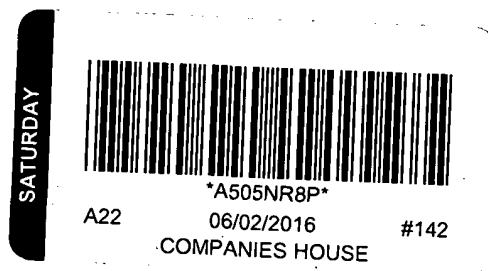


Registration number: 5830195

dmg media Investments Limited

Strategic Report, Directors' Report and Financial Statements

for the year ended 30 September 2015



dmg media Investments Limited

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dmg media Investments Limited

Company Information

Directors	K Beatty P C Chapman S W Daintith A Perry J J S Welsh
Company secretary	F L Sallas
Registered office	Northcliffe House 2 Derry Street London W8 5TT
Bankers	The Royal Bank of Scotland plc Corporate Services PO Box 34 15 Bishopsgate London EC2P 2AP
Solicitors	Freshfields Bruckhaus Deringer Whitefriars 65 Fleet Street London EC4Y 1HT
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 1 Embankment Place London WC2N 6RH

dmg media Investments Limited

Strategic Report for the year ended 30 September 2015

Introduction and Strategy

The directors in preparing this strategic report have complied with s414c of the Companies Act 2006.

Principal activity

The principal activity of the Company is to hold investments in subsidiaries and associates in the UK on behalf of the dmg media group. These subsidiaries' principal businesses are internet related advertising based.

Operating and Business Review

The operating loss for the financial year was £2,648,000 due to a share-based payment charge of £795,000 and fixed asset investment impairment of £1,853,000 (2014: loss of £10,212,000 due to intercompany creditors waived of £959,000 offset by a share-based payment charge of £1,100,000 and fixed asset investment impairment of £10,071,000).

On 21st July 2015 the Company sold a proportion of its shareholding in Zoopla Property Group plc, reducing it from 31.8% to 31.32%, resulting in a book profit of £2,508,000 (2014: £145,672,000). During the year there were dividends received from Zoopla Property Group plc of £2,740,000 (2014: £18,759,000).

During the year the Company made an addition to its investment in Artirix Limited of £1,853,000 when the intercompany balance of that company was converted into preference shares. Subsequently the Company impaired its investment in Artirix Limited by £1,853,000 to a net book value of £nil.

The profit for the financial year amounted to £3,626,000 (2014: £155,195,000) due to the investment disposals, impairment and dividends noted above. The balance sheet within the financial statements shows that the Company's financial position at the year-end has improved in net asset terms by £3,626,000 (2014: £155,195,000) due to the profit for the year.

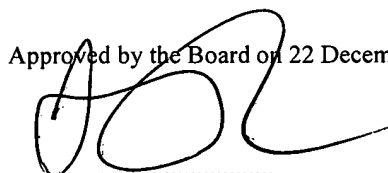
During the year the Company purchased 25% of the share capital of Eatfirst UK Limited, Spaceways Storage Services Limited and Zipjet Limited for a consideration of £1,600,000 each.

On 4th June 2015 the Company purchased 0.4% of the share capital of Taboola.com Limited for a cost of £1,960,000 and on 4th August 2015 the Company purchased 12.8% of the share capital of Tiger Beat Media LLC for £164,000.

Principal Risks

The Company exists to hold investments in subsidiary and associate companies. The principal risk therefore is the performance of the Company's investments which the directors monitor closely. Net assets of the principal subsidiaries' investment, ExERH Limited, a non-trading company, are significantly in excess of its carrying value. The market value of the Company's holding in Zoopla Property Group plc is significantly in excess of the carrying value. Accounts of Zoopla Property Group plc are reviewed on a regular basis.

Approved by the Board on 22 December 2015 and signed on its behalf by:



J J S Welsh
Director

dmg media Investments Limited

Directors' Report for the Year Ended 30 September 2015

The directors present their annual report on the affairs of the Company, together with the audited financial statements and the Independent Auditors' Report for the year ended 30 September 2015. The Company is a wholly owned subsidiary of Daily Mail and General Trust plc ("DMGT") and operates as part of their dmg media division.

