

Agora Lifestyles Limited
Report of the Director and
Audited Financial Statements for the Year Ended 31 December 2013



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

Agora Lifestyles Limited

Contents of the Financial Statements for the year ended 31 December 2013

	Page
Company Information	1
Report of the Director	2
Report of the Independent Auditors	4
Profit and Loss Account	6
Balance Sheet	7
Notes to the Financial Statements	8
Trading and Profit and Loss Account	14

Agora Lifestyles Limited

Company Information for the year ended 31 December 2013

DIRECTOR:

D A Hughes

SECRETARY:

Ms H Hunsperger

REGISTERED OFFICE:

Curzon House
24 High Street
Banstead
Surrey
SM7 2LJ

REGISTERED NUMBER:

03303666 (England and Wales)

AUDITORS:

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

**Report of the Director
for the year ended 31 December 2013**

The director presents his report with the financial statements of the company for the year ended 31 December 2013.

DIVIDENDS

An interim dividend of £2,400 per share was paid on 20 December 2013. The director recommends that no final dividend be paid.

The total distribution of dividends for the year ended 31 December 2013 will be £240,000.

FUTURE DEVELOPMENTS

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

DIRECTOR

D A Hughes held office during the whole of the period from 1 January 2013 to the date of this report.

FINANCIAL INSTRUMENTS

Financial risk management

The company'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 company there is no exposure to price risk. The company's approach to managing these risks applicable to the financial instruments concerned is shown below. The company 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, managed by fellow subsidiaries.

The company 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 company has policies regarding the level of credit allowed and the regular monitoring of amounts outstanding in respect of both time and credit limits.

Liquidity risk

The company's risk to liquidity is a result of the funds available to cover future liabilities and commitments as they fall due. The company 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 company 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 company's bankers and the company'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 Director
for the year ended 31 December 2013**

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is 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 director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

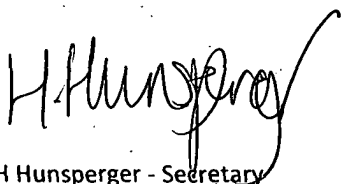
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and he 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 company'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 Hunsperger - Secretary

30 April 2014

Report of the Independent Auditors to the Members of Agora Lifestyles Limited

We have audited the financial statements of Agora Lifestyles Limited for the year ended 31 December 2013 on pages six to thirteen. 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 director and auditors

As explained more fully in the Statement of Director's Responsibilities set out on page three, the director is 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 company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Director 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 company's affairs as at 31 December 2013 and of its 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 Report of the Director 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 Lifestyles Limited**

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic Report.



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

30 April 2014

Agora Lifestyles Limited

Profit and Loss Account for the year ended 31 December 2013

	Notes	2013 £	2012 £
TURNOVER	2	2,630,183	1,760,330
Cost of sales		846,720	364,113
GROSS PROFIT		1,783,463	1,396,217
Administrative expenses		1,517,799	1,202,251
OPERATING PROFIT	4	265,664	193,966
Income from shares in group undertakings	5	38,000	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		303,664	193,966
Tax on profit on ordinary activities	6	61,758	47,516
PROFIT FOR THE FINANCIAL YEAR		241,906	146,450

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

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

**Balance Sheet
31 December 2013**

		2013		2012	
	Notes	£	£	£	£
FIXED ASSETS					
Investments	8		100		-
CURRENT ASSETS					
Debtors	9	744,592		250,994	
Cash at bank		<u>125,358</u>		<u>490,200</u>	
		869,950		741,194	
CREDITORS					
Amounts falling due within one year	10	<u>779,528</u>		<u>650,578</u>	
NET CURRENT ASSETS			<u>90,422</u>		<u>90,616</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>90,522</u>		<u>90,616</u>
CREDITORS					
Amounts falling due after more than one year	11		<u>76,000</u>		<u>78,000</u>
NET ASSETS			<u><u>14,522</u></u>		<u><u>12,616</u></u>
CAPITAL AND RESERVES					
Called up share capital	12		100		100
Profit and loss account	13		<u>14,422</u>		<u>12,516</u>
SHAREHOLDERS' FUNDS	18		<u><u>14,522</u></u>		<u><u>12,616</u></u>

The financial statements were approved by the director on 30 April 2014 and were signed by:



D A Hughes - Director

The notes form part of these financial statements

**Notes to the Financial Statements
for the year ended 31 December 2013**

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

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.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Preparation of consolidated financial statements

The financial statements contain information about Agora Lifestyles Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Agora Publishing Limited, a company registered in England and Wales.

Turnover

Turnover represents the amount derived from the company's principal activity of publishing and marketing 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.

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.

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.

Cash flow statement

The company has taken advantage of the exemptions provided by FRS1 not to present a cash flow statement since it is a wholly owned subsidiary of another company registered in England and Wales.

