

Registered No. 03554468

The Way Ahead Group Limited

Report and Financial Statements

31 December 2022



Company information

Directors

R I Wilmshurst

S J Gillham

Secretary

L Lipscombe

Auditors

Ernst & Young LLP

The Paragon,

Counterslip,

Bristol,

BS1 6BX

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 2022.

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 13 of the financial statements shows that the Company had net assets of £72.1 million (2021: £62.4 million). The movement in the year reflects the trading results.

Key performance indicators

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

	2022 £m	2021 £m	Change %
Turnover	27.8	19.8	40.4%
Profit before tax	11.9	7.3	63.0%

Section 172 (1) Statement

The Directors have ensured their compliance with their duties under s. 172 (1) in relation to the business and the stakeholders of the business. The Company's ultimate parent is Vivendi SE, a Company with headquarters in Paris; and the immediate parent outside of the UK is Vivendi Village. The Company is part of the See Tickets branded group with offices across Europe and in the USA. The directors of the business are engaged in the day-to-day management of the Company along with the management team; and engage regularly with the management boards of Vivendi and Vivendi Village. By doing so the directors can ensure that key decisions are made that meet the requirements of the group stakeholders.

The main activity of the Company is a ticket agent for live events across a broad spectrum from large scale music festivals, concerts and sporting events to exhibitions and smaller venues.

Stakeholders

Our key stakeholders within the Group are Vivendi, Vivendi Village and See Tickets trading group. Other key stakeholders include our clients, customers and employees. We are focussed on delivering high levels of service to our clients, so that together we provide a first-class service to the customers. Our employees are central to the high standard of services that we offer.

Strategic report (continued)

Communication

We report each month and in detail our trading performance, non-financial data and strategies to the supervisory board of the shareholders. This allows clear communication to ensure our strategies and decisions continue to align with the shareholders' vision. The supervisory board has the opportunity each month to directly engage with the Company's directors regarding performance and direction. We report regularly to and receive advice from Vivendi on non-financial matters including environmental and social responsibility factors.

We retain experienced people that keep good open communication with our clients to ensure client satisfaction, which assists in gaining new business through reputation. Clients of a certain size or complexity have dedicated support to manage the relationship. It is important that we remain agile to technical developments for clients, and we have the depth and breadth of skills to do so.

We encourage feedback from the end customer so that we can constantly improve on our services. Onsite review tools and social media are two methods we use to engage with customers and receive feedback.

Our employees are the cornerstone of the business, and their well-being is of utmost importance. The Company has an 'open door' policy and encourages employees to communicate informally as well as formally through the policies in place to safeguard and protect the work force.

Key decisions

Key decisions made by the board during the year are with reference to our stakeholders and the impact any decision will have on them. We strive for a balance between commercial sustainability and the satisfaction of our clients and customers and the welfare of our employees.

The strategic focus in 2022 was the growth of the See Tickets group and whether this should be organic, through acquisition or a combination of the two. Furthermore, there was a strategy to improve the strength of the See Tickets brand across the group. The strategies are presented to the shareholder supervisory board for approval and to ensure they fit with the overall strategies of Vivendi and Vivendi Village.

In 2022 See Tickets group focussed on organic growth with a view to acquisition if a suitable prospect with the right fit for the group was identified.

The directors involve the management team of the Company in the strategic planning process to ensure engagement across the business. This highlights any potential impact on clients and employees, that as a result, can be considered and addressed as part of the planning stage. Any effect on key supplies is also reviewed at this stage. The directors maintain oversight of projects with regular reviews of the progress and any further considerations that arise.

Principal risks and uncertainties

The Company faces competitive pressures from other ticketing agencies to attract and sell tickets for events. The Company manages this risk by providing quality services to clients and reacting quickly to existing and potential clients' needs and market developments.

The Company has business continuity plans in place that cover the IT infrastructure, so that very minimal disruption would be suffered if any part of the infrastructure fails. Business continuity plans cover the physical location of the offices, as well as all other areas of the operation.

Strategic report (continued)

Principal risks and uncertainties (continued)

The COVID-19 pandemic has had a material effect on the live entertainment industry in the short term. Now that Government restrictions are lifted in the UK, and the vaccine program has been fully rolled out to participating adults, the market has had a positive response from customers. In general refund rates for postponed events have been low and customers have preferred to keep their tickets for the event. Sales activity is working towards pre-pandemic levels. The Company has been able to scale up or down rapidly to meet the market demands and respond to changing restrictions; and could do so again in the future, if necessary. The Directors are confident that they can manage any further restrictions, if they came into force.

