FDM Group (Holdings) plc

(formerly Astra Topco Limited)

Annual Report and Accounts 2014

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About FDM

The Group

FDM Group (Holdings) plc (formerly Astra Topco Limited, "the Company") and its subsidiaries, (together "the Group" or "FDM") is an international professional services provider focusing principally on Information Technology ("IT"). The ordinary shares of FDM Group (Holdings) plc were admitted to the Premium Listing segment of the Official List and began trading on the London Stock Exchange effective 20 June 2014 (hereafter referred to as the "Admission"). At the same time the name of the Company was changed to FDM Group (Holdings) plc from Astra Topco Limited.

Operations

The Group's main business activities involve recruiting, training and placing our own permanent IT and business consultants with our customers across a range of technical and business disciplines including Development, Testing, Project Management Office ("PMO"), Data and Operational Analysis, Business Analysis, Business Intelligence and Production Support. The Group also supplies contractors to customers to supplement our consultants' skill sets or provide greater experience.

The Group operates training academies and sales operations in dedicated facilities in London, Manchester, Glasgow, New York, Toronto and Frankfurt, has a sales office in Hong Kong and in addition operates in Singapore, South Africa, mainland China, Ireland, France, Switzerland and Luxembourg.

FDM has a significant number of blue chip customers across its operational territories and meets their demands through the provision of suitably qualified full-time employed consultants, known as Mounties, and external contractors.

FDM strongly supports the recruitment of women into the IT industry and promotes their advancement through the "Women in IT" initiative. The Group also actively recruits ex-military personnel in both the UK and USA.

Strategy

FDM's strategy is to deliver sustainable growth and advancement on a consistent basis. FDM's strategy requires that all activities and investments are customer led, produce the required level of profit and cash returns, deliver sustained and measurable improvements for all stakeholders including customers, staff and shareholders, and further FDM's objectives of offering career starts to talented people.

The Group's strategy is to increase the number of Mounties on site delivering IT and business services to our customers through:

- Establishing new training academies and investing in operational capacity and new service areas;
- Expanding our geographic presence across the territories in which we operate;
- Increasing the number of Mounties on site across our existing customer base and growing the number of new customers; and
- Being agile and responsive to shifting technology trends and customer demands.

Vision

To be recognised as the leading provider of innovative and specialised IT and business services making us the preferred choice in the market place. To create and inspire exciting careers that shape our digital future.

Values

People	We are committed to our people
Motivation	We aim to be the best
Performance	We deliver beyond expectation
Energy	We thrive on activity
Integrity	We believe in who we are

Forward-looking statements

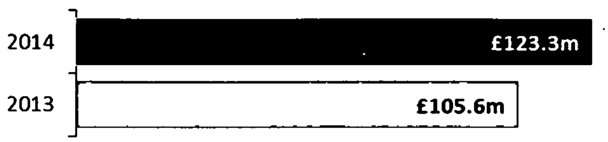
This Annual Report contains statements which constitute 'forward-looking statements'. Although the Group believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct. Because these statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements.

Highlights

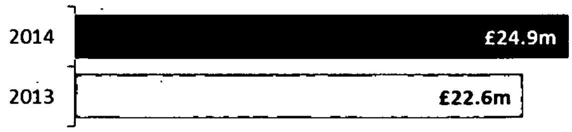
FDM has delivered on its key financial, strategic and operational milestones.

Financial

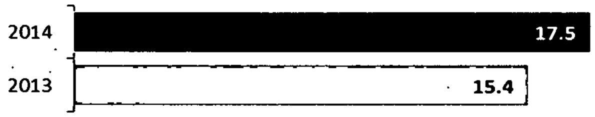
Revenue
£123.3 million **+17%**



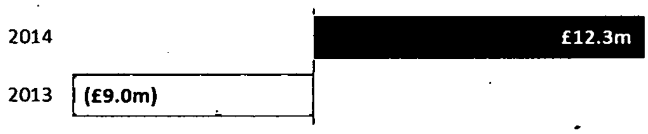
Group operating profit before exceptional items
£24.9 million **+10%**



Adjusted earnings per ordinary share
Calculated exlcuding the impact of exceptional items
17.5 pence **+14%**



Net Cash/(Debt)
£12.3 million **+£21.3m**



Strategic and operational

Client service
During 2014 the business continued to develop existing and new service areas to further ensure that FDM services our customers' changing requirements. During the year there was encouraging growth outside FDM's core financial services sector, with Mounties deployed in government and local authorities, and the manufacturing, energy, transport and charity sectors.

People
The Group focused on strengthening its management, recruitment, sales and training teams. The result is the ability to locate and recruit the right individuals to join the Mountie programme, who can be expertly trained to deliver IT solutions on our client sites.

Mountie and geographic growth
Mountie headcount across the Group has seen strong growth with 1,539 Mounties placed on site at the beginning of week 52, an increase of 32% on 2013. The Group continues to increase its geographic presence. Operations commenced in both China and Ireland during 2014 and the Group secured Mountie growth in each geographic segment.

Mountie utilisation
A continued focus on monitoring and balancing the supply and demand for Mountie resource has resulted in a Mountie utilisation rate of 98.4% (2013: 97.6%), Mountie utilisation is the proportion of available time that Mounties are placed on site.

