

Marcus Evans (ANZ) Limited

Registered number: 04825861

Directors' report and financial statements

For the year ended 30 September 2015



MARCUS EVANS (ANZ) LIMITED

COMPANY INFORMATION

Directors	D Gilmore V Schneider D Conway M Van Os
Company secretary	M P Studd
Registered number	04825861
Registered office	101 Finsbury Pavement London EC2A 1RS
Independent auditor	Mazars LLP Chartered Accountants Tower Bridge House St Katharine's Way London E1W 1DD

MARCUS EVANS (ANZ) LIMITED

CONTENTS

	Page
Strategic Report	1
Directors' Report	2 - 3
Independent Auditor's Report	4 - 5
Profit and Loss Account	6
Statement of Total Recognised Gains and Losses	7
Balance Sheet	8
Notes to the Financial Statements	9 - 16

MARCUS EVANS (ANZ) LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

Principal activity

The principal activity of the company continued to be that of management and organisation of conferences and summit events and arranging conferences and summits on behalf of other group companies.

Key performance indicators

The directors consider the key performance indicators of the company to be the number of attendees or delegates per event and the number of events held.

Business review and future developments

The turnover during the year was £3,672,160 (2014: £4,443,661) and the loss on ordinary activities before taxation was £61,503 (2014 profit on ordinary activities before taxation: £58,590). The turnover has decreased in the local currency of Australian Dollars by 3% due to a decrease in the attendance at summits. The gross profit margin has decreased from 20% to 10% in the company's local currency due to higher employee costs. The directors consider that the number of attendees and delegates per event and number of events held is in line with expectations of management.

Financial risk management

The company is exposed to a variety of financial risks that include the effects of changes in credit risks, interest rate risk, foreign exchange risk and liquidity risk.

Credit risk

The company has exposure to credit risk in relation to its trade debtor and intercompany debtor balances. The risks are mitigated by credit checks on trade debtors, and guarantees from the ultimate parent company.

Interest rate risk

The company has interest rate bearing assets and no interest bearing liabilities. Interest bearing assets include only cash balances that earn interest based on prevailing bank rates.

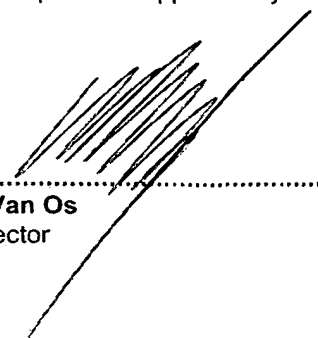
Foreign exchange risk

The company is exposed to fluctuations in the exchange rate of the Australian Dollar against the Sterling. It is the group's policy not to take out instruments to hedge against exchange rate movements.

Liquidity risk

Liquidity is managed on a group wide basis for all companies in the Marcus Evans Investments Limited Group. The company is dependent upon continued funding by that group.

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



M Van Os
Director

MARCUS EVANS (ANZ) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

The directors present their report and the audited financial statements for the year ended 30 September 2015.

Matters covered in the Strategic report

As permitted by Paragraph 1A of Schedule 7 to the Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 certain matters which are required to be disclosed in the Director's Report have been omitted as they are included in the Strategic Report on page 1. These matters relate to the principal activity, business review, key performance indicators and principal risks and uncertainties.

Director

The directors who served during the year were:

M Studd (resigned 11 April 2016)

K Mallon (appointed 15 September 2015, resigned 12 April 2016)

On 11 April 2016, D Gilmore and M Van Os were appointed as directors of the company. On 12 April 2016, V Schneider and D Conway were appointed as directors of the company.

Directors' responsibilities statement

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

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

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

MARCUS EVANS (ANZ) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2015

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director 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.

Auditor

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

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



.....
M Van Os
Director

MARCUS EVANS (ANZ) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARCUS EVANS (ANZ) LIMITED

We have audited the financial statements of Marcus Evans (ANZ) Limited for the year ended 30 September 2015 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet 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).

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors. 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.