The performance of the dmg media division of DMGT, which includes this company, is discussed in the group's Annual Report (available at www.dmg.co.uk) which does not form part of this report.

Future developments

The directors expect the general level of activity of the Company to remain consistent with prior years and the Company's principal activities are not expected to change substantially.

Going Concern

The directors have considered the ability of the Company to continue in operational existence for the foreseeable future as well as the relevant business and financial risks. In doing this, they have considered the Company's business activities, together with the factors likely to affect its future development, performance and position, as set out in the Business Review which forms part of the Strategic Report. The financial position of the Company is showing a positive net current and asset position and is profit making.

After making enquiries, the directors therefore have a reasonable expectation that the Company will have access to adequate resources to continue in operational existence for the foreseeable future and have, therefore, continued to adopt the going concern basis in preparing the financial statements.

Employees

Details on employee involvement and the employment of disabled persons are disclosed in the strategic report.

Directors of the company

The directors who held office during the year and up to the date of signing this report were as follows:

K Beatty

P C Chapman

S W Daintith

M J Page (resigned 26 May 2015)

A Perry

J J S Welsh

Dividends

The directors do not recommend payment of a final dividend (2014: £nil).

Post balance sheet events

On 26th November 2015, the Company disposed of its investment in Wowcher Limited for net proceeds of £52m to a third party, Excalibur Bidco Limited. In return, the Company received net cash of £31m and invested £21m in a 24% holding in Excalibur Holdco Limited shares and loan notes to Excalibur Debtco Limited (representing 30% of total issued). Excalibur Debtco Limited and Excalibur Bidco Limited are both 100% subsidiaries of Excalibur Holdco Limited.

As the carrying value of the investment in Wowcher Limited was only £3m a profit of £49m will be booked in the 2016 accounts in respect of the disposal.

dmg media Investments Limited

Directors' Report for the Year Ended 30 September 2015

..... *(continued)*

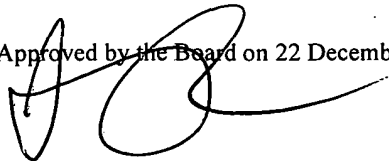
Disclosure of information to the auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This information is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Approved by the Board on 22 December 2015 and signed on its behalf by:



.....
J J S Welsh
Director

dmg media Investments Limited

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 prepared 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 judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

dmg media Investments Limited

Independent Auditors' Report to the members of dmg media Investments Limited

Report on the financial statements

Our opinion

In our opinion, dmg media Investments Limited's financial statements ('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 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.

What we have audited

The Financial Statements included within the Strategic Report, Directors' Report and Financial Statements ('the Annual Report') comprise:

- the Balance Sheet as at 30 September 2015;
- the Profit and Loss Account for the year then ended;
- the Reconciliation of Movement in Total Shareholders' Funds for the year then ended; and
- the Notes to the Financial Statements, which include a summary of significant accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on 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.

dmg media Investments Limited

Independent Auditors' Report to the members of dmg media Investments Limited

..... *(continued)*

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

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

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

dmg media Investments Limited

Independent Auditors' Report to the members of dmg media Investments Limited

..... (continued)

What an audit of financial statements involves

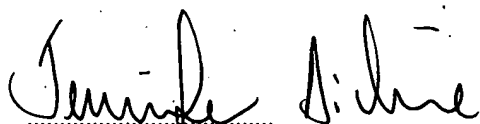
We conducted our audit in accordance with ISAs (UK and Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Jennifer Dickie (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors
London, UK

22 December 2015

dmg media Investments Limited
Profit and Loss Account for the Year Ended 30 September 2015

Turnover and operating loss derive wholly from continuing operations.