The current economic situation in the UK and globally is seeing a rise in supply costs and increasing inflation. The business has not seen an impact on demand from these factors but remains vigilant on customer trends and costs to the business. Diversification adds strength to the Group's resilience against inflationary pressures.


The live entertainment industry was growing in the UK before the COVID-19 pandemic and demand has returned in full, with no material impact from the pandemic.

The business has no need in the foreseeable future to access any third-party funding. The safety and well-being of our employees remains a priority.

Business Continuity

In response to COVID-19, the Company's primary focus was to continue delivery of the ticketing for events which the Company provides to its customers, whilst looking after the health and safety of the workforce and supporting its clients. As the Company predominantly sells tickets online and can deliver tickets electronically it was able to continue its operation through the pandemic with minimal disruption. The Company scaled down its operation during the pandemic, and now that the business activity levels are working towards those pre-pandemic, it has scaled up its operation and has increased staffing levels. The Company group will continue to monitor the situation to ensure an ongoing safe working environment, in conjunction with continued delivery of customers' requirements.

On behalf of the Board

DocuSigned by:

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R I Wilmshurst
Director

Date: 29 September 2023

Registered No. 03554468

The directors present their report and financial statements for the year ended 31 December 2022.

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 (2021: £nil).

Going concern

The Company's Balance Sheet shows net assets of £72,124 (2021: £62,390k), and at year end reported net current assets of £44,221k (2021: £36,742k). The Company participates in the Vivendi Group centralised treasury arrangements and so shares banking and intercompany loan arrangements with the Group, Vivendi SE, and other subsidiaries. The Company is managed as part of the UK Vivendi reporting group and budgets and forecasts are prepared at that level. The UK group's forecasts and budgets identify that the UK group is expected to meet its liabilities as they fall due for the period to 31 December 2024. A key assumption in the UK group's forecasts is the continuing availability of funds that are swept into the Group Treasury cash pooling arrangements and the intercompany loans provided by the Group to the Company. The Company has received a letter of financial support from the ultimate parent Company, Vivendi SE which confirms that the Group will provide financial support until 31 December 2024.

The directors of the Company have considered information regarding the Group's ability to provide support to the Company. This information included the Group's 2023 half-year results released on 27 July 2023, which showed that the Group had total cash and cash equivalents of €1.9 billion and €17.5 billion of net assets.

The directors of the Company have made enquiries of the directors of Vivendi SE to confirm that it has the ability to provide financial support.

The directors of the Company have concluded that, if required, the Group will be able to provide financial support to the Company, for the period to 31 December 2024. Accordingly, the Directors are satisfied that they have a reasonable basis upon which to conclude that the Company is able to meet its liabilities as they fall due in the foreseeable future and that it remains appropriate to prepare the financial statements on a going concern basis.

Future developments

The directors are confident of the ability of the Company to continue to meet client and customer demands. Competition in this sector is expected to remain strong and cost controls are expected to continue into the future. The directors consider the Company, to be well placed in all aspects of the ticketing agent industry and it has proved to be an operationally and financially robust business during the COVID-19 pandemic.

Directors report (continued)

Post Balance Sheet events

There are no material impacts, or uncertainties identified which require adjustment in the current year financial statements. The current economic situation in the UK and globally is seeing a rise in supply costs and increasing inflation. The business has not seen an impact on demand from these factors but remains vigilant on customer trends and costs to the business.


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

DocuSigned by:

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R I Wilmschurst
Director

Date: 29 September 2023

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 Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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.

Opinion

We have audited the financial statements of The Way Ahead Group Limited for the year ended 31 December 2022 which comprise the Income statement, the Balance Sheet, the Statement of comprehensive income, the Statement of changes in equity and the related notes 1 to 21, 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 2022 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. 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period to 31 December 2024.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

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 contained within the annual report.

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.

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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 7, 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.

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.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are directly relevant to specific assertions in the financial statements are those that relate to the reporting framework (FRS 101 and the Companies Act 2006) and the relevant tax compliance regulations in the regions in which the company operates. In addition, the company has to comply with laws and regulations relating to its operations, including health and safety and GDPR.

