

Financial Statements

Please Hold (UK) Limited

For the year ended 31 December 2014

Registered number: 3669221

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Company Information

Director	G Reed
Company secretary	C Berisford
Registered number	3669221
Registered office	Oakland House Talbot Road Old Trafford Manchester M16 0PQ
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor 4 Hardman Square Spinningfields Manchester M3 3EB
Bankers	National Westminster Bank plc 5th Floor 1 Spinningfields Square Deansgate Manchester M3 3AP

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Director's report

For the year ended 31 December 2014

The director presents his report and the financial statements for the year ended 31 December 2014.

Results and dividends

The profit for the year, after taxation, amounted to £1,344,126 (2013 - £1,224,318).

No dividends have been paid or proposed during the financial year.

Director

The director who served during the year was:

G Reed

Director's responsibilities statement

The director is responsible for preparing the Strategic report, the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable laws). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditor

The director at the time when this Director's report is approved has confirmed that:

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

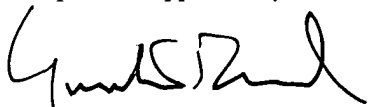
Director's report

For the year ended 31 December 2014

Auditor

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditor 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

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



G Reed
Director

Date: 23 APRIL 2015

Strategic report

For the year ended 31 December 2014

Introduction

The principal activities of the Company are that of audio branding and new media services.

Business review and future strategy

During the last 12 months, the Company's strategy was to build on the market-leading position developed over the last 16 years.

A continual growth in revenue was achieved through an increase in client volume, which in turn led to an increase in reinvestment. The client portfolio is at its strongest, yet there remains a low average revenue per client. Therefore, there is a constant focus on cost management to maintain operating margins. These cost controls are balanced with the requirements of delivering a creatively led service, ensuring each individual client receives a bespoke service that meets their varying demands.

Principal risks and uncertainties

The lack of external borrowings puts the Company in a strong financial position, as interest rate risk is eliminated. Additionally, its position as a provider of media content means technology risks are avoided.

New clients are consistently acquired through the establishment of effective market niches, creating specific platforms to showcase the benefits of the service. By attracting clients from a wide cross-section of industry sectors, the Company also minimises its exposure to credit risks.

Financial key performance indicators

The Company enjoyed another year of strong financial growth, with this result reflected in the key financial performance indicator of revenue growth. The annual increase in revenue improved to 42% (2013: 38%).

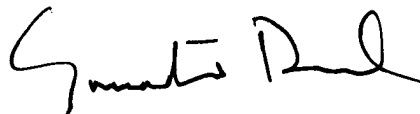
Other key performance indicators

The Company operates with a primary focus on customer satisfaction, which has resulted in a consistent growth in the client base. As a member of the Institute of Customer Service, clients were questioned on their experiences and reported an overall satisfaction rate of 97%. Following this initial survey, the Company has continued to regularly survey its clients, who now value overall satisfaction at 98.5%.

The performance of the Company has also been recognised by two renowned external bodies. The Company has been listed as one of the Investec Mid-Market 100 fastest-growing companies, and one of the London Stock Exchange's 1,000 companies to inspire Britain. These accreditations mark the Company's success in terms of revenue, staff and client growth, as well as the innovative, forward-thinking nature of the services it provides.

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

G Reed
Director



Date: 23 APRIL 2015

Independent auditor's report to the members of Please Hold (UK) Limited

We have audited the financial statements of Please Hold (UK) Limited for the year ended 31 December 2014, which comprise the Profit and loss account, the Balance sheet, the Cash flow statement and reconciliation of net cash flow to movement in net funds and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of director and auditor

As explained more fully in the Director's responsibilities statement set out on page 1, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic report and the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Please Hold (UK) Limited

Matters on which we are required to report by exception

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

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

Grant Thornton UK LLP

Stuart Muskett
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
Manchester
Date: *14 MAY 2015*

Profit and loss account

For the year ended 31 December 2014

	Note	2014 £	2013 £
Turnover	1,2	15,813,174	11,136,974
Cost of sales		<u>(7,738,414)</u>	<u>(6,057,455)</u>
Gross profit		8,074,760	5,079,519
Administrative expenses		<u>(6,367,945)</u>	<u>(3,458,539)</u>
Operating profit	3	1,706,815	1,620,980
Profit on ordinary activities before taxation		1,706,815	1,620,980
Tax on profit on ordinary activities	6	<u>(362,689)</u>	<u>(396,662)</u>
Profit for the financial year	12	<u>1,344,126</u>	<u>1,224,318</u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.

