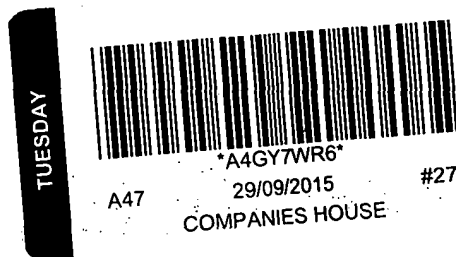

SMOOTH RADIO MIDLANDS LIMITED

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014**



SMOOTH RADIO MIDLANDS LIMITED

COMPANY INFORMATION

DIRECTORS	CD Everitt MA Lee
COMPANY SECRETARY	CD Everitt
REGISTERED NUMBER	02942105
REGISTERED OFFICE	Laser House Waterfront Quay Salford Quays Manchester M50 3XW
INDEPENDENT AUDITORS	PricewaterhouseCoopers LLP Chartered Accountants & Statutory Auditors 101 Barbirolli Square Lower Mosley Street Manchester M2 3PW

SMOOTH RADIO MIDLANDS LIMITED

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SMOOTH RADIO MIDLANDS LIMITED

DIRECTORS' REPORT FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014

The Directors present their report and the audited financial statements for the nine months ended 31 December 2014.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Strategic report, 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 period. Under that law the Directors have prepared 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 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

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.

RESULTS AND DIVIDENDS

The profit for the 9 months ended December 2014, amounted to £266,000 (*12 months ended 31 March 2014: £834,000*).

The Directors do not recommend payment of a dividend (31 March 2014: £1,750,000).

FUTURE DEVELOPMENTS

Please refer to the review of business and future developments in the strategic report on page 3.

DIRECTORS

The Directors who served during the period and to the date of signing of this report were:

CD Everitt
MA Lee

No Director had any interest in contracts made by the Company.

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The Company has granted indemnity in favour of its Directors and officers against the financial exposure that they may incur in the context of their professional duties as Directors and officers of the company.

**DIRECTORS' REPORT CONTINUED
FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014**

DISCLOSURE OF INFORMATION TO AUDITORS

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

- so far as that Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

INDEPENDENT AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and, in the absence of a notice proposing that the appointment be terminated, they will be deemed to be re-appointed for the next financial year.

This report was approved by the board on 24 September 2015 and signed on its behalf.



CD Everitt
Director

SMOOTH RADIO MIDLANDS LIMITED

STRATEGIC REPORT FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014

The Directors present their Strategic Report for the Company.

BUSINESS REVIEW AND FUTURE DEVELOPMENTS

The principal activity of the Company is that of a radio broadcaster in the East Midlands under the Smooth brand name.

On 31 March 2014 the Company was acquired by Communicorp UK Limited. The sale was the result of the Competition and Markets Authority's remedies arising from the acquisition of Real and Smooth Limited (the previous parent company undertaking) by This is Global Limited.

The profit for the 9 months ended 31 December 2014, before taxation, was £339,000 (12 month period ended 31 March 2014: £1,101,000). Turnover for the 9 months ended December 2014 was £2,154,000 (12 month period ended 31 March 2014: £4,216,000). The profit was in line with expectations for the period. Smooth Radio East Midlands reaches 387,000 adults aged 15+ each week, up 6.3% from March 2014, and has an overall commercial market share of 17.2% as at the end of December 2014 (Source: RAJAR December 2014).

The Directors are satisfied with the performance of the station during the period and will focus on growing its revenue and audiences through further marketing investment in the brand.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company is a subsidiary of Communicorp UK Limited. From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. The principal risks in the view of the Directors are outlined below.

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company uses intercompany borrowings from other Group companies.

Market risk

The key risk to the business is that an advertising slowdown may put pressure on traditional revenues, and reduce the value of the investments held. The risk is monitored and managed through Group management.

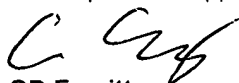
Interest rate risk

Interest rate risk arises from intercompany balances that bear interest at the Bank of England base rate +2%. The directors have reviewed the Company's exposure to interest rates and have concluded that the risk is appropriate in relation to the financial results of the Company.

