

Registered No. 03554468

The Way Ahead Group Limited

Report and Financial Statements

31 December 2018



Company information

Directors

R I Wilmshurst

S J Gillham

Secretary

L Lipscombe

Auditors

Ernst & Young LLP

No 1 Colmore Square

Birmingham

B4 6HQ

Bankers

Royal Bank of Scotland

9th Floor

280 Bishopsgate

London

EC2M 4RB

Registered Office

Norfolk House

47 Upper Parliament Street

Nottingham

NG1 2AB

Strategic report

The Directors present their strategic report for the year ended 31 December 2018.

Business review

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 9 of the financial statements shows that the Company had net assets of £52.0 million (2017: £44.6 million). The movement in the year reflects the trading results and the acquisition on the 13th April 2018 of Paylogic Holding BV.

Key performance indicators

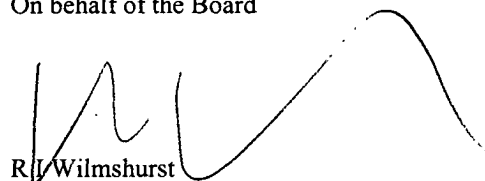
Management uses a range of key performance indicators to monitor and manage the business, the most relevant are set out below:

	2018 £m	2017 £m	Change %
Turnover	21.3	25.9	- 18%
Operating Profit	6.8	7.6	-10%
Profit on ordinary activities after taxation	7.5	6.9	9%

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. Although there may be some impact from Brexit, a slow-down of the UK economy, fewer tourists coming to the UK and currency fluctuations, we do not believe that the effect on the business will be material, as the live entertainment industry continues to grow.

On behalf of the Board



R.J. Wilmshurst

Director

Date: 16 August 2019

Directors' report

Registered No. 03554468

The directors present their report and financial statements for the year ended 31 December 2018.

Directors

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

S J Gillham
R I Wilmshurst

Dividends

The directors do not recommend the payment of a dividend (2017: £nil).

Future developments

The directors expect the general business activity of the Company to remain unchanged.

Events since the balance sheet date

There are no subsequent balance sheet events.

Going concern

The Company's directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements. Refer to note 2 for details.

Disclosure of information to the auditors

The directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are 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

Date: 16 August 2019

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic report, Directors' report and the financial statements in accordance with applicable UK law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK 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 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

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Independent auditor's report

to the members of The Way Ahead Group Limited

Opinion

We have audited the financial statements of The Way Ahead Group Limited for the year ended 31 December 2018 which comprise the Income Statement, the Statement of Comprehensive Income, the Balance Sheet, Statement of Changes in Equity and the related notes 1 to 17, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 31 December 2018 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Independent auditor's report

to the members of The Way Ahead Group Limited (continued)

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information.

If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

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

- adequate accounting records have not been kept or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report

to the members of The Way Ahead Group Limited (continued)

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.

Handwritten signature of Helen Hemming in black ink, reading "Ernst & Young LLP".

Helen Hemming (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham
Date: 20 August 2019

Income statement

for the year ended 31 December 2018

	Notes	2018 £000	2017 £000
Turnover	3	21,325	25,939
Cost of sales		(8,229)	(13,564)
Gross Profit		13,096	12,375
Administrative expenses		(6,282)	(4,792)
Operating Profit	4	6,814	7,583
Interest receivable and similar income	6	850	525
Interest payable and similar expenses	7	(351)	(287)
Profit before taxation		7,313	7,821
Tax credit / (expense)	8	181	(962)
Profit for the financial year		7,494	6,859

Statement of comprehensive income

	2018 £000	2017 £000
Profit for the financial year	7,494	6,859
Other comprehensive income:		
Items that can be reclassified to profit or loss	-	-
Other comprehensive income for the year, net of tax	-	-
Total comprehensive profit for the year	7,494	6,859

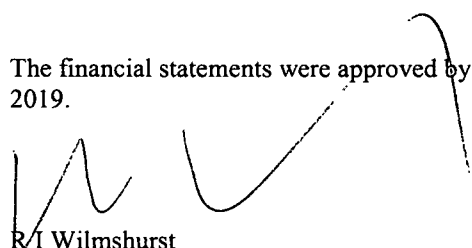
All activities are derived from continuing operations.

