Registered Number 03554468

The Way Ahead Group Limited

Report and Financial Statements

31 December 2013

Directors
R I Wilmshurst
J-M, C, G Bonamy
C Sere-Annichini
S Gillham

Secretary
R I Wilmshurst

Auditors
Ernst & Young LLP
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London
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Bankers
Royal Bank of Scotland
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Norfolk House,
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Strategic report

The directors present their strategic report and the audited financial statements of The Way Ahead Group Limited ('the Company') for the year ended 31 December 2013

Principal activity and review of the business

The principal activity of the company during the year continued to be that of ticket agent for the live entertainment industry

The balance sheet on page 8 of the financial statements shows that the company had net assets of £20 3 million (2012 – net assets of £15 0 million) The movement in the year reflects the trading result

Future developments

The company has developed tactical and strategic plans to ensure it remains competitive into the future Management processes have been implemented to monitor progress against critical success factors As a result profits are anticipated to grow in the coming year despite the economic headwind

Principal risks and uncertainties

The company faces competitive pressures from other ticketing agencies to attract and sell tickets for event promoters The company manages this risk by providing quality service to promoters, being able to react quickly to promoter queries and to maintain and develop strong relationships with new and continuing event promoters

On behalf of the Board

R I Wilmshurst
Director

27 MAR 2014

Directors' report

The directors present their report for the year ended 31 December 2013

Directors

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

R I Wilmshurst
J-M, C, G Bonamy
C Sere-Annichini
S Gillham

Results and dividends

The profit for the year after taxation amounted to £5 3 million (2012 – profit of £4 6 million) There was no dividend paid during the period and the directors do not recommend the payment of a final dividend

Future developments

The directors expect the general level of activity of the company will remain stable and unchanged

Going concern

The directors have prepared forecasts and concluded that the company is able to operate and meet any obligations as they fall due for the foreseeable future, being a period of at least 12 months from the date of approval of the financial statements

In addition, the group has support from Vivendi SA, a French company listed on the French stock exchange and the Ultimate parent undertaking

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future Accordingly, they continue to adopt the going concern basis in preparing the report and financial statements

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting

On behalf of the Board

R I Wilmshurst
Director

27 MAR 2014

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, 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 period In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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

Independent auditor's report

to the members of The Way Ahead Group Limited

We have audited the financial statements of The Way Ahead Group Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 20 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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

Respective responsibilities of directors and auditors

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

Scope of the audit of the financial statements

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 In addition, we read all the financial and non-financial information in the financial statements to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

Opinion on the 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 Strategic Report and Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements

Independent auditor's report (continued)

to the members of The Way Away Group 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 by the company, 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

Ernst & Young LLP

Michael Wansbury (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
27 March 2014

Profit and loss account

for the year ended 31 December 2013

	Notes	2013 £000	2012 £000
Turnover	2	20,505	21,352
Cost of sales		(10,439)	(12,191)
Gross profit		10,066	9,161
Administrative expenses		(3,517)	(2,845)
Operating profit	3	6,549	6,316
Interest receivable and similar income	6	189	137
Interest payable and similar charges	7	(206)	(288)
Profit on ordinary activities before taxation		6,530	6,165
Tax on profit on ordinary activities	8	(1,200)	(1,608)
Profit for the financial year	16	5,330	4,557

All operations relate to continuing activities

Statement of total recognised gains and losses

for the year ended 31 December 2013

There are no recognised gains or losses other than the profit attributable to the shareholders of the company of £5 3 million in the year ended 31 December 2013 (2012 – profit of £4 6 million)

Balance sheet

at 31 December 2013

	Notes	2013 £000	2012 £000
Fixed assets			
Tangible assets	9	399	584
Investments	10	1,086	1,086
		1,485	1,670
Current assets			
Debtors falling due after more than one year	11	424	649
Debtors falling due within one year	11	40,750	36,031
		41,174	36,680
Cash at bank		3,775	5,467
		44,949	42,147
Creditors amounts falling due within one year	12	(26,120)	(28,834)
Net current assets		18,829	13,313
Total assets less current liabilities		20,314	14,983
Provisions for liabilities	13	(33)	(32)
Net assets		20,281	14,951
Capital and reserves			
Called up share capital	15	1	1
Profit and loss account	16	20,280	14,950
Shareholders' funds	16	20,281	14,951