	Note	Year ended 30 September 2015 £ 000	Year ended 30 September 2014 £ 000
Turnover		-	-
Administrative costs	2	(795)	(141)
Impairment of investments	3	<u>(1,853)</u>	<u>(10,071)</u>
Operating loss		(2,648)	(10,212)
Profit on sale of investments	3	2,508	145,555
Income from shares in group undertakings	6	2,740	18,759
Other interest receivable and similar income	4	<u>1,290</u>	<u>1,490</u>
Profit on ordinary activities before taxation		3,890	155,592
Tax on profit on ordinary activities	5	<u>(264)</u>	<u>(397)</u>
Profit for the financial year	15	<u><u>3,626</u></u>	<u><u>155,195</u></u>

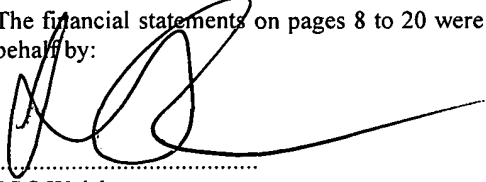
There is no difference between the profit for the years stated above, and their historical cost equivalents.

The Company has no recognised gains or losses for the year other than the results above and therefore no separate statement of recognised gains and losses has been presented.

dmg media Investments Limited
(Registration number: 5830195)
Balance Sheet as at 30 September 2015

	Note	30 September 2015 £ 000	30 September 2014 £ 000
Fixed assets			
Investments	9	102,150	95,932
Current assets			
Debtors - amounts falling due within one year	10	133,031	134,840
Creditors: amounts falling due within one year	11	(2,513)	(1,730)
Net current assets		130,518	133,110
Total assets less current liabilities		232,668	229,042
Net assets		232,668	229,042
Capital and Reserves			
Called up share capital	14	1,000	1,000
Share premium account	15	159,751	159,751
Other reserves	15	37,227	37,227
Profit and loss account	15	34,690	31,064
Total shareholders' funds		232,668	229,042

The financial statements on pages 8 to 20 were approved by the Board on 22 December 2015 and signed on its behalf by:


 J J S Welsh
 Director

dmg media Investments Limited

**Reconciliation of Movement in Total Shareholders' Funds for the Year Ended 30
September 2015**

	2015	2014
	£ 000	£ 000
Profit for the financial year	<u>3,626</u>	<u>155,195</u>
Net addition to Total Shareholders' Funds	3,626	155,195
Total Shareholders' funds at 1 October	<u>229,042</u>	<u>73,847</u>
Total Shareholders' funds at 30 September	<u><u>232,668</u></u>	<u><u>229,042</u></u>

dmg media Investments Limited

Notes to the Financial Statements for the Year Ended 30 September 2015

1 Accounting policies

Basis of preparation

The accounting policies below have been applied on a consistent basis in both the current and prior years. The financial years ended 30 September 2015 and 2014 both consist of 12 months.

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law (The Companies Act 2006) and accounting standards. As the Company is a wholly owned subsidiary of a UK parent, it does not prepare consolidated financial statements as permitted by s400 Companies Act 2006. Consequently these financial statements give information about the Company rather than the Group.

Going concern

The directors have considered the ability of the Company to continue in operational existence for the foreseeable future as well as the relevant business and financial risks. In doing this, they have considered the Company's business activities, together with the factors likely to affect its future development, performance and position, as set out in the Business Review which forms part of the Strategic Report. The financial position of the Company is showing a positive net current and asset position and is profit making.

After making enquiries, the directors therefore have a reasonable expectation that the Company will have access to adequate resources to continue in operational existence for the foreseeable future and have, therefore, continued to adopt the going concern basis in preparing the financial statements.

Investments

Investments in subsidiaries, associates and joint ventures are stated at cost, less any provision for impairment, where appropriate.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

Cash Flow

The Company is a wholly owned subsidiary of Daily Mail and General Trust plc ("DMGT") and the cash flows of the Company are included in the consolidated cash flows of that company. Consequently the Company is exempt under the terms of FRS 1(revised) from publishing a separate cash flow statement.

Dividends

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established. Dividends are recognised as a distribution in the period in which they are approved by the shareholders. Interim dividends are recorded in the period in which they are paid.