Balance sheet

at 31 December 2018

	Notes	2018 £000	2017 £000
Fixed assets			
Tangible assets	9	725	937
Intangible assets	10	157	148
Investments	11	<u>21,979</u>	<u>1,086</u>
		<u>22,861</u>	<u>2,171</u>
Current assets			
Trade and other receivables	12	68,951	81,732
Cash at bank and in hand		<u>3,963</u>	<u>5,125</u>
		<u>72,914</u>	<u>86,857</u>
Creditors: amounts falling due within one year			
Trade creditors	13	6,304	1,813
Amounts owed to group undertakings	13	1,720	9,988
Corporation Tax		-	671
Group relief		-	2,050
Other taxes and social security		5,201	4,742
Other creditors, accruals and deferred income	13	<u>30,420</u>	<u>25,128</u>
		<u>43,645</u>	<u>44,392</u>
Net current assets		29,269	42,465
Total assets less current liabilities		52,130	44,636
Provisions for liabilities	14	<u>(34)</u>	<u>(34)</u>
Net assets		<u>52,096</u>	<u>44,602</u>
Capital and reserves			
Called up share capital	15	1	1
Retained earnings		<u>52,095</u>	<u>44,601</u>
Total equity		<u>52,096</u>	<u>44,602</u>

The financial statements were approved by the board of directors and authorised for issue on the 16 August 2019.


B.I. Wilmschurst

Director

Registered no: 03554468

Statement of changes in equity

at 31 December 2018

	<i>Note</i>	<i>Share capital</i>	<i>Retained earnings</i>	<i>Total equity</i>
		<i>£000</i>	<i>£000</i>	<i>£000</i>
At 1 January 2017		1	37,742	37,743
Profit for the year		-	6,859	6,859
Other comprehensive income		-	-	-
Total comprehensive income for the year		-	6,859	6,859
Dividends paid		-	-	-
At 1 January 2018		1	44,601	44,602
Profit for the year		-	7,494	7,494
Other comprehensive income		-	-	-
Total comprehensive income for the year		-	7,494	7,494
Dividends paid		-	-	-
At 31 December 2018		1	52,095	52,096

Notes to the financial statements

at 31 December 2018

1. Authorisation of financial statements

The financial statements of The Way Ahead Group Limited for the year ended 31 December 2018 were authorised for issue by the board of directors on 16 August 2019 and the balance sheet was signed on the board's behalf by R I Wilmshurst. The Way Ahead Group Limited is a company limited by shares, incorporated and domiciled in England.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The Company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except where otherwise indicated.

The Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary. These financial statements present information about the Company as an individual undertaking and not about its group.

The results of The Way Ahead Group Limited are included in the consolidated financial statements of Vivendi SA which are available from 42, avenue de Friedland, 75380 Paris Cedex 08, France.

2. Accounting policies

2.1 Basis of preparation

The accounting policies which follow set out those policies which apply in preparing the financial statements for the year ended 31 December 2018.

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- (a) the requirements of IFRS 7 Financial Instruments: Disclosures;
- (b) the requirements of IFRS 9 Financial Instruments: Disclosures
- (c) The requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- (d) the requirements of paragraphs 91 – 99 of IFRS 13 Fair Value Measurement;
- (e) the requirements of IAS 7 Statement of Cash Flows;
- (f) the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
- (g) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which, is a party to the transaction, is wholly owned by such a member; and
- (h) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS 1 *Presentation of Financial Statements*;
- (i) the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - (i) paragraph 79(a)(iv) of IAS 1;
 - (ii) paragraph 73(e) of IAS 16 *Property, Plant and Equipment*; and
- (j) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

Notes to the financial statements continued

at 31 December 2018

2. Accounting policies (continued)

2.2 Basis of measurement

The financial statements have been prepared on the historical cost basis, except for certain financial assets and liabilities which are measured at fair value as indicated in note 2.5 “significant accounting policies”.

2.3 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.

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.

2.4 Significant accounting judgements, estimates and assumptions

The preparation of financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements have had the most significant effect on amounts recognised in the financial statements:

Revenue

Reviewing the steps with regard to IFRS 15, The Way Ahead Group Ltd identifies the promoter as its customer and carries out the sale of tickets on the promoter’s behalf. The company’s performance obligation is to take payment for the ticket and give the end consumer access to the event. In accordance with IFRS 15.31 the company views the control of the ticket passing to the end consumer at the point of sale and therefore recognises its booking and transaction fee revenue at the point of sale. Revenue continues to be recognised on an agent basis rather than as principle under IFRS 15

Investments

The financial statements include investments in subsidiaries and assumptions have been used in calculating the future value of the investments.