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 the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 30 September 2015 and of its loss 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 the other matter prescribed by the Companies Act 2006

In our opinion 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.

MARCUS EVANS (ANZ) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MARCUS EVANS (ANZ) 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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



William Neale Bussey (Senior Statutory Auditor)
for and on behalf of Mazars LLP
Chartered Accountants and Statutory Auditor
Tower Bridge House
St Katharine's Way
London
E1W 1DD

30 JUNE 2016

MARCUS EVANS (ANZ) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2015

	Note	2015 £	2014 £
Turnover	1, 2	3,672,160	4,443,661
Cost of sales		<u>(3,315,796)</u>	<u>(3,568,417)</u>
Gross profit		356,364	875,244
Administrative expenses		<u>(418,395)</u>	<u>(817,269)</u>
Operating (loss)/profit	3	(62,031)	57,975
Interest receivable and similar income		<u>528</u>	<u>615</u>
(Loss)/profit on ordinary activities before taxation		(61,503)	58,590
Tax on (loss)/profit on ordinary activities	5	<u>-</u>	<u>-</u>
(Loss)/profit for the financial year	11	<u>(61,503)</u>	<u>58,590</u>

All amounts relate to continuing operations.

The notes on pages 9 to 16 form part of these financial statements.

MARCUS EVANS (ANZ) LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30 SEPTEMBER 2015

	2015 £	2014 £
(Loss)/profit for the financial year	(61,503)	58,590
Foreign currency translation differences on retranslation of net liabilities of overseas branch	<u>137,459</u>	<u>106,931</u>
Total recognised gains and losses relating to the year	<u><u>75,956</u></u>	<u><u>165,521</u></u>

The notes on pages 9 to 16 form part of these financial statements.

MARCUS EVANS (ANZ) LIMITED

Registered number: 04825861

BALANCE SHEET**AS AT 30 SEPTEMBER 2015**

	Note	£	2015 £	£	2014 £
Fixed assets					
Tangible assets	7		67,893		105,384
Current assets					
Debtors	8	1,212,706		4,463,741	
Cash at bank		<u>350,882</u>		<u>257,723</u>	
		1,563,588		4,721,464	
Current liabilities					
Creditors: amounts falling due within one year	9	(903,800)		(4,667,273)	
Deferred income		<u>(1,638,939)</u>		<u>(1,634,135)</u>	
		(2,542,739)		(6,301,408)	
Net current liabilities			<u>(979,151)</u>		<u>(1,579,944)</u>
Total assets less current liabilities			<u>(911,258)</u>		<u>(1,474,560)</u>
Capital and reserves					
Called up share capital	10		1		1
Foreign exchange reserve	11		11,652		(125,807)
Capital contribution	11		487,346		-
Profit and loss account	11		<u>(1,410,257)</u>		<u>(1,348,754)</u>
Shareholders' deficit	12		<u>(911,258)</u>		<u>(1,474,560)</u>

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



.....
M Van Os
 Director

The notes on pages 9 to 16 form part of these financial statements.

MARCUS EVANS (ANZ) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

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 applicable accounting standards.

The accounting records of the company are maintained in Australian dollars and translated into Sterling for statutory reporting purposes.

1.2 Going concern

The financial statements have been prepared on a going concern basis. The company incurred losses in the current year, has net current liabilities and net liabilities, and is dependent upon its ultimate parent company and/or controlling shareholder for funding. While the directors expect the company to achieve profitability in the future, the company will remain dependent upon this funding until such a time as it has generated enough cash through profitable trading to enable it to meet its liabilities as and when they fall due. The ultimate parent company and controlling shareholder have each confirmed to the directors their current intention to underwrite amounts recoverable by the company from other group companies and to provide funding to enable the company to meet its liabilities as they fall due for the foreseeable future. The directors have therefore prepared the financial statements on a going concern basis.

Should such funding from the ultimate parent company and/or controlling shareholder not be forthcoming, the going concern basis of preparation may no longer be appropriate, and significant adjustments may be required to these financial statements.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 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 in respect of the company's principal activity, being management and organisation of conferences and summits, is recognised at event completion until which point amounts invoiced are recorded as deferred income.