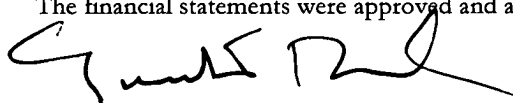
The notes on pages 9 to 18 form part of these financial statements.

Balance sheet

As at 31 December 2014

	Note	£	2014 £	£	2013 £
Fixed assets					
Tangible assets	7		766,163		414,072
Current assets					
Debtors	8	10,736,887		8,080,665	
Cash at bank		341,114		284,741	
		<u>11,078,001</u>		<u>8,365,406</u>	
Creditors: amounts falling due within one year	9	<u>(6,814,348)</u>		<u>(5,153,860)</u>	
Net current assets			<u>4,263,653</u>		<u>3,211,546</u>
Total assets less current liabilities			<u>5,029,816</u>		<u>3,625,618</u>
Provisions for liabilities					
Deferred tax	10		<u>(103,137)</u>		<u>(43,065)</u>
Net assets			<u><u>4,926,679</u></u>		<u><u>3,582,553</u></u>
Capital and reserves					
Called up share capital	11		9,000		9,000
Profit and loss account	12		<u>4,917,679</u>		<u>3,573,553</u>
Shareholders' funds	13		<u><u>4,926,679</u></u>		<u><u>3,582,553</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



G Reed
Director

Date: 23 APRIL 2015

The notes on pages 9 to 18 form part of these financial statements.

Cash flow statement

For the year ended 31 December 2014

	Note	2014 £	2013 £
Net cash flow from operating activities	14	1,184,130	941,812
Taxation		(545,337)	(523,723)
Capital expenditure and financial investment	15	(577,892)	(393,082)
Cash inflow before financing		60,901	25,007
Financing	15	(4,528)	(4,528)
Increase in cash in the year		56,373	20,479

Reconciliation of net cash flow to movement in net funds

For the year ended 31 December 2014

	2014 £	2013 £
Increase in cash in the year	56,373	20,479
Cash outflow from decrease in debt and lease financing	4,528	4,528
Movement in net funds in the year	60,901	25,007
Net funds at 1 January	277,950	252,943
Net funds at 31 December	338,851	277,950

The notes on pages 9 to 18 form part of these financial statements.

Notes to the financial statements

For the year ended 31 December 2014

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with United Kingdom accounting standards.

The director has reviewed the accounting policies in accordance with FRS 18 "Accounting Policies" and has concluded that no changes are required.

1.2 Going concern

Management have prepared forecasts for the period to 31 December 2016. After review of the forecasts, the director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Company continues to adopt the going concern basis in preparing the financial statements.

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the year, exclusive of Value Added Tax and trade discounts.

Revenue is recognised in accordance with contractual terms and is in line with the provision of services to the Company's clients.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Fixtures & fittings	- 33% straight line
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1.5 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the Company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

1.6 Operating leases

Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

Notes to the financial statements

For the year ended 31 December 2014

1. Accounting policies (continued)

1.7 Deferred taxation

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

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

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

Deferred tax assets and liabilities are not discounted.

1.8 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and loss account.

1.9 Pensions

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

2. Turnover

Segmental information has not been disclosed, as in the opinion of the director, this information would be seriously prejudicial to the interests of the company.