Signed on behalf of the Board of Directors on 27 MAR 2014

R I Wilmshurst
Director

Notes to the financial statements

at 31 December 2013

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Practice)

Going concern

The company's business activities and its financial position are set out in the Strategic Report on page 2

The directors have prepared forecasts and concluded that the company is able to operate and meet any obligations as they fall due for the foreseeable future, being a period of at least 12 months from the date of approval of the financial statements

In addition, the group has support from Vivendi SA, a French company listed on the French stock exchange and the Ultimate parent undertaking

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future Accordingly, they continue to adopt the going concern basis in preparing the report and financial statements

Group financial statements

The company is exempt from the requirement to prepare group financial statements by virtue of section 400 of The Companies Act 2006 as the company is a wholly owned subsidiary These financial statements present information about the company as an individual undertaking and not about its group

Statement of cash flows

As permitted by FRS 1 'Statement of Cash Flows', the company has not prepared a statement of cash flows on the grounds that the company is a wholly owned subsidiary and its intermediate parent undertaking publishes a group cash flow statement

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment

Depreciation is calculated to write off the cost of assets over their anticipated useful lives as follows

Fixtures and fittings	–	4 years
Computer equipment	–	4 years
Plant and equipment	–	4 years
Leasehold improvements	–	for the remaining life of the lease

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable

Revenue recognition

Revenue is recognised to the extent that the company obtains the right of consideration in exchange for its performance Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty The following criteria must also be met before revenue is recognised

Sales of goods Revenue from the sale of tickets is recognised when the significant risks and rewards of ownership have passed to the buyer, whether or not the goods have yet been despatched

Notes to the financial statements

at 31 December 2013

1. Accounting policies (continued)

Interest

Interest income represents bank interest received and interest receivable from group financing arrangements

Interest payable represents bank interest paid and accrued during the period and interest paid and accrued on other liabilities

Investments

Investments held in fixed assets are stated at cost less provision for impairment Where valuation is less than cost and this is considered to represent an impairment in value, full provision for the unrealised loss is charged against the profit and loss account

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of the timing differences between the treatment of certain items for taxation and accounting purposes

Deferred taxation 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 result in an obligation to pay more tax in the future or a right to pay less tax in future

Timing differences are the difference between the company's taxable profit and loss and its results as stated in the financial statements No deferred tax is recognised on permanent differences

Deferred tax is measured at the average tax rates that are expected to apply in the period in which the timing differences are expected to reverse based on tax rates and law that have been enacted or substantively enacted by the balance sheet date Deferred tax is measured on a non-discounted basis Deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the contracted date of the transaction Monetary assets and liabilities are retranslated at the rate of exchange ruling at the balance sheet date All differences are taken to the profit and loss account

Operating leases

Operating lease rentals are charged to the profit and loss account in equal annual amounts over the term of the lease

Notes to the financial statements

at 31 December 2013

1. Accounting policies (contınued)

Sıgnıng on fees

Amounts paıd to secure contracts wıth promoters are held as debtors and amortısed over the lıfe of the contracts Any ımpaırment ın values are recognısed as ıncurred

Pensions

The company operates a defined contrıbutıon pensıon plan, contrıbutıons to personal pensıon schemes are charged to the profit and loss account ın the perıod ın whıch they become payable

2. Turnover

Turnover ıs derıved wıthın the Unıted Kıngdom from commıssıons earned on the sale of tıckets and assocıated servıces and recognısed at the poınt of sale, except for coach revenue whıch ıs recognısed at the event date Turnover excludes Value Added Tax

3. Operating profit

Thıs ıs stated after chargıng

	2013	*2012*
	£000	*£000*
Depreciatıon of tangıble fixed assets	296	388
Amortısatıon of sıgnıng on fees	827	864
Operatıng lease rentals	174	181
Audıtor's remuneratıon		
Fees payable to the company's audıtors for the audıt of the company's statutory financıal statements	27	28