1.5 Event related expenses

Directly attributable event expenses are recognised in the year which the event has been completed. Expenses that relate to an event taking place in the subsequent financial year but paid prior to the year end are recorded as prepayments in the balance sheet.

1.6 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 and fittings	-	20-33% straight line
-----------------------	---	----------------------

MARCUS EVANS (ANZ) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

1. Accounting Policies (continued)

1.7 Impairment

At the balance sheet date, the company reviews the carrying value of its assets to determine whether there is any indication that those assets have suffered an impairment loss.

If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

1.8 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.

1.9 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.

1.10 Foreign currencies

Monetary assets and liabilities denominated in currencies other than Australian Dollars are translated into Australian Dollars at rates of exchange ruling at the balance sheet date. Transactions in currencies other than Australian Dollars are translated into Australian Dollars at the rate ruling on the date of the transactions.

At the year end, the financial statements are translated from the local currency of Australian Dollars to the presentational currency of Sterling at the year end rate. Exchange gains and losses arising on the translation of the opening balance sheet are recognised as a movement in equity in the foreign exchange reserve. All other exchange gains or losses are recognised in the profit and loss account.

2. Turnover

The company has taken advantage of the exemption to disclose the analysis of turnover by geographical market on the basis that it is prejudicial to the company's interests as provided by the Companies Act 2006 and SI2008 No. 410.

MARCUS EVANS (ANZ) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

3. Operating (loss)/profit

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

	2015 £	2014 £
Depreciation of tangible fixed assets:		
- owned by the company	25,798	30,193
Operating lease rentals:		
- land and buildings	95,420	110,855
Difference on foreign exchange	<u>(67,287)</u>	<u>115,287</u>

During the year, no director received any emoluments in respect of services to the company (2014 - £NIL).

The remuneration of the auditor is borne by the group company Marcus Evans Limited, a company registered in England and Wales.

4. Interest receivable

	2015 £	2014 £
Bank interest receivable	<u>528</u>	<u>615</u>

MARCUS EVANS (ANZ) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

5. Taxation

	2015 £	2014 £
UK corporation tax charge on (loss)/profit for the year	-	-

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2014 - lower than) the standard rate of corporation tax in the UK of 20.5% (2014 - 22%). The differences are explained below:

	2015 £	2014 £
(Loss)/profit on ordinary activities before tax	(61,503)	58,590
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.5% (2014 - 22%)	(12,608)	12,890

Effects of:

Expenses not deductible for tax purposes	10,566	12,828
Capital allowances for year less than depreciation	2,946	4,658
Tax losses utilised	(903)	(30,376)

Current tax charge for the year (see note above)

-	-
---	---

Factors that may affect future tax charges

The corporation tax rate was reduced from 21% to 20% in April 2015 and the average corporation tax rate for the year ended 30 September 2015 is 20.5%.

There will be further reductions in the main corporation tax rate to 19% from 1 April 2017, and 18% from 1 April 2020. These reduced rates were substantively enacted on 26 October 2015 and have therefore not been considered when calculating deferred tax at the Balance Sheet date of 30 September 2015.

Unrecognised deferred tax

The company has estimated tax losses of approximately £412,000 (2014: £416,000) available to carry forward against future trading profits. Potential deferred tax of £82,000 (2014: £83,000) has not been recognised in respect of the losses on the grounds that there is insufficient certainty on the timing of future profits against which the asset could be utilised.

MARCUS EVANS (ANZ) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

6. Staff costs

	2015 £	2014 £
Wages and salaries	689,557	1,073,532
Commission payable	528,017	674,720
Pension costs	132,733	165,074
Social security costs	64,409	83,629
Total	<u>1,414,716</u>	<u>1,996,955</u>

Commissions paid during the year, and which have been deferred as an event related expense, amount to £282,331 (2014: £283,353). These amounts are included in the breakdown of staff costs above, but are not included in profit and loss account for the year, as they have been included within prepayments and accrued income and are released in the year in which the revenue in relation to the event is recognised. During the year commission of £283,353 (2014: £295,175) has been recognised in the profit and loss account relating to commissions paid in previous years for events for which the revenue has been recognised during the year.