Related party transactions

The Company has taken advantage of the exemptions under paragraph 3(c) of FRS 8 not to disclose transactions or balances with entities that are part of the DMGT Group.

dmg media Investments Limited**Notes to the Financial Statements for the Year Ended 30 September 2015**

..... (continued)

2 Operating loss

During the year there were intercompany creditors waived of £nil (2014: £959,000). Audit fees of £22,000 (2014: £22,000) have been borne by Associated Newspapers Limited, a fellow subsidiary. There was also a charge of £795,000 (2014:£1,100,000) relating to a share-based payment in respect of a subsidiary company.

3 Exceptional items

	Year ended 30 September 2015 £ 000	Year ended 30 September 2014 £ 000
Impairment of fixed asset investments	1,853	10,071
Profit on sale of investments	(2,508)	(145,555)
	<u>(655)</u>	<u>(135,484)</u>

During the year the Company sold a proportion of its shareholding in Zoopla Property Group plc, reducing it from 31.8% to 31.32%, resulting in a book profit of £2,508,000.

During the year the Company made an addition to its investment in Artirix Limited when the intercompany balance of that company was converted into preference shares. Subsequently the Company impaired its investment in Artirix Limited for £1,853,000 to a net book value of £nil.

4 Other interest receivable and similar income

	Year ended 30 September 2015 £ 000	Year ended 30 September 2014 £ 000
Interest receivable from group companies	<u>1,290</u>	<u>1,490</u>

Interest is receivable on an intercompany loan to Wowcher Limited, a subsidiary company, which averaged £12,900,000 during the year (2014: average £14,900,000), at a rate of 10% per annum.

dmg media Investments Limited**Notes to the Financial Statements for the Year Ended 30 September 2015****..... (continued)****5 Taxation****Tax on profit on ordinary activities**

	Year ended 30 September 2015 £ 000	Year ended 30 September 2014 £ 000
Current tax		
Corporation tax charge at 20.5% (2014: 22%)	264	327
Adjustments in respect of previous years	-	70
Current tax charge	<u>264</u>	<u>397</u>

Factors affecting current tax charge for the year

Tax on profit on ordinary activities for the year is lower than (2014 : lower than) the standard rate of corporation tax in the UK of 20.5% (2014 : 22%). The differences are reconciled below:

	Year ended 30 September 2015 £ 000	Year ended 30 September 2014 £ 000
Profit on ordinary activities before taxation	<u>3,890</u>	<u>155,592</u>
Corporation tax at standard rate (20.5% (2014: 22%))	<u>797</u>	<u>34,230</u>
Non-taxable intercompany balances (waived)	-	(211)
Non taxable impairment of fixed asset investments	380	2,216
Adjustments in respect of previous years	-	70
Non taxable dividends received from fixed asset investments	(562)	(4,127)
Share-based payment charge not allowable	163	242
Non taxable profit on sale of fixed asset investments	<u>(514)</u>	<u>(32,023)</u>
Total current tax	<u>264</u>	<u>397</u>

Factors that may affect future tax charges

The main rate of corporation tax has been reduced from 21% to 20% with effect from 1 April 2015. Accordingly, current tax has been provided for at an effective rate of 20.5% in these financial statements.

6 Dividends

During the period the Company received dividends totalling £2,740,000 (2014: £18,759,000) from Zoopla Property Group plc, an associate. The Company received no dividends from subsidiary companies (2014: £nil).

dmg media Investments Limited

Notes to the Financial Statements for the Year Ended 30 September 2015

..... (continued)

7 Directors' remuneration

No directors received any remuneration in respect of services to the Company during the year (2014: £nil).

J J Welsh is a director of Associated Newspapers Limited, a fellow subsidiary, and his emoluments are fully disclosed in the financial statements of that company. K Beatty and S W Daintith are directors of Daily Mail and General Trust plc and their emoluments are fully disclosed in the financial statements of that company. P C Chapman and A Perry are paid by Daily Mail and General Trust plc and their emoluments are accounted for in that company's financial statements. M J Page (up to the date of resignation) is paid by Associated Newspapers Limited and his emoluments are fully accounted for in that company's financial statements.