Notes to the financial statements

at 31 December 2013

4. Directors' remuneration

	2013	*2012*
	£000	*£000*
Remuneration	247	234
Company contributions paid to pension schemes	11	11
	258	245

	2013	*2012*
	No	*No*
Members of defined contribution pension scheme	–	–
Members of personal pension scheme	1	1

The amounts in respect of the highest paid director are as follows

	2013	*2012*
	£000	*£000*
Remuneration	247	234
Company contributions paid to personal pension scheme	11	11
	258	245

Certain directors are also directors or officers of a number of companies within the group The directors' services to the company do not occupy a significant amount of their time As such the directors do not consider that they have received any remuneration for their incidental services to the company for the current or prior year

Notes to the financial statements

at 31 December 2013

5. Staff costs

	2013	*2012*
	£000	*£000*
Wages and salanes	3,166	3,064
Socıal securıty costs	252	204
Defined contrıbutıon pensıon costs	48	39
	3,466	3,307

The average monthly number of employees (excludıng dırectors) durıng the year was as follows

	2013	*2012*
	No	*No*
Office and management	5	5*
Admınıstratıon staff	48	47*
Operators	123	144
	176	196

** - Two employees have been reclassıfied from admınıstratıon staff to office and management ın 2012 to be consıstent the classıficatıon for 2013*

6. Interest receivable and similar income

	2013	*2012*
	£000	*£000*
Bank ınterest	2	–
Interest receıvable from group undertakıngs	187	137
	189	137

Notes to the financial statements

at 31 December 2013

7. Interest payable and similar charges

	2013	*2012*
	£000	*£000*
Exchange loss on foreign currency borrowings	54	13
Other interest	152	275
	206	288

8. Tax

(a) Tax on profit on ordinary activities

The tax charge is made up as follows

	2013	*2012*
	£000	*£000*
Current tax		
UK corporation tax on the profit for the year	–	–
Group relief payable for losses claimed from other group undertakings	1,667	1,674
Adjustments in respect of prior years	(426)	–
Total current tax (note 8(b))	1,241	1,674
Deferred tax		
Origination and reversal of timing differences	(41)	(66)
Tax on profit on ordinary activities	1,200	1,608

Notes to the financial statements

at 31 December 2013

8. Tax (continued)

(b) Factors affecting current tax charge for the year

The tax assessed on the profit on ordinary activities for the year is lower than the average rate of corporation tax in the UK of 23 25% (2012 - 24 5%)

	2013	*2012*
	£000	*£000*
Profit on ordinary activities before tax	6,530	6,166
Profit on ordinary activities at the average rate of corporation tax in the UK of 23 25% (2012 - 24 5%)	1,518	1,511
Effects of		
Expenses not deductible for tax purposes	81	75
Depreciation in excess of capital allowance	41	66
Adjustments from prior year	(426)	-
Impact of change in tax rate	27	23
Current tax for the year (note 8(a))	1,241	1,674

c) Factors that may affect future tax charges

	Provided 2013 £000	*Not Provided 2013 £000*	*Total 2013 £000*	*Provided 2012 £000*	*Not Provided 2012 £000*	*Total 2012 £000*
Excess of taxation allowance over depreciation on fixed assets	334	–	334	293	–	293
Other timing differences	2	–	2	2	–	2
Total	336	–	336	295	–	295

Notes to the financial statements

at 31 December 2013

8. Tax (continued)

	2013	*2012*
	£000	*£000*
Asset at start of the year	295	229
Deferred tax credıt ın profit and loss account	41	66
Asset at end of the year	336	295

9. Tangible fixed assets

	Plant and equıpment	*Fıxtures and fittıngs*	*Computers*	*Short leasehold ımprovements*	*Total*
	£000	*£000*	*£000*	*£000*	*£000*
Cost					
At 1 January 2013	161	216	2,646	48	3,071
Addıtıons	-	2	110	-	112
At 31 December 2013	161	218	2,756	48	3,183
Depreciatıon					
At 1 January 2013	(127)	(162)	(2,173)	(25)	(2,487)
Charge for the perıod	(13)	(23)	(252)	(8)	(296)
At 31 December 2013	(140)	(185)	(2,425)	(33)	(2,783)
Net book value					
At 31 December 2013	21	33	331	15	400
At 1 January 2013	34	54	473	23	584