FINANCIAL KEY PERFORMANCE INDICATORS

The business uses key performance indicators which are monitored on a regular basis and include audience trends such as weekly reach, listening hours, share of the market and demographic mix, as well as financial indicators such as turnover, EBITDA and operating margins. Variance analysis is performed monthly and variances are monitored and discussed within a formal meeting structure. Key performance indicators are included in the business review and future developments section of this report.

This report was approved by the board on 24 September 2015 and signed on its behalf.


CD Everitt
Director

SMOOTH RADIO MIDLANDS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SMOOTH RADIO MIDLANDS LIMITED

Report on the financial statements

Our opinion

In our opinion, Smooth Radio Midlands Limited's financial statements (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 profit for the 9 month period (the "period") 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.

What we have audited

Smooth Radio Midlands Limited's financial statements comprise:

- the balance sheet as at 31 December 2014;
- the profit and loss account for the 9 month period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

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 period for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 1, 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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

SMOOTH RADIO MIDLANDS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SMOOTH RADIO MIDLANDS LIMITED CONTINUED

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

We conducted our audit in accordance with ISAs (UK & Ireland). 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 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Directors' Report and Financial Statements 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.



Simon White (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
24 September 2015

SMOOTH RADIO MIDLANDS LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014**

	Note	9 months to 31 December 2014 £000	12 months to 31 March 2014 £000
TURNOVER	2	2,154	4,216
Operating charges		(1,836)	(3,124)
OPERATING PROFIT	3	318	1,092
Interest receivable and similar income	6	21	9
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		339	1,101
Tax on profit on ordinary activities	7	(73)	(267)
PROFIT FOR THE FINANCIAL PERIOD / YEAR	13	266	834

All amounts relate to continuing operations.

There were no recognised gains and losses for 9 months ended 31 December 2014 or for the year ended 31 March 2014 other than those included in the Profit and loss account.

There are no material differences between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents.

The notes on pages 8 to 15 form part of these financial statements.

SMOOTH RADIO MIDLANDS LIMITED
REGISTERED NUMBER 02942105

BALANCE SHEET
AS AT 31 DECEMBER 2014

			9 months to 31 December 2014		12 months to 31 March 2014
	Note	£000	£000	£000	£000
FIXED ASSETS					
Tangible assets	8		2		-
CURRENT ASSETS					
Debtors	9	1,414		253	
Cash at bank and in hand		104		665	
		1,518		918	
CREDITORS: amounts falling due within one year	10	(502)		(166)	
NET CURRENT ASSETS			1,016		752
NET ASSETS			1,018		752
CAPITAL AND RESERVES					
Called up share capital	12		1		1
Profit and loss account	13		1,017		751
TOTAL SHAREHOLDERS' FUNDS	14		1,018		752

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 24 September 2015.



CD Everitt
Director

The notes on pages 8 to 15 form part of these financial statements.

SMOOTH RADIO MIDLANDS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

1.2 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.3 Turnover

Revenue comprises the fair value of consideration received or receivable for the sale of goods and services in the ordinary course of business (net of VAT, trade discounts and anticipated returns). Revenue is recognised when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the company.

Online advertising revenue is recognised as page impressions are served or evenly over the period, depending on the terms of the contract.

Radio airtime, advertising, sponsorship and other revenue is recognised as the advertising or channel is aired.

Radio advertisement production revenue is recognised when the advert is produced.

Deferred income is recorded in the balance sheet and represents amounts invoiced but not yet recognised in the profit and loss account.

Revenue from barter transactions for advertising is recognised and disclosed only where there is persuasive evidence of the value at which, if it had not been exchanged, the advertising would have been sold for cash in a similar transaction.

1.4 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 of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Studio and office equipment	12.5% - 33%
-----------------------------	-------------

The carrying value of fixed assets is reviewed for impairment if events or changes in circumstances suggest that their carrying amount may not be recoverable. When an impairment review is undertaken, the recoverable amount is calculated as the net present value of expected future cash flows of the relevant income generating unit. Any impairment is recognised in the profit and loss account in the period it occurs.