Planning for growth
We invested in operational capacity and capabilities of the Group in the new locations of Toronto and Glasgow together with further training capacity in the New York office. The investment in the London office has seen the UK business further build the Group's reputation and deliver more Mounties to customers.

Service areas
The UK Ex-Forces Programme was strengthened in January with the appointment of Colonel (Retd.) Stewart Sharman MBE, who served as an officer with the British Army for 25 years. In 2014 the programme placed over 50 ex-military personnel across a variety of roles and organisations, building upon the Group's reputation as a valuable ex-Forces employer which has been fostered in the US, where FDM was named CivilianJobs.com's "Most Valuable Employer ("MVE") for Military USA" and the Military Times' "Best for Vets Employer USA" in 2014.

Ownership
The Admission to the London Stock Exchange allows the Group to be free from borrowings and focus on investment in operations to facilitate planned growth. The development of the business and its successful Admission was recognised through the Group winning the UK Tech Awards 2014 "Private Equity Deal of the Year".

Chairman's Statement

Overview of Performance

I am delighted to be able to report on a year of first class performance by the Group. In June we delivered, in 11 weeks from a standing start, the Admission of the Company to the Premium Listing segment of the Official List. Subsequent to the Group's Admission to the London Stock Exchange, we have gone on to deliver all that was expected of the Group at the time of listing.

The core of FDM's business is its Mountie model and the growth in headcount and revenue has been excellent. For the year to 31 December 2014 we saw Mountie revenues of £88.9 million, an increase of 20% over the previous year (2013: £73.8 million). Mounties placed on site at 31 December 2014 stood at 1,539, an increase of 377 on the prior year. Mountie utilisation, a key measure of efficiency, for the year to 31 December 2014 was 98.4%, an improvement on the 2013 utilisation rate of 97.6%.

Total revenues for the year to 31 December 2014 grew by 17% to £123.3 million (2013: £105.6 million) which in turn produced an operating profit before exceptional items of £24.9 million an increase of 10% on the previous year (2013: £22.6 million). The Group operating profit after exceptional items for the same period was £19.5 million (2013: £20.9 million). Exceptional administrative expenses, totalling £5.4 million, principally relating to costs of Admission, have been adjusted where appropriate to present the underlying trading of the business.

Basic and fully diluted earnings per share before exceptional items for the year to 31 December 2014 were 17.5 pence per share (2013: 15.4 pence). Basic and fully diluted earnings per share after exceptional items for the year to 31 December 2014 were 12.7 pence per share (2013: 14.1 pence).

At 31 December 2014 the Group had net cash of £12.3 million (2013: net debt of £9.0 million) and during the year repaid £15.0 million of borrowings with £12.0 million from cash generated from operations and £3.0 million of cash raised from the Initial Public Offering. The Group had no borrowings at 31 December 2014.

People

I would like to thank all of our employees and other stakeholders for their hard work and dedication over the past year. FDM is a people business and the expertise and commitment of our people enables us to drive the business forward and helps to underpin our strong reputation with our customers.

The Board

Upon Admission the Group welcomed three new Non-Executive Directors to the Board. Peter Whiting, Jonathan Brooks and Robin Taylor bring many years of relevant and valuable experience to the team. Our Inflexion colleagues John Hartz and Richard Swann resigned just prior to Admission; we thank them for their contribution to the Group during their period of stewardship.

Dividend

The Board believes in a progressive dividend policy for the Company which will seek to maximise shareholder value and returns and reflect the strength of earnings and cash flows generated by the Group. It is the Directors' intention to declare an interim dividend of 7.5 pence per ordinary share in respect of the period from Admission on 20 June 2014 to 31 December 2014. The proposed interim dividend is subject to final Board approval at a meeting of the Board to be held on 30 April 2015.

Outlook

2014 was a year of significant progress from a corporate perspective for the Group with Admission in June and operationally on a number of fronts with new office openings, new service offerings, record numbers of Mounties on site and the launch of the UK's ex-Forces initiative.

I am delighted that 2015 has started strongly for the Group with headcount growth in front of our expectations and good operating performances being recorded in each of our geographies. It is very encouraging to note that our UK business, by far the largest element of the Group, has seen strong and growing demand from late 2014 continue into 2015. Equally I am very pleased to note that our North American operations in New York and Toronto have seen an excellent start to 2015 with Mountie headcount ahead of our expectations.

Chairman's statement *(continued)*

With the breadth and depth of our offering enhanced and good momentum from strong current trading, I am confident that the Group will deliver another year of good progress in 2015.

I. Mat

Ivan Martin
Chairman
10 March 2015

Chief Executive's Review

Overview

2014 was a pivotal year for the Group with the successful Admission in June providing a stable ownership base for the Group to deliver on our ambitious growth plans.

2014 saw the Group hit a number of important milestones, with over 1,500 Mounties placed on site at the end of the year, the successful openings of our Toronto and Glasgow operations, and the full operational benefits of our flagship London headquarters coming through following our move to the significantly larger premises in late 2013. From a financial perspective we delivered revenues up by 17% to £123.3 million and an operating profit before exceptional items of £24.9 million, an increase of 10% on 2013. We ended the year with no borrowings and net cash balances of £12.3 million.