Taxation

Management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 8.

2.5 Significant accounting policies

Capital

The Company’s objectives when managing capital are:

- to safeguard the entity’s ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders; and
- to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

Notes to the financial statements continued

at 31 December 2018

2. Accounting policies (continued)

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation, less estimated residual value, of each asset on a straight-line basis over its expected useful life, 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

Useful lives and residual values are reviewed annually and where adjustments are required these are made prospectively.

Investments

Investments in subsidiaries are shown at historic cost less any applicable provision for impairment.

Intangible fixed assets

Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is reflected in the income statement in the year in which the expenditure is incurred. The useful lives of assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortised over their useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method are reviewed at least at each financial year end and for the current year are as follows:

Software and website development costs	4 years
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Change in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. Gains or losses arising from the derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the income statement where the asset is derecognised.

Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, the Company makes an estimate of the asset's recoverable amount in order to determine the extent of the impairment loss. Where the carrying amount exceeds the recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

Provisions for liabilities

A provision is recognised when the Company has a legal or constructive obligation as a result of a past event; it is probable that an outflow of economic benefits will be required to settle the obligation; and a reliable estimate can be made of the amount of the obligation. If the effect is material, expected future cash flows are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability.

Leases

Leases where the lessor retains a significant portion of the risks and benefits of ownership of the asset are classified as operating leases and rentals payable are charged in the income statements on a straight-line basis over the lease terms, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term.

Notes to the financial statements continued

at 31 December 2018

2. Accounting policies (continued)

Financial Assets

Initial Recognition and measurement

Financial assets within the scope of IAS 39 are classified as financial assets at fair value through profit and loss or loans and receivables as appropriate. The Company determines the classification of its financial assets at initial recognition. All financial assets are recognised initially at fair value plus directly attributable transaction costs.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading and financial assets. Financial assets are classified as held for trading if they are acquired for the purpose of selling in the near term. Financial assets at fair value through profit and loss are carried in the balance sheet at fair value with changes in fair value recognised in finance revenue or finance expense in the profit and loss account.

Financial assets (continued)

Receivables

Receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Such assets are carried at amortised cost using the effective interest (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance revenue in the profit or loss account. The losses arising from impairment are recognised in the profit and loss account in other operating expenses.

De-recognition of financial assets

A financial asset is derecognised when (i) the rights to receive cash flows from the asset have expired or (ii) the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass through” arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or group of financial assets is impaired. If there is objective evidence that an impairment loss on loans and receivables carried at amortised cost has been incurred, the amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have been incurred) discounted at the financial asset's original effective interest rate (i.e. the effective interest rate computed at initial recognition). The carrying amount of the asset is reduced, with the amount of the loss recognised in administrative expenses.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed. Any subsequent reversal of an impairment loss is recognised in the profit and loss account, to the extent that the carrying value of the asset does not exceed its amortised cost at the reversal date.

Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable transaction costs.

Notes to the financial statements continued

at 31 December 2018

2. Accounting policies (continued)

Subsequent measurement

The measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of selling in the near term. Gains or losses on liabilities held for trading are recognised in profit or loss.

De-recognition of financial liabilities

A liability is generally derecognised when the contract that gives rise to it is settled, sold, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, such that the difference in the respective carrying amounts together with any costs or fees incurred are recognised in profit or loss.

Fair values

The fair value of financial instruments that are traded in active markets at the reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs.

Trade and other receivables

Trade and other debtors are recognised and carried at the lower of their original invoiced value and recoverable amount. Provision for impairment is made through profit or loss when there is objective evidence that the Company will not be able to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

Cash at bank and in hand

Cash comprises cash at banks and in hand and short term deposits with an original maturity of three months or less.

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.

Reviewing the steps with regard to IFRS 15, The Way Ahead Group Ltd identifies the promoter as its customer and carries out the sale of tickets on the promoter's behalf. The company's performance obligation is to take payment for the ticket and give the end consumer access to the event. These fees include:

Booking fees – fees for to cover staff, customer services, credit card commissions and all the other costs associated with running the business.

Transaction fees – fees for processing orders, printing, packing and delivering the tickets

In accordance with IFRS 15.31 the company views the control of the ticket passing to the end consumer at the point of sale and therefore recognises its booking and transaction fee revenue at the point of sale.

Revenue continues to be recognised on an agent basis rather than as principal under IFRS 15

The following criteria must also be met before revenue is recognised:

Other income – Supplementary revenue arising in addition to 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.