SMOOTH RADIO MIDLANDS LIMITED

NOTES TO THE FINANCIAL STATEMENTS CONTINUED FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES (continued)

1.5 Operating leases

Leases in which a significant proportion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term.

1.6 Current tax

The company provides for corporate taxation on the results for the year at the normal rate applicable to that year and recognises group relief when made available.

1.7 Deferred taxation

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

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

1.8 Pensions

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

2. TURNOVER

All turnover arose within the United Kingdom.

3. OPERATING PROFIT

The operating profit is stated after charging:

	9 months to 31 December 2014 £000	12 months to 31 March 2014 £000
Depreciation of tangible fixed assets:		
- Owned by the company	-	6
Auditors' remuneration - audit of the Company	4	4
Operating lease rentals:		
- plant and machinery	110	294
- other operating leases	24	85

SMOOTH RADIO MIDLANDS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS CONTINUED
FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014**

4. STAFF COSTS

Staff costs were as follows:

	9 months to 31 December 2014 £000	<i>12 months to 31 March 2014 £000</i>
Wages and Salaries	362	610
Social Security Costs	44	78
Other Pension Costs	17	29
	<u>423</u>	<u>717</u>

The average monthly number of persons employed during the period / year was as follows:

	9 months to 31 December 2014 No.	<i>12 months to 31 March 2014 No.</i>
Administration	2	7
Sales	9	6
	<u>11</u>	<u>13</u>

5. DIRECTORS' REMUNERATION

The emoluments of the Directors are paid by the immediate parent company Communicorp UK Limited and recharged to the Company. In the 9 month period ended 31 December 2014 the amount recharged was £45,700 (12 months ended 31 March 2014: £Nil), including £29,100 for the highest paid Director (12 months ended 31 March 2014: £Nil). The actual emoluments received by the Directors are disclosed in the financial statements of Communicorp UK Limited.

6. INTEREST RECEIVABLE AND SIMILAR INCOME

	9 months to 31 December 2014 £000	<i>12 months to 31 March 2014 £000</i>
Interest receivable from fellow subsidiaries	<u>21</u>	<u>9</u>

SMOOTH RADIO MIDLANDS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS CONTINUED
FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014**

7. TAX ON PROFIT ON ORDINARY ACTIVITIES

	9 months to 31 December 2014 £000	12 months to 31 March 2014 £000
Analysis of tax charge in the period / year		
Current tax (see note below)		
UK Corporation tax charge on profit for the period / year	65	248
Adjustments in respect of prior years		1
	<u>65</u>	<u>249</u>
Deferred Tax (see note 11)		
Origination and reversal of timing differences	8	18
	<u>8</u>	<u>18</u>
Tax on profit on ordinary activities	<u>73</u>	<u>267</u>

Factors affecting tax charge for the period/year

The taxation assessed for the year is lower than (31 March 2014: lower than) the standard rate of corporation tax in the UK of 21% (March 2014: 23%). The differences are explained below:

	9 months to 31 December 2014 £000	12 months to 31 March 2014 £000
Profit on ordinary activities before taxation	339	1,101
	<u>339</u>	<u>1,101</u>
Profit on ordinary activities multiplied by standard rate of Corporation tax in the UK of 21% (March 2014 23%)	71	253
Effects of		
Expenses not deductible for tax purposes	2	7
Capital allowances for period / year in excess of depreciation	(8)	(12)
Adjustment in respect of prior years		1
	<u>2</u>	<u>1</u>
Current tax charge for the period / year (see note below)	<u>65</u>	<u>249</u>

Factors that may affect future tax charges

On 19 March 2013 the Chancellor announced the reduction in the main rate of UK corporation tax to 21 per cent with effect from 1 April 2014. The Chancellor also proposed changes to further reduce the main rate of corporation tax by one per cent to 20 per cent by 1 April 2015. These changes were substantively enacted on 2 July 2013 and therefore the effect of the rate changes created a reduction in the deferred tax asset which has been included in the figures above.