UK and Ireland

The Group's UK and Ireland operations performed exceptionally in 2014 passing the target of 1,000 Mounties on site in December and finished the year with a further 101 Mounties undergoing training in our academy. The UK is the test bed for new initiatives and service areas for the Group. The newest service area is Data and Operational Analysis, which has grown to over 130 Mounties on site and will be replicated in other FDM locations.

In January 2014 we launched our Ex-Forces Programme in the UK, to replicate for ex-Forces personnel the training and career opportunities that we have traditionally provided for graduates. We recruited Colonel (Retd.) Stewart Sharman MBE to head this initiative and to consider the prospective UK market for well-trained ex-Forces personnel. It is pleasing to report that our Ex-Forces Programme exceeded our expectations in 2014, with more than 50 people with a Forces background on placement as Mounties at 31 December 2014. There is not a 'typical' member of ex-Forces personnel recruited by the Group. These men and women may have been in any of the Armed Services, in front-line or supporting roles and have served any number of years in the Forces. What typifies them is that they are capable, motivated and keen to start a new career working for FDM.

We added notably to our client base throughout 2014 across many sectors. Our growth outside of our core financial services operations was encouraging and we now operate across a number of Government and local authority departments, more widely in manufacturing, energy and transport, and have Mounties deployed in a number of charitable organisations.

2014 saw the UK operation source, train and place its first Irish Mounties with customers in Dublin and Cork, whilst also placing some with UK customers. We see Ireland as an important source of talent and customer opportunity in the future.

North America

Growth in the USA during the year, while strong, was initially slower than we had anticipated due to delays in customer driven programmes on a small number of key accounts. This delay has now been resolved and I am confident that the USA, which had 272 Mounties on site at the beginning of week 52 2014, is well placed for further growth 2015.

Our Canadian office was opened in Toronto in January 2014 and has exceeded our expectations with 69 Mounties on site at the beginning of week 52 2014 and a further 20 in training in the academy at the year end. So far we have secured new customers for the Group from Toronto and Montreal and have successfully placed Mounties in other regions for a number of these customers. Effective from 1 January 2015 we have combined the operational management of our New York and Toronto offices into a single function.

EMEA (Europe, Middle East and Africa, excluding UK and Ireland)

Our German operation has benefited from the appointment of a new leader in the fourth quarter of 2013. 2014 operations saw a record number of Mounties joining the Frankfurt academy and on site with our German customers. In Switzerland the decline in Mountie headcount at our two major customers experienced during 2013 has been reversed. The German and Swiss operations have benefited from a refocusing of operations away from the contractor market to expanding the Mountie programme; this has increased the number of Mounties on site, with 117 Mounties placed on site across EMEA at the start of week 52 2014, although total revenue and operating profit in the region have decreased during this transition. It is our intention to increase the footprint of our Frankfurt operation and broaden the training and service areas that we offer.

Chief Executive's Review (continued)

APAC (Asia Pacific)

Our APAC operation performed robustly in 2014, with 63 Mounties on site at week 52 (2013: 31) and a strong pipeline of Mounties in training and new customer wins As we operate through a sales office rather than an academy in this region it remains more difficult to balance supply and demand. Mounties are recruited as they complete their university education and FDM training in other operating regions. However, as we have now started to achieve critical mass in APAC, we are evaluating the feasibility of opening an academy in Singapore to assist in the recruitment and training of graduates.

Initiatives

The FDM Women in IT initiative is going from strength to strength, with 25% of the Group's workforce now comprising females, which is higher than many other companies in the technology sector.

Championing diversity in the workplace beyond gender is also a key focus for us.

Strategy

FDM's strategy is to deliver sustainable growth and advancement on a consistent basis. FDM's strategy requires that all activities and investments are customer led, produce the required level of profit and cash returns and deliver sustained and measurable improvements for all stakeholders including customers, staff and shareholders, and further FDM's objectives of offering career starts to talented people.

Summary and outlook

Following a strong performance in 2014 we continue to focus on widening the Group's international footprint and on developing new service areas and sectors to provide a robust base from which to drive future growth. We have identified new office space in Leeds, a replacement and upsizing of our closing Manchester office, which will be fully operational during the second half of 2015. We also have under consideration other potential sites outside the UK that meet our requirements.

The addition of the UK Ex-Forces Programme in January 2014 has delivered much for the Group and its clients; we will continue to fund and nurture such investments to spread the reach and attraction of FDM.

2015 has started with all parts of the Group performing well. While it is early in the new financial year, our expectations are underpinned by continuing strong customer demand and good levels of applications for our Mountie programme, driven by a healthy marketplace and our growing reputation.

Rod Flavell
Chief Executive Officer
10 March 2015

Strategy Review

Our strategy

FDM's strategy is to deliver sustainable growth and advancement on a consistent basis. FDM's strategy requires that all activities and investments are customer led, produce the required level of profit and cash returns, deliver sustained and measurable improvements for all stakeholders including customers, staff and shareholders and further FDM's objectives of offering career starts to talented people.