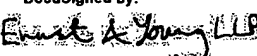
INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE WAY AHEAD GROUP LIMITED

- We understood how the company is complying with those frameworks by making enquiries of management and those charged with governance to understand how the company maintains and communicates its policies and procedures in these areas. We understood any controls put in place by management to reduce the opportunities for fraudulent transactions.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by meeting with management and those charged with governance to understand where it considered there was susceptibility to fraud. We understood the programmes and controls that the company has established to address risks identified, or that otherwise prevent, deter and detect fraud; and how senior management monitors those programmes and controls. Where the risk was considered to be higher, in respect of management override including as related to *recognition of revenue and the processing of manual adjustments*, we performed audit procedures to address the identified fraud risk. These procedures included testing manual journals to revenue and those journals for the purpose of large or unusual transactions. We have considered the nature of these transactions and for those that we did not consider to be in the normal course of the business and are not of a trivial value we obtained evidence to support the validity of the transactions. Our procedures were designed to provide reasonable assurance that the company financial statements were free from material misstatement.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved including verifying that material transactions are recorded in compliance with FRS 101 and where appropriate the Companies Act 2006. Compliance with other operational laws and regulations was covered through journal entry testing, with a focus on journals posted by the key management personnel including directors of the company and journals indicating large, unusual transactions based on our understanding of the business and enquiries of management. No indication of non-compliance was identified.

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.

DocuSigned by:

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Jos Burkill (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Bristol
Date: 29 September 2023

Income statement

for the year ended 31 December 2022

		2022	2021
	Notes	£000	£000
Turnover	3	27,779	19,808
Ticketing Expenses		(6,019)	(3,290)
Employee Benefits	5	(6,312)	(5,052)
Depreciation and Amortisation		(2,052)	(1,736)
Other Operating Expenses		(3,027)	(1,999)
Dividends Received		235	-
Operating Income		10,604	7,731
Finance Costs	6	(60)	(702)
Finance Income	7	1,368	291
Profit before taxation	4	11,912	7,320
Taxation	8	(2,277)	(1,384)
Profit for the financial year		9,635	5,936

Statement of comprehensive income

	2022	2021
	£000	£000
Profit for the financial year	9,635	5,936
Other comprehensive income:		
Items that can be reclassified to profit or loss	-	-
Other comprehensive income for the year, net of tax	-	-
Total comprehensive income for the year	9,635	5,936

All activities are derived from continuing operations.

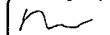
Balance sheet

at 31 December 2022

	Notes	2022 £000	2021 £000
Fixed assets			
Tangible assets	9	1,899	1,494
Intangible assets	10	1,616	397
Investments	11	25,676	25,018
		<u>29,191</u>	<u>26,909</u>
Current assets			
Trade and other receivables	12	100,129	103,306
Cash at bank and in hand		6,494	9,933
		<u>106,623</u>	<u>113,239</u>
Creditors: amounts falling due within one year			
Trade creditors	13	4,100	1,249
Amounts owed to group undertakings	13	2,983	24,028
Group relief	13	748	1,487
Other taxes and social security	13	8,698	7,370
Other creditors, accruals and deferred income	13	45,547	42,115
Lease Liability less than one year	14	248	248
		<u>62,324</u>	<u>76,497</u>
Net current assets		44,299	36,742
Total assets less current liabilities		73,490	63,651
Creditors: amounts falling due after more than one year			
Other creditors, accruals and deferred income		(874)	(628)
Provisions for liabilities	15	(34)	(34)
Deferred tax	8	(78)	-
Lease Liability greater than one year	14	(380)	(599)
Net assets		<u>72,124</u>	<u>62,390</u>
Capital and reserves			
Called up share capital	16	1	1
Retained earnings		72,123	62,389
Total equity		<u>72,124</u>	<u>62,390</u>

The financial statements were approved by the board of directors and authorised for issue on 29 September 2023

DocuSigned by:



R I Wilmshurst

Director

Registered no: 03554468

Statement of changes in equity

at 31 December 2022

	<i>Share capital</i>	<i>Retained earnings</i>	<i>Total equity</i>
	£000	£000	£000
At 1 January 2021	1	56,342	56,343
Profit for the year	-	5,936	5,936
Capital Contribution by parent	-	111	111
Other Comprehensive Income	-	-	-
Total Comprehensive income for year	-	6,047	6,047
At 1 January 2022	1	62,389	62,390
Profit for the year	-	9,635	9,635
Capital contribution by parent	-	99	99
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	9,735	9,735
At 31 December 2022	1	72,123	72,124

Notes to the financial statements

at 31 December 2022

1. Authorisation of financial statements

The financial statements of The Way Ahead Group Limited for the year ended 31 December 2022 were authorised for issue by the board of directors on ...~~29 September 2022~~ 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 s401 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 SE which are available from 42, avenue de Friedland, 75008 Paris, 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 2022.