SMOOTH RADIO MIDLANDS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS CONTINUED
FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014**

7. TAX ON PROFIT ON ORDINARY ACTIVITIES (Continued)

Further changes to the UK corporation tax rate were announced in the Chancellor's budget on 8 July 2015. These include reductions to the main rate to 19% from 1 April 2017 and to 18% from the 1 April 2020. As these changes have not been substantively enacted at the balance sheet date their effects are not included in these financial statements. The overall effect of these changes, if they had been applied to the deferred tax balance at the balance sheet date, are not considered to be significant.

8. TANGIBLE FIXED ASSETS

	Studio and Office equipment £000
Cost	
At 1 April 2014	-
Additions	2
	<hr/>
At 31 December 2014	2
	<hr/>
Accumulated depreciation	
At 1 April 2014 and 31 December 2014	-
	<hr/>
Net book value	
At 31 December 2014	2
	<hr/>
At 31 March 2014	-
	<hr/>

9. DEBTORS

	31 December 2014 £000	31 March 2014 £000
Trade debtors	179	139
Other debtors	-	1
Amounts owed by group undertakings	1,125	5
Prepayments and accrued income	64	54
Deferred tax asset (see note 11)	46	54
	<hr/>	<hr/>
	1,414	253
	<hr/>	<hr/>

Amounts owed by group undertakings, excluding group relief payable, are unsecured, bear interest at the Bank of England base rate +2% and are repayable on demand.

SMOOTH RADIO MIDLANDS LIMITED

NOTES TO THE FINANCIAL STATEMENTS CONTINUED
FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014

10. CREDITORS: Amounts falling due within one year

	31 December 2014 £000	31 March 2014 £000
Trade creditors	16	9
Other creditors	18	18
Taxation and social security	133	1
Accruals and deferred income	335	138
	<u>502</u>	<u>166</u>

11. DEFERRED TAX ASSET

	31 December 2014 £000	31 March 2014 £000
At beginning of period / year	54	72
Charged to the Profit and Loss account in the period / year	(8)	(18)
	<u>46</u>	<u>54</u>

The deferred tax asset is made up as follows:

	31 December 2014 £000	31 March 2014 £000
Accelerated capital allowances	46	54
	<u>46</u>	<u>54</u>

12. CALLED UP SHARE CAPITAL

	31 December 2014 £000	31 March 2014 £000
Allotted, called up and fully paid		
1,000 (31 March 2014: 1,000) Ordinary shares of £1 each	1	1
	<u>1</u>	<u>1</u>

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014**

13. PROFIT AND LOSS ACCOUNT

	£000
At 1 April 2014	751
Profit for the financial period	<u>266</u>
At 31 December 2014	<u>1,017</u>

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 December 2014 £000	31 March 2014 £000
Opening shareholders' funds	752	1,668
Profit for the financial period / year	266	834
Dividends (Note 15)	<u>-</u>	<u>(1,750)</u>
Closing shareholders' funds	<u>1,018</u>	<u>752</u>

15. DIVIDENDS

	9 months to 31 December 2014 £000	12 months to 31 March 2014 £000
Dividends paid on equity capital	<u>-</u>	<u>1,750</u>

No dividends were paid during the period (12 months to 31 March 2014: £Nil)

16. OPERATING LEASE COMMITMENTS

The Company had annual commitments under non-cancellable operating leases as follows:

	Equipment and vehicles 31 December 2014 £000	31 March 2014 £000
Expiry date:		
Within 1 year	16	-
Between 2 and 5 years	72	181
After more than 5 years	<u>153</u>	<u>-</u>

SMOOTH RADIO MIDLANDS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE 9 MONTH PERIOD ENDED 31 DECEMBER 2014**

17. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the Communicorp Group (or investees of the Group qualifying as related parties).

18. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

Communicorp UK Limited, a company incorporated in Great Britain and registered in Northern Ireland, is the Company's immediate and intermediate parent undertaking. The Directors consider that Communicorp Group Limited, a company incorporated in the Republic of Ireland, is the ultimate controlling party of the Company.

The Company's ultimate parent undertaking is Communicorp Group Limited, a Company incorporated in the Republic of Ireland. The largest and smallest group in which the results of the Company are consolidated is that headed by Communicorp Group Limited and the consolidated financial statements are available from the offices of that Company.