The Group's strategy is to increase the number of Mounties on site delivering IT and business services to our customers through:

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Growth markets

FDM's growth strategy is to focus on delivering highly trained and motivated individuals to large scale clients on a continuous basis in the locations we operate within and within our expansion strategy. By opening offices which include both an academy and a sales function in locations with high numbers of existing and potential clients coupled with good universities and transport infrastructures we know that we can attract, train and place Mounties.

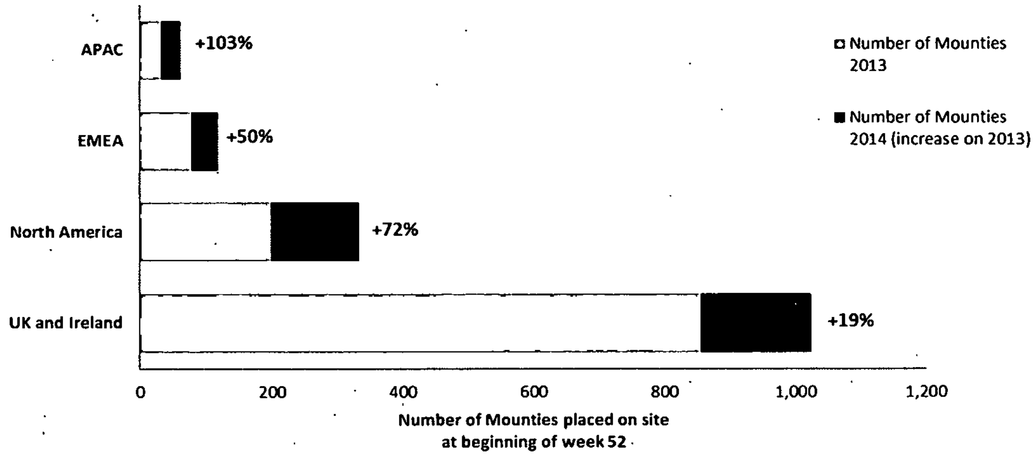
Significant growth of operations in North America was seen with the opening of a new sales office and academy in Toronto, generating a 49% increase in revenue. The Group also expanded operations into China and Ireland which bolstered growth in the UK and Ireland and APAC regions. The strategic refocus in EMEA into growing the Mountie model and operations saw Mountie numbers increase by 50% at the year-end which is starting to offset the reduction in revenue from running down the contractor base in the region.

Extending Mountie numbers

The number of Mounties placed in all territories increased in the year to 31 December 2014, with 1,539 placed on site at the beginning week 52 2014, up from 1,162 in week 52 2013. Academy capacity is not a restrictive factor for the Group; temporary training space is sourced to match capacity to geographic training requirements. With 186 Mounties in training at the end of the year there is a strong pipeline of Mounties to be placed in 2015.

Our customer base has also expanded in the year with new customers in all regions as well as moving into a wider range of sectors including government and travel together with manufacturing, energy, transport and charity sectors.

Growth in placed Mounties by geographic segment



Strategy Review *(continued)*

Skills and training

Growth in the Group's client base and the spread of industries in which those clients operate has generated opportunities to launch new service areas and additional sources from which to recruit additional Mounties, for example our ex-Forces personnel. The assessment of client demand, potential new service areas and sources of future Mounties is a continual process of evaluation, assessment and consideration. 2014 saw the introduction in the UK, the test bed for the Group, of Business Intelligence and Business Analysis training programmes both of which have shown encouraging client adoption.

2015 will see us trial Compliance (particularly relevant to major finance institutions) and a Cyber service area (applicable to all organisations at risk of hacking or penetration attacks), for both of which we have established that there is strong client demand. 2015 will also see us expand in geographies outside of the UK some of the service areas that have been successfully developed in the UK, the first of which is expected to be the formal launch of the Data Analysis service area in North America.

People

FDM is a people business in all elements and aspects of its operations. The Group has strong management, recruitment, sales and training teams. We look to employ individuals with ability, ambition and drive and to give them the skills that they require in order to become operationally capable, from day one, in the workplace. This applies as much to our own in-house staff across all disciplines including sales, training, recruitment and finance as it does for our Mounties that we place on customer sites.