Notes to the financial statements

For the year ended 31 December 2014

3. Operating profit

The operating profit is stated after charging/(crediting):

	2014 £	2013 £
Depreciation of tangible fixed assets:		
- owned by the company	219,690	150,333
- held under finance leases	5,976	5,976
Auditor's remuneration	13,900	13,250
Auditor's remuneration - taxation services	2,400	2,400
Operating lease rentals:		
- other operating leases	440,840	242,037
Difference on foreign exchange	4,331	8,151
Loss on disposal of tangible fixed assets	135	11,925
	<u> </u>	<u> </u>

4. Staff costs

Staff costs, including director's remuneration, were as follows:

	2014 £	2013 £
Wages and salaries	8,587,161	5,908,131
Social security costs	927,987	624,708
Other pension costs	20,209	-
	<u>9,535,357</u>	<u>6,532,839</u>

The average monthly number of employees, including the director, during the year was as follows:

	2014 No.	2013 No.
Sales and administration	<u>228</u>	<u>162</u>

5. Director's remuneration

	2014 £	2013 £
Remuneration	<u>40,000</u>	<u>40,000</u>

The directors did not accrue any benefits under pension arrangements (2013 - £Nil).

Notes to the financial statements

For the year ended 31 December 2014

6. Taxation

	2014 £	2013 £
Analysis of tax charge in the year		
Current tax (see note below)		
UK corporation tax charge on profit for the year	302,617	355,604
Adjustments in respect of prior periods	-	12,710
Total current tax	302,617	368,314
Deferred tax (see note 10)		
Origination and reversal of timing differences	60,072	28,348
Tax on profit on ordinary activities	362,689	396,662

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - lower than) the standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%). The differences are explained below:

	2014 £	2013 £
Profit on ordinary activities before tax	1,706,815	1,620,980
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%)	366,965	376,878
Effects of:		
Expenses not deductible for tax purposes	4,789	13,404
Differences between capital allowances and depreciation	(66,863)	(32,623)
Fixed asset differences	11,918	-
Adjustments to tax charge in respect of prior periods	(123)	12,710
Short term timing differences	-	(2,055)
Overprovision of tax in the prior year	(13,970)	-
Marginal relief	(99)	-
Current tax charge for the year (see note above)	302,617	368,314

Notes to the financial statements

For the year ended 31 December 2014

7. Tangible fixed assets

	Fixtures & fittings £
Cost	
At 1 January 2014	686,366
Additions	577,892
Disposals	(13,197)
At 31 December 2014	<u>1,251,061</u>
Depreciation	
At 1 January 2014	272,294
Charge for the year	225,666
On disposals	(13,062)
At 31 December 2014	<u>484,898</u>
Net book value	
At 31 December 2014	<u>766,163</u>
At 31 December 2013	<u>414,072</u>

The net book value of assets held under finance leases or hire purchase contracts, included above, are as follows:

	2014 £	2013 £
Fixtures and fittings	<u>1,992</u>	<u>10,142</u>

8. Debtors

	2014 £	2013 £
Trade debtors	1,621,951	1,126,385
Amounts owed by related parties (note 20)	3,551,970	3,109,670
Director's loan account (note 20)	3,386,232	2,252,991
Other debtors	25,025	51,887
Prepayments and accrued income	416,330	201,826
Tax recoverable	1,735,379	1,337,906
	<u>10,736,887</u>	<u>8,080,665</u>

Notes to the financial statements

For the year ended 31 December 2014

9. Creditors:

Amounts falling due within one year

	2014	2013
	£	£
Net obligations under finance leases and hire purchase contracts	2,264	6,791
Trade creditors	644,240	574,037
Corporation tax	1,412,433	1,257,680
Other taxation and social security	1,322,245	875,490
Deferred income	2,495,559	1,753,932
Other creditors	18,741	15,573
Accruals	918,866	670,357
	<u>6,814,348</u>	<u>5,153,860</u>

10. Deferred taxation

	2014	2013
	£	£
At beginning of year	43,065	14,717
Charged/(released) during the year	60,072	28,348
	<u>103,137</u>	<u>43,065</u>

The provision for deferred taxation is made up as follows:

	2014	2013
	£	£
Fixed asset timing differences	103,137	40,864
Other short term timing differences	-	2,201
	<u>103,137</u>	<u>43,065</u>

