2,151,759</u>

16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group	
	2014	2013
	£	£
Deferred income	<u>582,737</u>	<u>605,319</u>

17. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

Group	Land and buildings		Other operating leases	
	2014	2013	2014	2013
	£	£	£	£
Expiring:				
Between one and five years	<u>322,000</u>	<u>320,523</u>	<u>25,500</u>	<u>15,000</u>

18. PROVISIONS FOR LIABILITIES

	Group	
	2014	2013
	£	£
Other provisions	<u>251,964</u>	<u>1,836,350</u>
Aggregate amounts	<u>251,964</u>	<u>1,836,350</u>

**Notes to the Consolidated Financial Statements - continued**  
for the year ended 31 December 2014

**18. PROVISIONS FOR LIABILITIES - continued**

**Group**

	Deferred tax £	Other provisions £
Balance at 1 January 2014	(639,392)	1,836,350
Credit to Profit and Loss Account during year	95,212	111,426
Utilised during year	-	(1,637,272)
Exchange difference on retranslation of investment in foreign undertaking	19,971	(58,540)
Balance at 31 December 2014	<u>(524,209)</u>	<u>251,964</u>

No provision has been made for the deferred tax payable in the event of distributing the accumulated reserves of the overseas subsidiary (2013 £Nil) as no dividend has been accrued and there is no binding agreement to distribute past reserves.

The other provisions relate provisions in respect of contractual management loyalty bonuses that are payable by 2020.

**19. MINORITY INTERESTS**

In accordance with Financial Reporting Standard No 2, Subsidiary Undertakings, the aggregate of the capital and reserves attributable to minority interests at the period end is disclosed separately and, where the minority interest comprises net liabilities, the group has made provision for any commercial or legal obligation to provide finance.

**20. CALLED UP SHARE CAPITAL**

Allotted, issued and fully paid:

Number:	Class:	Nominal value: £1	2014 £	2013 £
2	Ordinary	£1	<u>2</u>	<u>2</u>

**21. RESERVES**

**Group**

	Profit and loss account £
At 1 January 2014	752,306
Profit for the year	1,071,080
Exchange difference on retranslation of investment in foreign undertaking	(29,958)
At 31 December 2014	<u>1,793,428</u>

**Notes to the Consolidated Financial Statements - continued**  
for the year ended 31 December 2014

**21. RESERVES - continued**

**Company**

	Profit and loss account £
At 1 January 2014	330,085
Profit for the year	-
At 31 December 2014	<u>330,085</u>

Goodwill on acquisitions up to 31 December 1998 have been eliminated against the profit and loss account as a matter of accounting policy. This goodwill will be charged to the profit and loss account on subsequent disposal of the business to which it related. The cumulative amounts of goodwill resulting from acquisitions which has been eliminated against reserves is £765,659 (2013 £765,659).

**22. ULTIMATE PARENT COMPANY**

Agora Inc. (incorporated in United States of America) is regarded by the directors as being the company's ultimate parent company.

**23. CAPITAL COMMITMENTS**

	2014 £	2013 £
Contracted but not provided for in the financial statements	<u>20,000</u>	<u>20,000</u>

**24. OTHER FINANCIAL COMMITMENTS**

**Group guarantees and financial commitments**

The group has given its bankers fixed and floating charges over the undertaking and all current and future assets and a cross guarantee in respect of any bank borrowings of its subsidiary undertakings Fleet Street Publications Limited, Moneyweek Limited and Agora Lifestyles Limited.

The group has a contingent liability in respect of a guarantee given on behalf of South African Post Office Limited of £55,520. No loss is expected to arise.



**Notes to the Consolidated Financial Statements - continued**  
for the year ended 31 December 2014

**25. RELATED PARTY DISCLOSURES**

During the year the group has purchased goods and services from the ultimate parent undertaking, Agora Inc, on normal commercial terms totalling £1,083,207 (2013 - £505,315), been charged management charges of £487,900 (2013 - £451,645) and sold services to that company totalling £328,570 (2013 - £355,700). At the year end that company was owed £915,967 (2013 - £406,333).

During the year the group purchased goods and services from a fellow group company, International Living Publishing Limited, a company registered in Eire, totalling £70,603 on normal commercial terms. At the year end that company was owed £70,603 (2013- £854,561), which is included within Creditors: Amounts falling due within one year.

During the year the group provided administrative services to Agora Business Publications LLP, which is registered in England and Wales on normal commercial terms totalling £2,807 (2013 - £7,467) and purchased goods and services from it of £5,004 (2013 - £7,966). At the year end the group owed the LLP £1,761 (2013 - £815). The groups' ultimate parent undertaking, Agora Inc., is a member with a 50% interest in Agora Business Publications LLP.

Advantage has been taken of the exemptions provided in Financial Reporting Standard 8 not to disclose related party transactions with its subsidiary undertakings.

**26. ULTIMATE CONTROLLING PARTY**

The ultimate controlling party is W R Bonner.

**27. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

**Group**

	2014 £	2013 £
Profit for the financial year	1,071,080	1,629,002
Dividends	-	(1,053,547)
	<u>1,071,080</u>	<u>575,455</u>
Other recognised gains and losses relating to the year (net)	(29,958)	(194,648)
	<u>1,041,122</u>	<u>380,807</u>
Net addition to shareholders' funds	752,308	371,501
Opening shareholders' funds	<u>1,793,430</u>	<u>752,308</u>
Closing shareholders' funds	<u>1,793,430</u>	<u>752,308</u>

**Company**

	2014 £	2013 £
Profit for the financial year	-	1,053,547
Dividends	-	(1,053,547)
Opening shareholders' funds	<u>330,087</u>	<u>330,087</u>
Closing shareholders' funds	<u>330,087</u>	<u>330,087</u>

**Notes to the Consolidated Financial Statements - continued**  
for the year ended 31 December 2014

**28. RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES**

	2014	2013
	£	£
Operating profit	1,176,114	1,986,228
Depreciation charges	182,117	216,116
Loss on disposal of fixed assets	-	842
Exchange difference on opening assets	(3,437)	212,179
(Decrease) / Increase in provisions	(1,584,386)	473,677
Impairments of tangible fixed assets	110,247	-
Decrease in stocks	2,179	45,429
Increase in debtors	(342,183)	(39,905)
(Decrease)/increase in creditors	(967,924)	220,944
<b>Net cash (outflow)/inflow from operating activities</b>	<b>(1,427,273)</b>	<b>3,115,510</b>

**29. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT**

	2014	2013
	£	£
<b>Returns on investments and servicing of finance</b>		
Interest received	66,373	101,670
Interest paid	(281)	(57,667)
Dividends received	-	18,598
<b>Net cash inflow for returns on investments and servicing of finance</b>	<b>66,092</b>	<b>62,601</b>
 <b>Capital expenditure and financial investment</b>		
Purchase of tangible fixed assets	(176,685)	(99,995)
Sale of tangible fixed assets	-	3,164
Sale of fixed asset investments	-	596,116
<b>Net cash (outflow)/inflow for capital expenditure and financial investment</b>	<b>(176,685)</b>	<b>499,285</b>

**30. ANALYSIS OF CHANGES IN NET FUNDS**

	At 1/1/14	Cash flow	At
	£	£	31/12/14
			£
Net cash:			
Cash at bank	7,541,956	(1,860,709)	5,681,247
	7,541,956	(1,860,709)	5,681,247
 Total	 7,541,956	 (1,860,709)	 5,681,247