Contractors

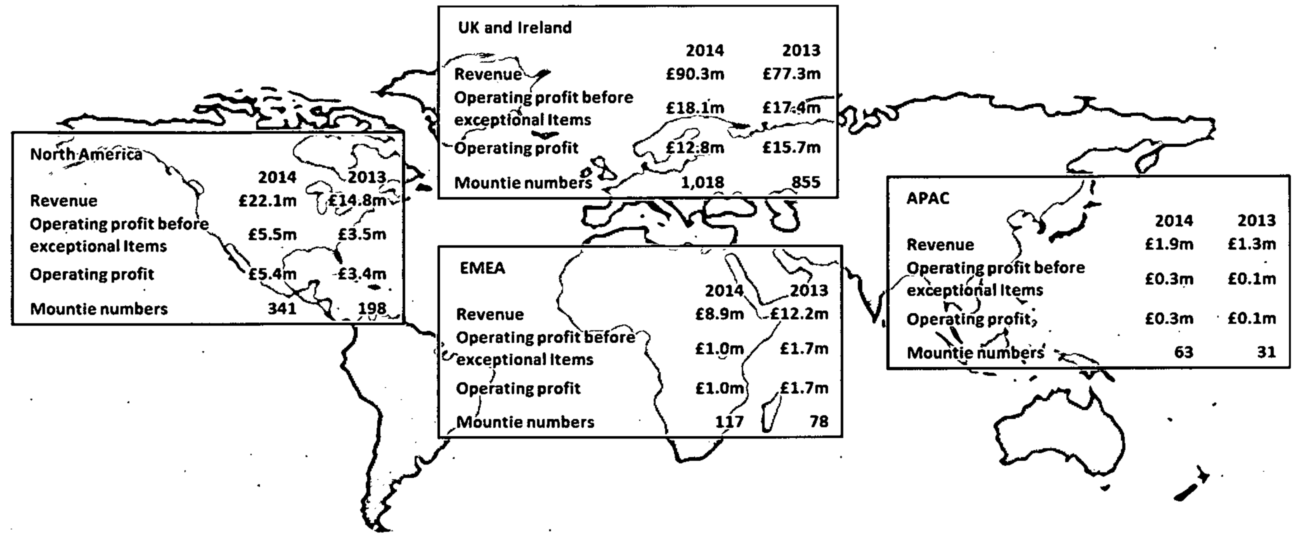
The Group has developed a pool of IT contractors that are used to supplement the skills offered by Mounties on its projects and for its customers, in particular where they have specific requirements. The contractors also enable the Group to meet clients' IT requirements flexibly and promptly, whilst providing a customer relationship through which the Group can cross-sell its Mountie services.

For the year ended 31 December 2014, Contractor revenue totalled £34.4 million (2013: £31.8 million) and the number of contractors placed on site in all territories at the beginning of week 52 2014 was 306 (2013: 288).

The Group continues to place contractors at client sites to meet demand, as the fees generated contribute to ongoing revenue, albeit at a reduced margin compared with Mounties. Whilst the Group aims to maintain the revenue generated from contractors, the main focus is the higher margin Mountie programme.

Our Markets

Highlights



UK and Ireland

	2014	2013
Revenue	£90.3m	£77.3m
Operating profit before exceptional Items	£18.1m	£17.4m
Operating profit	£12.8m	£15.7m
Mountie numbers	1,018	855

North America

	2014	2013
Revenue	£22.1m	£14.8m
Operating profit before exceptional Items	£5.5m	£3.5m
Operating profit	£5.4m	£3.4m
Mountie numbers	341	198

EMEA

	2014	2013
Revenue	£8.9m	£12.2m
Operating profit before exceptional Items	£1.0m	£1.7m
Operating profit	£1.0m	£1.7m
Mountie numbers	117	78

APAC

	2014	2013
Revenue	£1.9m	£1.3m
Operating profit before exceptional Items	£0.3m	£0.1m
Operating profit	£0.3m	£0.1m
Mountie numbers	63	31

UK and Ireland

The UK and Ireland remained the cornerstone of the Group's operations with 1,018 (2013: 855) Mounties placed on site at the beginning of week 52 2014, an increase of 19%, and total UK and Ireland revenue generated for the year to 31 December 2014 increased by 17% to £90.3 million (2013: £77.3 million). Operating profit before exceptional items for the UK for the year to 31 December increased by 4% to £18.1 million (2013: £17.4 million). The operating profit excluding exceptional items growth of 4% is lower than the revenue growth of 17%, primarily due to the impact of higher fixed property costs following the move to new London premises in late 2013.

As the hub of the Group, the UK continues to act as the test bed for new service areas and has a number of initiatives in development that should broaden the Group's sector, customer and potential Mountie reach through widening the disciplines in which we train.

Relocation of our flagship London academy and offices has more than doubled our capacity to recruit and train Mounties in the South East of England. In July 2014 we opened our new Glasgow academy and offices, which we believe will better enable us to support our customers and Mounties in Scotland and the North of England and also access new customers in the region. Our Irish entity began trading in 2014.

North America

During 2014 our New York operation expanded its activities further afield with Mounties being assigned not just in the Tri-State area but also in Tennessee, Illinois and Texas. The New York office expanded into an additional floor at its Wall Street premises and we opened our Toronto office in January 2014 which has increased the supply and placement of Mounties in Canada. Following a slow start to the year, the increase in North America capacity and a number of significant new customers delivered a strong base for this operation to recruit, train and place new Mounties on site throughout the remainder of the year. The increase in operational capacity which in the short term has reduced profitability, provides the platform for growth in 2015.

The combined North American operations revenue increased by 49% to £22.1 million for the year to 31 December 2014 (2013: £14.8 million) and operating profit before exceptional items increased by 57% to £5.5 million (2013: £3.5 million). Mounties placed on site at the beginning of week 52 2014 in North America were 341 (2013: 198), an increase of 72%.