Interest income – Revenue is recognised as interest accrues using the effective interest method.

Notes to the financial statements continued

at 31 December 2018

2. Accounting policies (continued)

Income taxes

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised in respect of all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax assets are recognised only to the extent that is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred income tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the Company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are charged or credited directly to equity. Otherwise income tax is recognised in the income statement.

Pensions

The Company operates a defined contribution pension plan, contributions to personal pension schemes are charged to the profit and loss account in the period in which they become payable.

Foreign currencies

The Company's financial statements are presented in Sterling, which is also the Company's functional currency.

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the income statement.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions.

Signing on fees

Amounts paid to secure contracts with promoters are held as debtors and amortised over the life of the contracts. Any impairment in values are recognised as incurred.

Notes to the financial statements continued

at 31 December 2018

2. Accounting policies (continued)

New and amended standards effective for the year ended December 31, 2018:

IFRS 15 - Revenue from Contracts with Customers

IFRS 15, effective for years beginning after January 1, 2018, replaces all existing revenue requirements in IFRS (IAS 11 Construction Contracts, IAS 18 Revenue, IFRIC 13 Customer Loyalty Programmes, IFRIC 15 Agreements for the Construction of Real Estate, IFRIC 18 Transfers of Assets from Customers and SIC 31 Revenue - Barter Transactions Involving Advertising Services) and applies to all revenue arising from contracts with customers. It also provides a model for the recognition and measurement of gains and losses on disposal of certain non-financial assets including property, equipment and intangible assets. The standard outlines the principles a company must apply to measure and recognise revenue. The core principle is that a company will recognise revenue at an amount that reflects the consideration to which the entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires companies to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model to contracts with their customers. The standard also specifies how to account for the incremental costs of obtaining a contract and the costs directly related to fulfilling a contract.

IFRS 15 was adopted retrospectively as of January 1, 2017, i.e. the comparable prior year period is presented in accordance with IFRS 15 (using practical expedients). The adoption had no material impact on the line items of the Statements of Income; and Balance Sheet reserves were not impacted in fiscal year 2017.

IFRS 9 - Financial Instruments

This standard, effective for years beginning on or after January 1, 2018, is the first phase of the IASB's three-phase project to replace IAS 39 Financial Instruments: Recognition and Measurement. The first phase addresses the requirements for the classification and measurement of financial assets and financial liabilities and hedge accounting requirements. It uses a single approach to determine whether a financial asset is measured at amortised cost or at fair value, replacing the existing rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments (its business model) and the contractual cash flow characteristics of the financial assets. The standard also introduces new requirements relating to financial liabilities in relation to the presentation of changes in fair value due to credit risks and the removal of an exemption from measuring certain derivative liabilities at fair value. The Company assessed the effects of adopting IFRS 9 and expects only limited impact on its Financial Statements. The Company applied the simplified impairment model to recognise lifetime expected credit losses of trade receivables.

New standards and interpretations not yet adopted:

IFRS 16 Leases

IFRS 16, effective for annual periods beginning on or after January 1, 2019, includes leases of all assets, with certain exceptions. A lease is defined as a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for a consideration. IFRS 16 requires lessees to account for all leases under a single on-balance sheet model in a similar way to finance leases under IAS 17. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets (e.g., personal computers) and short-term leases (i.e., leases with a term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-to-use-asset. Lessees will be required to re-measure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognise the amount of the re-measurement of the lease liability as an adjustment to the right-to-use-asset. The company is assessing the impact of this standard and has been receiving training and assistance from the ultimate parent undertaking to implement this in due course.

Notes to the financial statements continued

at 31 December 2018

3. Turnover

Turnover is derived within the United Kingdom from commissions earned on the sale of tickets and associated services and is recognised at the point of sale, except for coach revenue which is recognised at the event date. An analysis of turnover by classification is as follows:

	2018 £000	2017 £000
Sale of goods	-	-
Rendering of services	21,325	25,939
Rental income	-	-
	<u>21,325</u>	<u>25,939</u>

Less than 2% of revenue is derived from sales outside of the United Kingdom.

4. Operating Profit

This is stated after charging:

	2018 £000	2017 £000
Depreciation of tangible fixed assets: owned	335	288
Amortisation of intangible assets	111	116
Amortisation of signing on fees	1,538	1,521
Operating lease rentals:		
- minimum lease payments	129	177
- sublease payments	-	-

The Company paid the following amounts to its auditors in respect of the audit of the financial statements and for other services provided to the Company.