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

	2015 No	2014 No
Management and administration	1	1
Sales	<u>50</u>	<u>56</u>
Total	<u>51</u>	<u>57</u>

MARCUS EVANS (ANZ) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

7. Tangible fixed assets

	Fixtures and fittings £
Cost	
At 1 October 2014	212,220
Additions	2,980
Foreign exchange movement	<u>(29,547)</u>
At 30 September 2015	<u>185,653</u>
Depreciation	
At 1 October 2014	106,836
Charge for the year	25,798
Foreign exchange movement	<u>(14,874)</u>
At 30 September 2015	<u>117,760</u>
Net book value	
At 30 September 2015	<u>67,893</u>
At 30 September 2014	<u>105,384</u>

8. Debtors

	2015 £	2014 £
Trade debtors	823,653	850,992
Amounts owed by group undertakings	-	3,172,056
Other debtors	82,042	75,821
Prepayments and accrued income	307,011	364,872
	<u>1,212,706</u>	<u>4,463,741</u>

Included in other debtors is a rent deposit of £65,264 (2014: £75,821) which is due after more than one year.

9. Creditors: Amounts falling due within one year

	2015 £	2014 £
Trade creditors	94,345	115,083
Amounts owed to group undertakings	412,811	4,198,522
Other taxation and social security	184,149	123,798
Other creditors	103,784	132,543
Accruals	108,711	97,327
	<u>903,800</u>	<u>4,667,273</u>

MARCUS EVANS (ANZ) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

10. Share capital

	2015 £	2014 £
Allotted, called up and fully paid		
Ordinary share of £1	<u>1</u>	<u>1</u>

11. Reserves

	Foreign exchange reserve £	Capital contribution £	Profit and loss account £
At 1 October 2014	(125,807)	-	(1,348,754)
Loss for the year	-	-	(61,503)
Foreign currency translation differences on retranslation of net liabilities of overseas branch	137,459	-	-
Capital contribution in the year	-	487,346	-
	<u>11,652</u>	<u>487,346</u>	<u>(1,410,257)</u>
At 30 September 2015			

On 1 October 2014, ME Holdings (IOM) Limited made capital contributions to the company.

12. Reconciliation of movement in shareholders' deficit

	2015 £	2014 £
Opening shareholders' deficit	(1,474,560)	(1,640,081)
(Loss)/profit for the financial year	(61,503)	58,590
Foreign currency translation differences on retranslation of net liabilities of overseas branch	137,459	106,931
Capital contribution in the year	<u>487,346</u>	<u>-</u>
Closing shareholders' deficit	<u>(911,258)</u>	<u>(1,474,560)</u>

MARCUS EVANS (ANZ) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2015

13. Operating lease commitments

At 30 September 2015 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2015	2014
	£	£
Expiry date:		
Between 2 and 5 years	<u>118,355</u>	<u>78,578</u>

14. Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is Marcus Evans (UK Holdings) Limited, a company registered in England and Wales.

The company's ultimate parent company is Marcus Evans Worldwide Holdings (IOM) Limited, a company registered in the Isle of Man.

The controlling party is Mr M P B Evans by virtue of his interest in the entire issued share capital of Marcus Evans Worldwide Holdings (IOM) Limited.

The parent company of the smallest and largest group of which the company is a member and for which group accounts are prepared is Marcus Evans (UK Holdings) Limited. Copies of its consolidated accounts are available to the public and may be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ, Wales.

15. Related party transactions

The company is part of an international network of companies, under common ownership and control of Mr M P B Evans, organising hospitality and conference events.

The company is a wholly owned subsidiary of Marcus Evans Worldwide Holdings (IOM) Limited, and utilises the exemptions contained in Financial Reporting Standard 8, Related Party Disclosures, not to disclose any transactions or balances with entities which are wholly owned members of that group.