EMEA (Europe, Middle East and Africa, excluding UK and Ireland)

EMEA saw revenues decrease by 27% to £8.9 million (2013: £12.2 million) and operating profit before exceptional items reduce by 41% to £1.0 million (2013: £1.7 million). These changes result principally from the refocusing of German operations following the decision to run down the existing contractor base and focus on growing the Mountie model. The increased upfront costs associated with training Mounties reduced operating profits in the period but should show returns in future periods, whilst the average revenue per Mountie was lower than the average revenue per contractor. At the same time the rate of reduction of contractors was faster than the assignment of Mounties to roles. Mounties placed on site in EMEA at the beginning of week 52 2014 were 117 (2013: 78) an increase of 50%.

Our Markets *(continued)*

APAC (Asia Pacific)

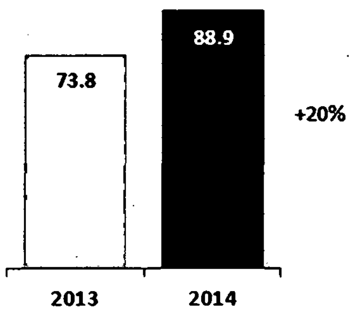
Revenues for APAC for the year to 31 December 2014 were up 46% to £1.9 million (2013: £1.3 million). Operating profit before exceptional items for the year to 31 December 2014 was £0.3 million (2013: £0.1 million). APAC Mounties placed on site at the beginning of week 52 were 63, up from 2013's number of 31. During 2014 in APAC we incorporated a wholly foreign owned entity in Shanghai and now have our first Mounties placed on site in mainland China.

Key Performance Indicators

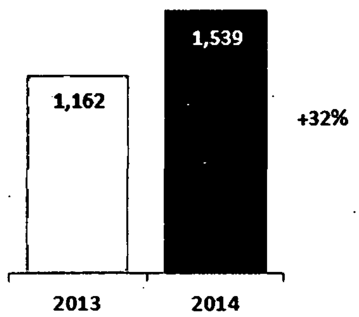
We focus on a number of Key Performance Indicators ("KPI") to identify trends in the trading performance of the Group. The Group aims to increase profitability whilst maintaining a healthy balance sheet and investing in the operations and geographies which underpin the organic growth of the Group. The Group continues to deliver strong margins and converts profits into operating cash for investment providing a return to shareholders. The KPI targets used as a basis for remuneration awards are included in the Remuneration Report.

A key highlight in the year was surpassing 1,500 Mounties on site with growth in Mountie numbers across all operating regions and increasing the utilisation levels of our Mounties. The adjusted numbers in the KPI analysis remove the impact of exceptional costs in the period to provide clear underlying trading performance.

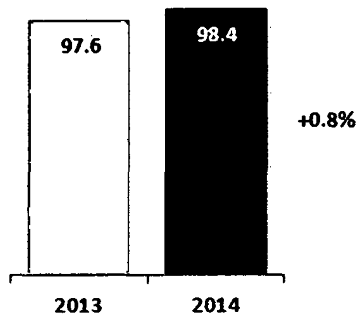
Mountie revenue (£m)
Increased Mounties on site throughout the year has driven revenue growth



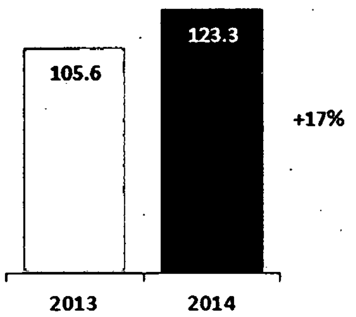
Mounties on client sites (start week 52)
Increase in Mounties on site across all segments and key service areas



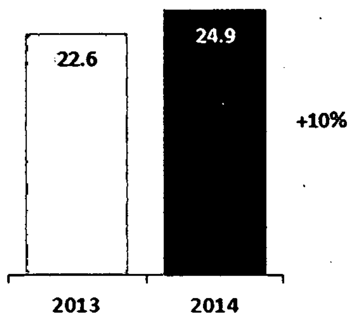
Mountie utilisation rate (%)
Mountie utilisation rates have increased allowing for greater days billed per Mountie



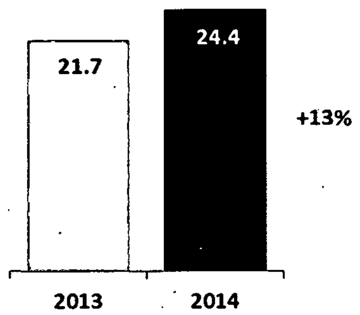
Total revenue (£m)
Strong organic growth from Mountie model with contractor revenue increasing by 8%



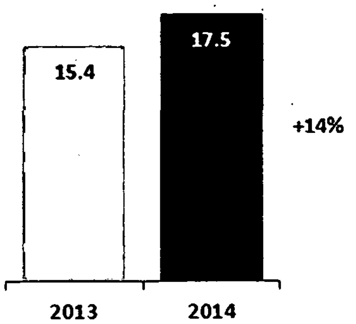
Adjusted operating profit[1] (£m)
The Group delivered operating profit growth and invested in its operational capacity