Their services to this company and a number of fellow group companies are of a non-executive nature and their emoluments are deemed wholly attributable to the Company in which they are paid and disclosed.

8 Particulars of employees

The aggregate payroll costs were as follows:

	Year ended 30 September 2015 £'000	Year ended 30 September 2014 £'000
Wages and salaries	<u>795</u>	<u>1,100</u>

The above salary costs relate to a share-based payment scheme that vested in Wowcher Limited, a subsidiary company, but is funded by dmg media Investments Limited. There is a commitment to repurchase the shares in the subsidiary which were granted to two directors. This has been treated as cash settled in these financial statements and the differences between the fair value as at the date of grant of £nil and the fair value at the balance sheet date of £795,000 (2014: £1,100,000) has been recognised as a charge to the profit and loss account. This commitment will be fair valued at each balance sheet date in accordance with FRS 20.

There are no employees of this company other than the directors (2014: none).

dmg media Investments Limited

Notes to the Financial Statements for the Year Ended 30 September 2015

..... (continued)

9 Investments

	Subsidiary undertakings £ 000	Joint ventures and associates £ 000	Listed investments £ 000	Total £ 000
Cost				
At 1 October 2014	82,692	51,865	-	134,557
Additions	-	6,653	2,124	8,777
Disposals	-	(706)	-	(706)
At 30 September 2015	<u>82,692</u>	<u>57,812</u>	<u>2,124</u>	<u>142,628</u>
Provision for impairment				
At 1 October 2014	(37,965)	(660)	-	(38,625)
Charge for the year	-	(1,853)	-	(1,853)
30 September 2015	<u>(37,965)</u>	<u>(2,513)</u>	<u>-</u>	<u>(40,478)</u>
Net book value				
At 30 September 2015	<u>44,727</u>	<u>55,299</u>	<u>2,124</u>	<u>102,150</u>
At 30 September 2014	<u>44,727</u>	<u>51,205</u>	<u>-</u>	<u>95,932</u>

dmg media Investments Limited

Notes to the Financial Statements for the Year Ended 30 September 2015

..... (continued)

Investment in joint ventures and associates

During the year the Company purchased 25% of the issued share capital of Eatfirst UK Limited, Spaceways Storage Services Limited and Zipjet Limited for a consideration of £1,600,000 each.

During the year the Company made an addition to its investment in Artirix Limited of £1,853,000 when the intercompany balance due from that company was converted into preference shares. Subsequently the Company impaired its investment in Artirix Limited for £1,853,000 to a net book value of £nil.

On the 21st July 2015 the Company received £3,215,000 for the sale of a proportion of its holding in Zoopla Property Group plc reducing the holding from 31.8% to 31.32% resulting in a book profit of £2,508,000 (2014: £145,670,000).

Listed investments

On 4th June 2015 the Company purchased 0.4% of the share capital of Taboola.com Limited for a cost of £1,960,000 and on 4th August 2015 the Company purchased 12.8% of the share capital of Tiger Beat Media LLC for a consideration of £164,000.

dmg media Investments Limited**Notes to the Financial Statements for the Year Ended 30 September 2015**

..... (continued)

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings			
ExERH Limited	Ordinary shares	100%	Dormant
Wowcher Limited	Ordinary shares	96.1%	On-line retail
Rentalsystems.com Limited	Ordinary shares	100%	Dormant
EXBH Limited	Ordinary shares	100%	Dormant
Joint ventures and associates			
Artirix Limited	Ordinary shares	50%	Software Development
Zoopla Property Group plc	Ordinary shares	31.32%	Property Internet Site
Associates			
Eatfirst UK Limited		25%	On-line retail
Zipjet Limited		25%	On-line retail
Spaceways Storage Services Limited		25%	On-line retail

Significant holdings

Taboola.com Limited	0.4%	Content marketing
---------------------	------	-------------------

The directors believe that the carrying value of investments is supported by their underlying net assets.

dmg media Investments Limited**Notes to the Financial Statements for the Year Ended 30 September 2015**

..... (continued)

10 Debtors

	30 September 2015 £ 000	30 September 2014 £ 000
Amounts owed by group undertakings	133,031	134,840
	<u>133,031</u>	<u>134,840</u>

Of the amounts owed by group undertakings £11,500,000 (2014: £14,900,000) is subject to interest at a rate of 10 % per annum and is repayable on demand. The remaining amount is interest free and repayable on demand.