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 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
- (c) the requirements of paragraphs 91 – 99 of IFRS 13 Fair Value Measurement;
- (d) the requirements of IAS 7 Statement of Cash Flows;
- (e) the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures;
- (f) 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
- (g) the requirements of paragraphs 10(d), 10(f), 39-40, 111 and 134-136 of IAS 1 *Presentation of Financial Statements*;
- (h) the requirement of paragraph 52, the second sentence of paragraph 89 and paragraphs 90, 91 and 93 of IFRS 16 Leases.
- (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*;
 - (iii) paragraph 118(e) *Intangible Assets*;
- (j) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors; and
- (k) the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d) to 134(f) and 135(c) to 135(e) of IAS 36 *Impairment of Assets*.

Notes to the financial statements continued

at 31 December 2022

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 Company’s Balance Sheet shows net assets of £72,124k (2021: £62,390k), and at year end reported net current assets of £44,221k (2021: £36,742k). The Company participates in the Vivendi Group centralised treasury arrangements and shares banking and intercompany loan arrangements with the Group, Vivendi SE, and other subsidiaries. The Company is managed as part of the UK Vivendi reporting group and budgets and forecasts are prepared at that level. The UK group’s forecasts and budgets identify that the UK group is expected to meet its liabilities as they fall due for the period to 31 December 2024. A key assumption in the UK group’s forecasts is the continuing availability of funds that are swept into the Group Treasury cash pooling arrangements and the intercompany loans provided by the Group to the Company. The Company has received a letter of financial support from the ultimate parent Company, Vivendi SE which confirms that the Group will provide financial support until 31 December 2024.

The directors of the Company have considered information regarding the Group’s ability to provide support to the Company. This information included the Group’s 2023 half-year results released on 27 July 2023, which showed that the Group had total cash and cash equivalents of €1.9 billion and €17.5 billion of net assets. The directors of the Company have made enquiries of the directors of Vivendi SE to confirm that it has the ability to provide financial support. The directors of the Company have concluded that, if required, the Group will be able to provide financial support to the Company, for the period to 31 December 2024. Accordingly, the Directors are satisfied that they have a reasonable basis upon which to conclude that the Company is able to meet its liabilities as they fall due in the foreseeable future and that it remains appropriate to prepare the financial statements on a going concern basis.

2.4 Judgement in applying accounting policies and key sources of estimation.

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be appropriate under the circumstances, the results of which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Estimates

The following assumptions involving estimates have had the most significant effect on amounts recognised in the financial statements. The Company has considered the impact of COVID-19 on these and any other potential material risks in note 21:

- Promoter Advances are recognised as a receivable based on estimated future ticket sales
- A dilapidation provision has been recognised based on an estimated cost for future repairs in order to return the leased building to its original state as at the time of the lease commencement.
- Estimated investment impairment contains assumptions for future cashflows which are based on historical data and expected future events.

Judgements

The following assumptions involving judgments have had the most significant effect on amounts recognised in the financial statements:

Notes to the financial statements continued

at 31 December 2022

2. Accounting policies (continued)

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 evaluating the future profits of the subsidiaries to make judgement on any impairments of the subsidiaries.

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.

Advances accounting

Management have made the assessment on a number of factors in determining whether the Advance payments to promoters as part of the contracts for future events, as shown within Other debtors in note 12, is recoverable. The most notable of these would be the assessment of the level of ticketing commission to be earned under the contract. Management have also made judgments in respect of the accounting treatment of any associated impairment or expected credit loss associated with these advance payments.

Lease accounting

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group cannot readily determine the interest rate implicit in the lease, and therefore has developed a calculation method to determine its incremental borrowing rate that would apply to the financing of the leased assets. The discount rate is calculated based on the following parameters: maturity of the lease liability and reference rate of the relevant currency and the Group credit spread on the basis that the Group provides the majority of the financing requirements of its subsidiaries where necessary.

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.

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.