	2018 £000	2017 £000
Audit of the financial statements	<u>43</u>	<u>28</u>

The Company has taken advantage of the exemption not to disclose amounts paid for non-audit services as these are disclosed in the group accounts of its parent, Vivendi SA.

5. Staff costs and directors' remuneration

Staff costs, including directors, were as follows:

	2018 £000	2017 £000
Wages and salaries	4,969	4,372
Social security costs	472	390
Defined contribution pension scheme costs	135	93
	<u>5,576</u>	<u>4,855</u>

Notes to the financial statements continued

at 31 December 2018

5. Staff costs and directors' remuneration (continued)

The average monthly number of employees (including directors) during the year was made up as follows:

	2018 No.	2017 No.
Office and management	4	4
Administration staff	72	69
Operators	123	111
	<u>199</u>	<u>184</u>

Directors' remuneration

	2018 £000	2017 £000
Emoluments	443	413
Company contributions to defined contribution pension schemes	13	13
	<u>456</u>	<u>426</u>

One director had retirement benefits accruing under the Company's money purchase scheme at the period end (2017: one director). 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.

In respect of the highest paid director:	2018 £000	2017 £000
Aggregate remuneration	443	413
Accrued pension at the end of the year	13	13

6. Interest receivable and similar income

	2018 £000	2017 £000
Bank interest	2	1
Other interest	6	18
Interest receivable from group undertakings	725	506
Exchange gain on foreign currency borrowings	117	-
	<u>850</u>	<u>525</u>

7. Interest payable and similar expenses

	2018 £000	2017 £000
Other Interest	-	-
Interest payable to group undertakings	351	258
Exchange gain on foreign currency borrowings	-	29
	<u>351</u>	<u>287</u>

Notes to the financial statements continued

at 31 December 2018

8. Taxation

(a) Tax (credit) / expense in the income statement

	2018 £000	2017 £000
Current income tax:		
UK corporation tax	1,536	1,488
Group relief payable	-	-
Adjustments in respect of prior years	(1,719)	(545)
Total current income tax	(183)	943
Deferred tax:		
Origination and reversal of temporary differences	2	19
Adjustments in respect of prior years	-	-
Total deferred tax	2	19
Tax (credit) / expense in the income statement	(181)	962

(b) Tax relating to items charged or credited to other comprehensive income

There is no tax charged or credited in respect of items of other comprehensive income (2017: £nil).

(c) Reconciliation of the total tax (credit) / expense

The tax expense in the income statement for the year is lower than the average rate of corporation tax in the UK of 19% (2017: 19.25%). The differences are explained below:

	2018 £000	2017 £000
19% on ordinary activities before tax	7,313	7,821
Tax calculated at UK average rate of corporation tax of 19% (2017: 19.25%)	1,390	1,506
Effects of:		
Expenses not deductible for tax purposes	149	4
Movement in timing differences	-	-
Adjustments in respect of prior years (Adjustment following the payment of prior year group relief)	(1,719)	(545)
Impact of change in tax rate	-	(3)
Total tax (credit) / expense reported in the income statement	(181)	962

Notes to the financial statements continued

at 31 December 2018

8. Taxation (continued)

(d) Deferred tax

The deferred tax included in the balance sheet is as follows:

	2018	2017
	£000	£000
Deferred tax asset		
Accelerated capital allowances	154	157
Other timing differences	4	3
	<u>158</u>	<u>160</u>

The deferred tax in the income statement is as follows:

	2018	2017
	£000	£000
Deferred tax in the income statement		
Accelerated capital allowances	2	19
Adjustments in respect of prior years	-	-
	<u>2</u>	<u>19</u>
Deferred tax expense		

(e) Changes in the Corporation tax rate

The standard rate of Corporation Tax in the UK reduced from 20% to 19% with effect from 1 April 2017. Accordingly, the Company's profits for this accounting period are taxed at an effective rate of 19%. The standard rate will fall further to 17% with effect from 1 April 2020. Since the reduction to 17% has already been enacted, deferred tax balances have been stated at a rate of 17%.