Agora Lifestyles Limited

Notes to the Financial Statements - continued for the year ended 31 December 2013

2. TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company.

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

	2013 £	2012 £
Publishing and marketing	2,630,183	1,760,330
	<u>2,630,183</u>	<u>1,760,330</u>

An analysis of turnover by geographical market is given below:

	2013 £	2012 £
United Kingdom	2,415,994	1,579,513
Europe	121,680	100,617
Rest of World	92,509	80,200
	<u>2,630,183</u>	<u>1,760,330</u>

3. STAFF COSTS

There were no staff costs for the year ended 31 December 2013 nor for the year ended 31 December 2012.

4. OPERATING PROFIT

The operating profit is stated after charging:

	2013 £	2012 £
Management charges payable to fellow subsidiary undertakings	1,435,152	1,196,291
Management charges payable to other group companies	45,927	5,960
Directors remuneration paid by a fellow subsidiary undertaking	55,807	47,169
	<u> </u>	<u> </u>
Director's remuneration	-	-
	<u> </u>	<u> </u>

The auditors remuneration for the year was nil (2012 - nil).

5. INCOME FROM SHARES IN GROUP UNDERTAKINGS

	2013 £	2012 £
Shares in group undertakings	38,000	-
	<u> </u>	<u> </u>

Agora Lifestyles Limited

Notes to the Financial Statements - continued for the year ended 31 December 2013

6. TAXATION

Analysis of the tax charge

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

	2013 £	2012 £
Current tax:		
UK corporation tax	61,758	47,516
	<u>61,758</u>	<u>47,516</u>
Tax on profit on ordinary activities	<u>61,758</u>	<u>47,516</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:

	2013 £	2012 £
Profit on ordinary activities before tax	303,664	193,966
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23.246% (2012 - 24.497%)	70,590	47,516
Effects of:		
Income not taxable for tax purposes	(8,832)	-
Current tax charge	<u>61,758</u>	<u>47,516</u>

7. DIVIDENDS

	2013 £	2012 £
Ordinary shares of £1 each		
Interim	240,000	145,000

8. FIXED ASSET INVESTMENTS

	Shares in group undertakings £
COST	
Additions	100
At 31 December 2013	<u>100</u>
NET BOOK VALUE	
At 31 December 2013	<u>100</u>

Agora Lifestyles Limited

Notes to the Financial Statements - continued for the year ended 31 December 2013

8. FIXED ASSET INVESTMENTS - continued

The company's investments at the balance sheet date in the share capital of companies include the following:

More Money Review Limited

Nature of business: Website based publications reviews

Class of shares:	% holding
Ordinary	100.00

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Trade debtors	41,195	100,522
Amount owed by group undertakings	681,517	150,472
Prepayments and accrued income	21,880	-
	<u>744,592</u>	<u>250,994</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Trade creditors	166,156	56,121
Accrued expenses	179,879	165,457
Deferred income	433,493	429,000
	<u>779,528</u>	<u>650,578</u>

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

	2013 £	2012 £
Deferred income	76,000	78,000

12. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2013 £	2012 £
100	Ordinary	£1	<u>100</u>	<u>100</u>

Agora Lifestyles Limited

Notes to the Financial Statements - continued for the year ended 31 December 2013

13. RESERVES

	Profit and loss account £
At 1 January 2013	12,516
Profit for the year	241,906
Dividends	(240,000)
At 31 December 2013	<u>14,422</u>

14. ULTIMATE PARENT COMPANY

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

The company's immediate parent undertaking at the balance sheet date was Agora Publishing Limited, a company incorporated in England and Wales. The accounts are available from 8th Floor Friars Bridge Court, 41-45 Blackfriars Road, SE1 8NZ.

15. OTHER FINANCIAL COMMITMENTS

The company 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 fellow subsidiary undertakings Fleet Street Publications Limited and the immediate parent undertaking, Agora Publishing Limited.

16. RELATED PARTY DISCLOSURES

The company has been charged management charges totalling £45,927 by Agora Inc., the ultimate parent company. (2012 - £5,960 by a fellow group undertaking, International Living Publishing Limited, a company registered in Eire). At the year end the amount owed to International Living Publishing Limited was nil.

The company has been charged £1,435,152 (2012 - £1,196,291) by Fleet Street Publications Limited a fellow group undertaking for services and costs incurred on its behalf on normal commercial terms. The amount owed to fellow group undertakings at the balance sheet date is disclosed within Debtors: Amounts falling due within one year.

The company has been charged 36,720 for group database charges by Agora Inc., the ultimate parent company. At the year end the amount owed to Agora Inc. was nil.

Advantage has been taken of the exemptions provided in Financial Reporting Standard No 8 not to disclose related party transaction with the immediate parent undertaking and fellow subsidiary undertakings of that company.

17. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is W R Bonner.