Notes to the financial statements continued

at 31 December 2022

2. Accounting policies (continued)

Investments

Investments in subsidiaries are shown at historic cost less any applicable provision for impairment. The Company holds 100% of the ordinary share capital and is the immediate and ultimate parent of the following companies:

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
--	---------

Intangible assets include assets which are currently being developed which have been capitalised but not amortised in 2022. On completion they will be amortised over its economic life.

Changes 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.

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.

Notes to the financial statements continued

at 31 December 2022

2. Accounting policies (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.

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.

Notes to the financial statements continued

at 31 December 2022

2. Accounting policies (continued)

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.

Revenue recognition (continued)

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.

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.

Notes to the financial statements continued

at 31 December 2022

2. Accounting policies (continued)

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.

Equity-settled transactions

The cost of equity-settled transactions with employees is measured by reference to the fair value of the equity instruments granted at the date at which they are granted and is recognised as an expense over the vesting period, which ends on the date on which the relevant employees become fully entitled to the award. Fair value is determined through the use of the publicly available share price. In valuing equity-settled transactions, no account is taken of any vesting conditions, other than conditions linked to the price of the shares of the Company (market conditions) and non-vesting conditions. No expense is recognised for awards that do not ultimately vest, except for awards where vesting is conditional upon a market or non-vesting condition, which are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance conditions are satisfied.

At each balance sheet date before vesting, the cumulative expense is calculated, representing the extent to which the vesting period has expired and management's best estimate of the achievement or otherwise of non-market conditions and of the number of equity instruments that will ultimately vest or in the case of an instrument subject to a market condition, be treated as vesting as described above. The movement in cumulative expense since the previous balance sheet date is recognised in the income statement, with a corresponding entry in equity.

Where the terms of an equity-settled award are modified or a new award is designated as replacing a cancelled or settled award, the cost based on the original award terms continues to be recognised over the original vesting period. In addition, an expense is recognised over the remainder of the new vesting period for the incremental fair value of any modification, based on the difference between the fair value of the original award and the fair value of the modified award, both as measured on the date of the modification. No reduction is recognised if this difference is negative.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any cost not yet recognised in the profit and loss account for the award is expensed immediately. Any compensation paid up to the fair value of the award at the cancellation or settlement date is deducted from equity, with any excess over fair value expensed in the profit and loss account. The financial effect of awards by the parent Company of options over its equity shares to the employees of subsidiary undertakings are recognised by the parent Company in its individual financial statements. In particular the parent Company records an increase in its investment in subsidiaries with a credit to equity equivalent to the cost in the subsidiary undertakings.

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.

Notes to the financial statements continued

at 31 December 2022

2. Accounting policies (continued)

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.

Leasing and hire purchase commitments

i. Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (ie., the date the underlying asset is available for use). Right-of-use assets are measured at the cost, less any accumulated depreciation and impairment losses, and adjusted for any re-measurement of lease liabilities. The cost of right-of-use assets include the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets, as follows:

- Building leasing 7 years

If ownership of the lease asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

Leasing and hire purchase commitments (continued)

ii. Lease Liabilities

At the commencement date of the lease the Group recognises lease liabilities measure at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees.

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:

	2022	2021
	£000	£000
Rendering of services	27,779	19,808
	<u>27,779</u>	<u>19,808</u>

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

Notes to the financial statements continued

at 31 December 2022

4. Profit before tax

This is stated after charging:

	2022	2021
	£000	£000
Depreciation of tangible fixed assets: owned	285	263
Depreciation right of use of asset	216	216
Amortisation of intangible assets	32	43
Amortisation of signing on fees	1,519	1,214
Operating lease rentals:		
- minimum lease payments	7	7
- prior year accrual release	-	(24)

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.

	2022	2021
	£000	£000
Audit of the financial statements	60	63

There were no amounts paid for non-audit services during the year.

5. Staff costs and directors' remuneration

Staff costs, including directors, were as follows:

	2022	2021
	£000	£000
Wages and salaries	5,459	4,300
Social security costs	553	483
Equity settled share-based payments	99	108
Defined contribution pension scheme costs	201	161
	6,312	5,052

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

	2022	2021
	No.	No.
Office and management	6	6
Administration staff	77	67
Operators	65	69
	148	142

Notes to the financial statements continued

at 31 December 2022

Staff costs and directors' remuneration (continued)

<i>Directors' remuneration</i>	<i>2022</i>	<i>2021</i>
	<i>£000</i>	<i>£000</i>
Emoluments	872	427
Equity-settled share-based payment	99	108
Company contributions to defined contribution pension schemes	18	14
	<u>989</u>	<u>549</u>

One director had retirement benefits accruing under the Company's money purchase scheme at the period end (2021: 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.