11. Share capital

	2014	2013
	£	£
Authorised		
Allotted, called up and fully paid		
900,000 Ordinary shares of £0.01 each	<u>9,000</u>	<u>9,000</u>

Notes to the financial statements

For the year ended 31 December 2014

12. Reserves

	Profit and loss account £
At 1 January 2014	3,573,553
Profit for the financial year	1,344,126
	<hr/>
At 31 December 2014	4,917,679
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13. Reconciliation of movement in shareholders' funds

	2014 £	2013 £
Opening shareholders' funds	3,582,553	2,358,235
Profit for the financial year	1,344,126	1,224,318
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Closing shareholders' funds	4,926,679	3,582,553
	<hr/>	<hr/>

14. Net cash flow from operating activities

	2014 £	2013 £
Operating profit	1,706,815	1,620,980
Depreciation of tangible fixed assets	225,666	156,309
Loss on disposal of tangible fixed assets	135	11,925
Increase in debtors	(683,208)	(420,361)
Movement in amounts owed by related parties	(442,300)	(485,630)
Movement in director's loan account	(1,133,241)	(696,945)
Increase in creditors	1,510,263	755,534
	<hr/>	<hr/>
Net cash inflow from operating activities	1,184,130	941,812
	<hr/>	<hr/>

15. Analysis of cash flows for headings netted in cash flow statement

	2014 £	2013 £
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(577,892)	(393,082)
	<hr/>	<hr/>
	2014 £	2013 £
Financing		
Repayment of finance leases	(4,528)	(4,528)
	<hr/>	<hr/>

Notes to the financial statements

For the year ended 31 December 2014

16. Analysis of changes in net funds

	1 January 2014	Cash flow	Other non-cash changes	31 December 2014
	£	£	£	£
Cash at bank and in hand	284,741	56,373	-	341,114
Debt:				
Debts due within one year	(6,791)	4,528	-	(2,263)
Net funds	277,950	60,901	-	338,851

17. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £20,209 (2013 - £nil). Contributions totalling £7,670 (2013 - £nil) were payable to the fund at the balance sheet date and are included in other creditors.

18. Operating lease commitments

At 31 December 2014 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2014	2013
	£	£
Expiry date:		
Within 1 year	-	34,750
Between 2 and 5 years	327,349	261,978

Notes to the financial statements

For the year ended 31 December 2014

19. Share based payments

On 8 July 2011, the company granted options to certain employees under the Please Hold EMI Share Option Plan. The options may be exercised following the sale or floatation of the company.

The options granted have been valued using a Monte Carlo model with the following assumptions:

	Strike price per share in pence	Expected volatility %	Risk free rate %	Expected gross term years
Date of issue				
8 July 2011 (EMI plan)	78	70	3	10

The director has reviewed the potential charge and have considered it to be immaterial. On this basis no charge has been made within the financial statements.

Movements in the number of share options outstanding and their related weighted average exercise prices are as follows:

	2014 Weighted average exercise price per share in pence	2014 Options No.	2013 Weighted average exercise price per share in pence	2013 Options No.
Brought forward	78	66,667	78	66,667
Lapsed in the year	-	-	-	-
Total outstanding at the year end	78	66,667	78	66,667

At the year end the company had the following outstanding options and expiry dates:

	2014			2013		
Expiry date	Exercise price per share in pence	Options No	Weighted average remaining contractual life in months	Exercise price per share in pence	Options No.	Weighted average remaining contractual life in months
8 July 2021	78	66,667	78	78	66,667	90

Notes to the financial statements

For the year ended 31 December 2014

20. Related party transactions

During the year, the following interest free loans to the director and shareholders existed:

	Maximum liability during the year	Amount outstanding at 1 January 2014	Amount outstanding at 31 December 2014
	£	£	£
Mr G L Reed (Director/Shareholder)	3,386,232	2,252,991	3,386,232
Mr J P Clarke (Shareholder)	3,551,970	3,109,670	3,551,970

21. Controlling party

The director does not consider there to be a controlling party as neither of the shareholders holds a majority of voting rights.