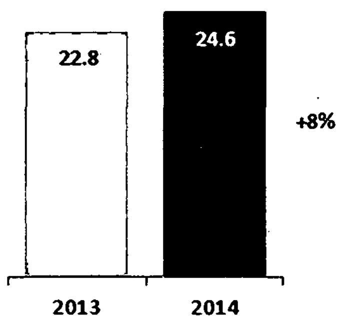
Adjusted profit before tax[1] (£m)
Profit Before Tax increased from strong trading and lower net finance costs



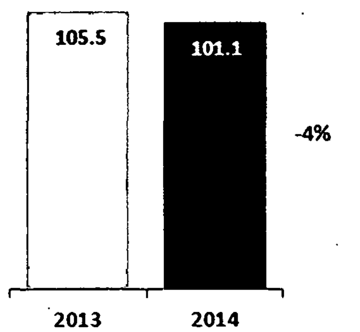
Adjusted earnings per share[2] (pence)
We have delivered solid earnings growth in our year of Admission



Cash generated from operations[2] (£m)
The Group had cash balances of £12.3 million at the year end and was borrowings free



Cash conversion[2] (%)
The Group is highly cash generative and this reflects our ability to turn profits into cash



[1] The adjusted operating profit and adjusted profit before tax are calculated before exceptional items.
[2] The adjusted earnings per share, cash generated from operations and cash conversion is calculated before the impact of exceptional items.

Principal Risks

As with all businesses there are a number of potential risks and uncertainties which could have a material impact on the Group's long-term performance.

Details of the Group's principal risks and uncertainties are set out below together with the mitigating activities in place to address them and to reduce risk to the Group.

Details of the Group's financial risk management are included in note 28 to the Consolidated Financial Statements.

Strategic and Market Risks

Risk and impact	Mitigation
Prolonged economic downturn in the Group's key markets and sectors • Reduction in IT expenditure and projects for FDM customers and the wider market place • Downward pricing pressure experienced leading to a reduction in margins • Surplus of unutilised Mounties • Increased competition to win new business	• The Group is able to manage its resource availability through varying the numbers of graduates it recruits • Diversification of the Group's customer base by geography and by sector • Benchmarking of competitors to ensure competitively priced within the marketplace • Creating a multi-skilled workforce that can be redistributed to different locations and customers within operating territories
The Group has concentration exposure in the banking and financial services sector • Exposure to changes in market conditions in one sector or over-reliance on customer buying patterns	• Focus on increasing service offering and embedding the Mountie model into existing customers • Strategic focus on diversification of the Group's customer base through active expansion and penetration into different sectors and new customers
Ability to balance supply and demand • Inappropriate recruitment levels for customer demands leading to under or oversupply • Reduced utilisation levels with an increase in opportunity cost • Customer confidence affected by short term inflexibility to their needs • Reputational impact on graduates and customers	• Resource management meetings are undertaken weekly to discuss supply and demand and proactively identify and set resolution plans for issues • Management team incentivised to increase utilisation and increase flow through of graduates within the academies • Recruitment team maintains strong relationships with universities and other channels of recruitment • Spread of geographic presence for recruitment, training and sales operations

Principal Risks *(continued)*

Principal risks and uncertainties *(continued)*

People Risks

Risk and impact	Mitigation
Ability of Senior Management team to exercise required oversight over growing UK and overseas business • Failure to deliver the Group's key business strategies across locations • Value from management could be diminished from distraction of non-value adding activities • Increased risk of fraud and potential damage to reputation	• Regular reviews of management structure to ensure sufficient experience, capability, suitability and size • Identification of people and team strategies focusing on capability and depth • Managing Directors ("MDs") appointed in 2014 for each region to provide focus and further operational oversight • Senior management presence across locations periodically to monitor focus of regional management
Ability to recruit, manage and retain high quality candidates working for FDM • Loss of customers due to not meeting their availability and quality requirements • Potential damage to reputation • Employees no longer in employment of the Group establishing competing companies	• Continual review of the Group's recruitment strategy and remuneration packages • Development of on-site management/ interaction for Mounties, long term career opportunities and training after the Mounties' contracted bond period • Promoting Women in IT initiatives to attract, develop and retain Mountie talent • Expansion of recruitment channels and geographic spread of offices • Promotion of reputation in marketplaces as a leading graduate employer • Strengthening of relationships with key customers and universities