<i>In respect of the highest paid director:</i>	<i>2022</i>	<i>2021</i>
	<i>£000</i>	<i>£000</i>
Aggregate remuneration	872	427
Equity-settled share-based payment	99	108
Accrued pension at the end of the year	18	14
	<u>989</u>	<u>549</u>

6. Finance costs

	<i>2022</i>	<i>2021</i>
	<i>£000</i>	<i>£000</i>
Interest payable to group undertakings	31	31
Exchange gain in foreign currency borrowings	29	671
	<u>60</u>	<u>702</u>

7. Finance income

	<i>2022</i>	<i>2021</i>
	<i>£000</i>	<i>£000</i>
Bank Interest	10	-
Interest receivable from group undertakings	1,008	122
Exchange gain on foreign currency borrowings	350	169
	<u>1,368</u>	<u>291</u>

Notes to the financial statements continued

at 31 December 2022

8. Taxation

(a) Tax expense in the income statement

	2022	2021
	£000	£000
Current income tax:		
UK corporation tax	2,070	580
Group relief payable		744
Adjustments in respect of prior years	-	-
Total current income tax	2,070	1,324
Deferred tax:		
Origination and reversal of temporary differences	207	60
Adjustments in respect of prior years	-	-
Total deferred tax	207	60
Tax expense in the income statement	2,277	1,384

(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 (2021: £nil).

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

The tax expense in the income statement for the year is higher (2021: lower) than the average rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	2022	2021
	£000	£000
19% on ordinary activities before tax	11,912	7,320
Tax calculated at UK average rate of corporation tax of 19% (2021: 19%)	2,263	1,391
Effects of:		
Expenses not deductible for tax purposes	8	24
Movement in timing differences	-	(31)
Adjustments in respect of prior years (Adjustment following the payment of prior year group relief)	50	-
Non-taxable income	(44)	-
Total tax charge reported in the income statement	2,277	1,384

Notes to the financial statements continued

at 31 December 2022

8. Taxation (continued)

(d) Deferred tax

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

	2022	2021
	£000	£000
Deferred tax asset		
Accelerated capital allowances	(87)	120
Other timing differences	9	9
	<u>(78)</u>	<u>129</u>

The deferred tax in the income statement is as follows:

	2022	2021
	£000	£000
Deferred tax in the income statement		
Accelerated capital allowances	(207)	(60)
	<u>(207)</u>	<u>(60)</u>
Deferred tax (expense) in the profit and loss account		

Notes to the financial statements continued

at 31 December 2022

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>Right of Use £000</i>	<i>Total £000</i>
Cost or valuation:						
At 1 January 2022	170	641	2,374	63	1,465	4,713
Additions	-	67	840	-	-	907
At 31 December 2022	<u>170</u>	<u>708</u>	<u>3,214</u>	<u>63</u>	<u>1,465</u>	<u>5,620</u>
Depreciation:						
At 1 January 2022	169	493	1,852	58	648	3,220
Charge for the year	1	59	224	1	216	501
At 31 December 2022	<u>170</u>	<u>552</u>	<u>2,076</u>	<u>59</u>	<u>864</u>	<u>3,721</u>
Net book value:						
At 31 December 2022	<u>-</u>	<u>156</u>	<u>1,138</u>	<u>4</u>	<u>601</u>	<u>1,899</u>
At 1 January 2022	<u>1</u>	<u>148</u>	<u>522</u>	<u>5</u>	<u>817</u>	<u>1,493</u>

10. Intangible assets

	<i>Software £000</i>
Cost or valuation:	
At 1 January 2022	1,153
Additions*	1,251
Disposals	-
At 31 December 2022	<u>2,404</u>
Amortisation:	
At 1 January 2022	756
Charge for the year	32
On disposals	-
At 31 December 2022	<u>788</u>
Net book value:	
At 31 December 2022	<u>1,616</u>
At 1 January 2022	<u>397</u>

* - The additions in 2022 were for intangible assets still being developed at 31 December 2022 and as such were not amortised during the year.