11 Creditors: Amounts falling due within one year

	30 September 2015 £ 000	30 September 2014 £ 000
Amounts owed to group undertakings	973	-
Group relief payable	264	328
Accruals and deferred income	1,276	1,402
	<u>2,513</u>	<u>1,730</u>

The purchase ledger is operated by A&N Media Finance Services Limited, a fellow subsidiary of Daily Mail and General Trust plc.

Amounts owed to group undertakings are interest free and repayable on demand.

12 Share based payments

During the prior financial year there was a share-based payment granted to two directors of Wowcher Limited, a subsidiary company. The charge has been fully accounted for in these financial statements. They were cash settled and there were no conditions relating to these and therefore they vested immediately. The fair value of the liability has changed since vesting at the year end date and this impact has been recorded in the profit and loss account. The overall liability is revalued at each balance sheet date.

In April 2015 the two directors sold 2.6% of the issued share capital of Wowcher Limited to dmG media Investments Limited for £645,000, leaving 3.9% held by the two directors (exercisable in November 2015). A provision of £1,250,000 has been made in respect of their shares. The total expected cost therefore of £1,895,000 has been charged £795,000 in 2015 and £1,100,000 in 2014.

dmg media Investments Limited**Notes to the Financial Statements for the Year Ended 30 September 2015**

..... (continued)

13 Deferred tax asset

There is an unrecognised deferred tax asset of £2,000 (2014: £2,000) in relation to unutilised tax losses. The directors are of the opinion that it is uncertain that these losses will be able to be utilised.

14 Called up Share capital**Allotted, called up and fully paid shares**

	30 September 2015		30 September 2014	
	No.	£	No.	£
Ordinary of £1 each	1,000,000	1,000,000	1,000,000	1,000,000

15 Reserves

	Share premium account £ 000	Other reserves £ 000	Profit and loss account £ 000	Total £ 000
At 1 October 2014	159,751	37,227	31,064	228,042
Profit for the year	-	-	3,626	3,626
At 30 September 2015	159,751	37,227	34,690	231,668

16 Post balance sheet events

On 26th November 2015, the Company disposed of its investment in Wowcher Limited for net proceeds of £52m to a third party, Excalibur Bidco Limited. In return, the Company received net cash of £31m and invested £21m in a 24% holding in Excalibur Holdco Limited shares and loan notes to Excalibur Debtco Limited (representing 30% of total issued). Excalibur Debtco Limited and Excalibur Bidco Limited are both 100% subsidiaries of Excalibur Holdco Limited.

As the carrying value of the investment in Wowcher Limited was only £3m a profit of £49m will be booked in the 2016 accounts in respect of the disposal.

dmg media Investments Limited

Notes to the Financial Statements for the Year Ended 30 September 2015

..... *(continued)*

17 Related party transactions

The Company has taken advantage of the exemptions under paragraph 3(c) of FRS 8 not to disclose transactions or balances with entities that are part of the DMGT Group.

During the year the Company received dividends from Zoopla Property Group plc, a 31.32% owned associate, of £2,740,000 (2014: £18,759,000). At the year end there were no balances owed to, or owed from, Zoopla Property Group plc.

18 Ultimate parent company and controlling party

The Company is controlled by Rothermere Continuation Limited which is incorporated in Bermuda. The ultimate controlling party is the Viscount Rothermere, who is a director of Daily Mail and General Trust plc. The Company's immediate parent undertaking at the balance sheet date was Daily Mail and General Holdings Limited.

The largest and smallest group of which the Company is a member and for which Group Accounts are drawn up is that of Daily Mail and General Trust plc, incorporated in Great Britain. Copies of the Report and Financial Statements are available from:

The Company Secretary,
Daily Mail and General Trust plc,
Northcliffe House,
2 Derry Street,
London,
W8 5TT.