10. Investments

	£000
Cost	
At 1 January 2013 and 31 December 2013	1,086

The ınvestments relates to a 100% ınterest ın the ordınary share capıtal of Intascape com Lımıted Its prıncıpal actıvıty ıs software development

Notes to the financial statements

at 31 December 2013

11. Debtors

	2013	2012
	£000	£000
Amounts falling due in less than one year		
Trade debtors	340	362
Amounts due from group undertakings	38,787	34,094
Prepayments and accrued income	1,287	1,280
Deferred tax asset	336	295
	40,750	36,031
Amounts falling due after more than one year		
Other debtors	424	649

12. Creditors: amounts falling due within one year

	2013	2012
	£000	£000
Trade creditors	1,811	3,219
Amounts owed to group undertakings	1,720	1,720
Group relief payable to fellow subsidiary undertakings	2,915	2,268
Social security and other taxes	7,470	12,499
Accruals and deferred income	10,457	8,711
Other creditors	1,747	416
	26,120	28,833

13. Provisions for liabilities

	2013	2012
	£000	£000
Provision for leasehold dilapidations	33	32

Amounts provided in respect of dilapidations of leasehold premises relate to the cost of making good the wear and tear on the premises during the company's occupancy The company has provided an amount of £33,116 (2012 – £32,456) in respect of this, which is expected to be utilised over the remaining life of the lease

Notes to the financial statements

at 31 December 2013

14. Deferred tax

A deferred tax asset of £336,413 (2012 – £295,446), arising due to capital allowances in excess of depreciation charges, has been recognised in the financial statements and is anticipated to be recovered over the coming years

	2013	*2012*
	£	£
Accelerated capital allowances	334	293
Other timing differences	2	2
	336	295

15. Issued share capital

	2013	*2012*
Allotted, called up and fully paid	£	£
1,100 'A' Ordinary Shares of 25p each	275	275
463 'B' Ordinary shares of 50p each	232	232

Only the 'A' ordinary shareholders are entitled (to the exclusion of the 'B' ordinary shareholders) to 100% of any distribution of the company's post-adoption profits The 'B' ordinary shareholders are entitled (to the exclusion of the 'A' ordinary shareholders) to 100% of any distribution of the company's pre-adoption profits

On winding up or other return of capital the surplus assets of the company shall be paid to 'B' ordinary shareholders in priority to the rights of holders of 'A' ordinary shares The balance of any surplus assets shall be paid to the 'A' ordinary shareholders by reference to the amounts paid up or credited as paid up on such shares respectively held by them

16. Reconciliation of shareholders' funds and movements on reserves

	Share capital	*Profit and loss account*	*Total share-holders' funds £000*
	£	£	£
At 1 January 2012	1	10,393	10,394
Profit for the year	–	4,557	4,557
At 1 January 2013	1	14,950	14,951
Profit for the year	–	5,330	5,374
At 31 December 2013	1	20,280	20,281

Notes to the financial statements

at 31 December 2013

17. Pensions

The pension cost charge represents contributions of £48,456 (2012 – £39,341) payable by the company to personal pension schemes Pension contributions accrued but not paid by the period end were £7,201 (2012 – £10,188)

18. Other financial commitments

At 31 December 2013 the company had annual commitments under non-cancellable operating leases as set out below

	2013		*2012*	
	Land and buildings	*Other*	*Land and buildings*	*Other*
	£000	*£000*	*£000*	*£000*
Operating leases which expire				
Within one year	–	1	13	3
Within two to five years	254	18	104	16
More than five years	–	–	120	–
	254	19	237	19

19. Related parties

The company has taken advantage of exemptions from disclosures granted by FRS 8 'Related Party Transactions', not to disclose transactions with other group companies The exemptions taken relate to the disclosure of the intra-company transactions only

20. Ultimate parent undertaking and controlling party

The company's immediate parent undertaking and immediate controlling party is See Group Limited The company's ultimate parent undertaking is Vivendi SA, a company incorporated in France and listed on the French stock exchange The consolidated financial statements of Vivendi SA, which include the company, are available from the company's registered office