Notes to the financial statements continued

at 31 December 2022

11. Investments

Cost or valuation:

	<i>Investment in subsidiary undertakings £000</i>
At 1 January 2022	25,018
Additions	658
Disposals	-
At 31 December 2022	<u>25,676</u>
Impairment:	
At 1 January 2022	-
Expense for the year	-
At 31 December 2022	<u>-</u>
Net book value:	
At 31 December 2022	<u>25,676</u>
At 1 January 2022	<u>25,018</u>

Investments in subsidiaries

<i>Name</i>	<i>Class of shares</i>	<i>Holding</i>	<i>Nature of business</i>
See Tickets Holding B.V.	Ordinary	100%	Ticket Agent and access management based in the Netherlands
See Entradas SL.	Ordinary	100%	Ticket Agent based in Spain
See LDA.	Ordinary	95%	Ticket Agent based in Portugal
LiveBuzz Limited	Ordinary	100%	Exhibition service provider UK
Livebuzz Online Ltd	Ordinary	100%	Online Manuals for Trade Exhibitions

LiveBuzz Ltd was acquired as a complementary business to the ticketing operation in the exhibition sector. The acquisition comprised £3.8m of consideration and an estimated £0.7m of earn out which has now been paid.

Notes to the financial statements continued

at 31 December 2022

12. Trade and other receivables

	2022 £000	2021 £000
Trade debtors	180	607
Amounts due from group undertakings	90,927	97,823
Corporation Tax	-	-
Prepayments and accrued income	486	533
Deferred tax assets	-	129
Other debtors	6,766	2,360
	<u>98,359</u>	<u>101,452</u>
Amounts falling due after more than one year:		
Other debtors	1,770	1,854
	<u>100,129</u>	<u>103,306</u>

The amounts owed by group undertakings are interest bearing at 0.4% and repayable on demand.

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

	2022 £000	2021 £000
Trade creditors	4,100	1,249
Amounts owed to group undertakings	2,983	24,028
Group relief payable to group companies	748	1,487
Corporation Tax	985	558
Social security and other taxes	7,713	6,812
Other creditors	6,017	3,637
Accruals and deferred income	39,530	39,106
Lease liability less than one year	248	248
	<u>62,324</u>	<u>77,125</u>

Notes to the financial statements continued

at 31 December 2022

14. Lease Obligations

	<i>Lease Obligations £000</i>
Operating Lease Obligations at 31 December 2021	847
Payments made during 2022	(250)
Interest charged during 2022	31
Operating Lease Obligations at 31 December 2022	<u>628</u>
Amounts falling due within one year	248
Amounts falling due greater than one year	<u>380</u>
Operating Lease Obligations at 31 December 2022	<u>628</u>

15. Provisions

	<i>Leasehold dilapidations £000</i>
At 1 January 2022	34
Utilised in the year	-
At 31 December 2022	<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 (2021: £34,381) in respect of this, which is expected to be utilised over the remaining life of the lease.

16. Authorised and issued share capital

	2022 £	2021 £
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	<u>232</u>	<u>232</u>
	<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.

Notes to the financial statements continued

at 31 December 2022

17. Financial commitments

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

	2022 Other	2021 Other
	£000	£000
Not later than one year	-	-
After one year but not more than five years	9	9
After five years	-	-
	<u>9</u>	<u>9</u>

18. Share-based payments

Senior Executive Plan

Share-based payments options are granted to senior executives in Vivendi SE. The exercise price of the options is equal to the market price of the shares on the date of exercising the option. The options vest after 5 years and are subject to certain conditions. There are no cash alternatives, with the exception of the impact of the sale by Vivendi SE of the majority stake in UMG. As this impacted the share price, cash compensation was payable for options granted from 2017 to 2021.

The expense recognised for share-based payments in respect of employee services received during the year to 31 December 2022 is £98,809 (2021 - £108,000). The portion of that expense arising from equity-settled share-based payment transactions is £98,809 (2021 - £108,000).

19. Ultimate parent undertaking and controlling party

The immediate parent undertaking is See Group Limited.

The ultimate parent undertaking and controlling party is Vivendi SE, 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 SE financial statements are available from its registered office 42, Avenue de Friedland, 75008 Paris, France.

20. Contingent liabilities

The Company has entered a Deed of Composite guarantee in favour of National Westminster Bank PLC, in respect of accounts held with NatWest by a number of its group undertakings.

21. Post Balance Sheet events

There are no material impacts, or uncertainties identified which require adjustment in the current year financial statements. The current economic situation in the UK and globally is seeing a rise in supply costs and increasing inflation. The business has not seen an impact on demand from these factors but remains vigilant on customer trends and costs to the business.