Notes to the financial statements continued

at 31 December 2018

9. Tangible fixed assets

	<i>Plant and equipment £000</i>	<i>Fixtures and fittings £000</i>	<i>Computer equipment £000</i>	<i>Short leasehold improvements £000</i>	<i>Total £000</i>
Cost or valuation:					
At 1 January 2018	166	420	1,568	63	2,217
Additions	-	10	114	-	124
Disposals	-	-	-	-	-
At 31 December 2018	<u>166</u>	<u>430</u>	<u>1,682</u>	<u>63</u>	<u>2,341</u>
Depreciation:					
At 1 January 2018	162	289	777	52	1,280
Charge for the year	2	49	282	2	335
On disposals	-	-	-	-	-
At 31 December 2018	<u>164</u>	<u>338</u>	<u>1,059</u>	<u>54</u>	<u>1,615</u>
Net book value:					
At 31 December 2018	<u>2</u>	<u>92</u>	<u>623</u>	<u>9</u>	<u>726</u>
At 1 January 2018	<u>4</u>	<u>131</u>	<u>791</u>	<u>11</u>	<u>937</u>

10. Intangible assets

	<i>Software £000</i>
Cost or valuation:	
At 1 January 2018	624
Additions	119
Disposals	-
At 31 December 2018	<u>743</u>
Amortisation:	
At 1 January 2018	476
Charge for the year	110
On disposals	-
At 31 December 2018	<u>586</u>
Net book value:	
At 31 December 2018	<u>157</u>
At 1 January 2018	<u>148</u>

Notes to the financial statements continued

at 31 December 2018

11. Investments

Cost or valuation:

	<i>Investment in subsidiary undertakings £000</i>
At 1 January 2018	1,086
Additions	20,893
Disposals	-
At 31 December 2018	<u>21,979</u>

Impairment:

At 1 January 2018	-
Expense for the year	-
At 31 December 2018	<u>-</u>

Net book value:

At 31 December 2018	<u>21,979</u>
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At 1 January 2018	<u>1,086</u>
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Investments in subsidiaries

<i>Name</i>	<i>Class of shares</i>	<i>Holding</i>	<i>Nature of business</i>
Intascope.com Limited	Ordinary	100%	Software development based in the UK
Paylogic Holding BV	Ordinary	100%	Ticket Sales and access management based in the Netherlands

Intascope.com Limited has a registered office address of, Norfolk House, 47 Upper Parliament Street, Nottingham, NG1 2AB.

Paylogic Holding BV has a registered office address of Nieuwe, Boteringestraat 28, 9712 PM, Groningen.

Notes to the financial statements continued

at 31 December 2018

12. Trade and other receivables

	2018 £000	2017 £000
Trade debtors	516	354
Amounts due from group undertakings	64,781	70,791
Corporation Tax	261	-
Prepayments and accrued income	535	441
Deferred tax assets	158	160
Other debtors	1,995	1,486
	<u>68,246</u>	<u>73,232</u>
Amounts falling due after more than one year:		
Other debtors	705	8,500
	<u>68,951</u>	<u>81,732</u>

13. Creditors: amounts falling due within one year

The amounts owed to group undertakings are non-interest bearing and repayable on demand.

Trade creditors are non-interest bearing and are normally settled on 14 day terms.

Other creditors are non-interest bearing and have an average term of 2 months.

14. Provisions

	<i>Leasehold dilapidations</i> £000
At 1 January 2018	34
Utilised in the year	-
At 31 December 2018	<u>34</u>

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 £34,381 (2017: £34,381) in respect of this, which is expected to be utilised over the remaining life of the lease.

Notes to the financial statements continued

at 31 December 2018

15. Authorised and issued share capital

	2018 £	2017 £
Allotted, called up and fully paid		
1,100 'A' Ordinary shares of £0.25 each	275	275
463 'B' Ordinary shares of £0.50 each	232	232
	<u>507</u>	<u>507</u>

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 and 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. Financial commitments

Future minimum commitments under non-cancellable operating leases are as follows:

	2018 <i>Land and Buildings</i> £000	<i>Other</i> £000	2017 <i>Land and Buildings</i> £000	<i>Other</i> £000
Not later than one year	227	10	224	13
After one year but not more than five years	942	2	920	11
After five years	436	-	665	-
	<u>1,605</u>	<u>12</u>	<u>1,809</u>	<u>24</u>

17. Ultimate parent undertaking and controlling party

The immediate parent undertaking is See Group Limited.

The ultimate parent undertaking and controlling party is Vivendi SA, a Company incorporated in France and listed on the French stock exchange. This is the smallest and largest group into which the results of the Company are consolidated. Copies of Vivendi SA financial statements are available from its registered office 42, Avenue de Friedland, 75380 Paris Cedex 08, France.