Principal Risks *(continued)*

Principal risks and uncertainties *(continued)*

Operational Risks

Risk and impact	Mitigation
Ability of business to effectively upscale • Failure to implement an effective academy and sales expansion programme with the required return on investment • Operational capability constraints for enlarged scale • Lack of sufficient focused resources (people and financial) to implement growth strategy • Ability of current IT systems to effectively support growth	• Research, identification, support and assessment of investment opportunities • Monitoring operational and financial KPIs to ensure delivering to strategy and required return on investment • Assessment and action resource allocations into targeted areas for investment • Sales managers have regular contact with customers to ensure the Group identifies customer needs and tailors solutions in response • On-going assessment of people capabilities, internal policies and processes to ensure these are effective and fit for purpose • Reviewing system requirements and implementing new systems as necessary
Ability of Group to develop new service offerings in line with developments of new IT solutions and customer requirements • Ability to meet customer demand resulting in loss of revenue and market share • Customers purchase from competition and the market for services is reduced	• Flexible training model to develop course material relevant for customers' needs • Feedback from customers, Mounties and other sources are reviewed by local MDs to facilitate the development of training materials and work practices for the future • Design of the new training academies used to embrace working practices/ culture and provide training in a professional environment • Development function set up to ensure quality and consistency across the Group's training together with researching and implementing new service areas and technologies
Compliance with international tax, legal, employment and other business regulations • Impact on reputation • Risk of incurring significant costs due to fines or revocation of business licences	• The Group has robust recruitment procedures which ensure the employment of appropriately skilled personnel in areas where compliance with legislation is required • The Group seeks appropriate advice and engages external advisors as appropriate, particularly in overseas locations, and proactively manages those relationships
Growth of Group's cash balances beyond Group's foreseeable requirements • The Group's cash balances grow beyond its foreseeable requirements, resulting in rates of return below shareholder expectations	• The Group is aiming for a progressive dividend policy to maximise shareholder value • The Group is investing in its operations and capacity together with expanding its geographic locations to meet the growing demand of Mounties

Financial Review

Group results

Reflecting its successful growth strategy, the Group delivered a strong operating performance during the year, with Group revenues increasing by 17% to £123.3 million (2013: £105.6 million).

Gross margins in 2014 were unchanged from 2013 at 39% which taken with the step change in overheads relating principally to the increase in academy locations opened in London (December 2013), Toronto (January 2014) and Glasgow (June 2014) combined to generate an increase in operating profit before exceptional costs of 10% to £24.9 million (2013: £22.6 million). Exceptional costs related primarily to the costs associated with the Admission of the Group and share based payments total £5.4 million and reduced the Group operating profit to £19.5 million (2013: £20.9 million).

Earnings per share before exceptional items was 17.5 pence (2013: 15.4 pence) whilst earnings per share after exceptional items was 12.7 pence (2013: 14.1 pence), the reduction reflecting the higher exceptional expenses in the year ended 31 December 2014.

Total headcount placed on site at 31 December 2014 was 1,845 (2013: 1,450). Of this total 1,539 were Mounties (2013: 1,162) and 306 contractors (2013: 288). This represents a 27% increase in the total headcount placed on site and a 32% increase in Mounties placed on site.

Contractor revenue for the year to 31 December 2014 increased by 8% to £34.4million (2013: £31.8 million). Whilst Mountie revenue was 20% higher at £88.9 million (2013: £73.8 million), within this total, and reflecting the planned geographic expansion of the Group's customer base, UK and Ireland Mountie revenue increased by 15% to £61.7 million (2013: £53.6 million), North American Mountie revenue increased by 53% to £18.0 million (2013: 11.7 million), whilst Mountie revenue in EMEA increased by 1% to £7.3 million (2013: £7.2 million) and APAC increased by 46% to £1.9 million (2013: £1.3 million).

The relative movement in Mountie and contractor headcount and related revenues reflect the Group's intention to increase Mountie revenues, which generate a higher gross margin; this is being driven by growth in the number of Mounties placed at existing and new customers, as well as the launch of new Mountie service areas.

Exceptional items

Exceptional expenses related primarily to the costs associated with the Admission of the Group of £4.9 million and exceptional staff costs (principally share based payments) of £0.5 million (2013: total exceptional items of £1.8 million). These reduced the Group operating profit to £19.5 million (2013: £20.9 million). For further details see note 10 in the Notes to the Consolidated Financial Statements.

Net finance expense

Finance income was £0.004 million and finance costs £0.5 million, giving a net finance cost of £0.5 million. The net finance expense relates principally to interest on the drawn element of the Group's revolving credit facility, non-utilisation charges on the undrawn element of the Group's revolving credit facility and fees arising from the Group's working capital facility.

Taxation

The Group's effective tax rate for the year was 28.9% (2013: 26.0%) which is higher than the underlying UK tax rate of 21.5% (2013: 23.25%) due to profits earned in higher tax jurisdictions as well as non-deductible expenses incurred in relation to Admission. £4.0m of non-deductible expenses for tax purposes resulted in an increase of £0.9m to the current income tax charge. The adjusted effective tax rate (calculated before the impact of exceptional items) for the year was 23.6% (2013: 25.7%).

Earnings per share

Earnings per share before exceptional items were 17.5 pence (2013: 15.4 pence) whilst earnings per share after exceptional items were 12.7 pence per share (2013: 14.1 pence per share).

Statement of financial position and net funds

The Group generated net cash flows from operations of £19.3 million in the year (2013: £21.3 million), contributing to closing net funds of £12.3 million (2013: net debt £9.0 million). The Admission on 20 June 2014 included the issue of 2.8 million new shares for consideration in cash which raised approximately £8.0 million of funds for the Group; this cash was used to meet the expenses of Admission that fell to the Group and to repay £3.0 million of the Group's revolving credit facility. The remainder of the facility has been repaid through cash flows generated during the year. Cash conversion, adjusted for the impact of exceptional items remains healthy at 101.1% (2013: 105.5%). The composition of net funds is defined in note 22 of the Financial Statements starting on page 83.

Financial Review *(continued)*

Statement of financial position and net funds *(continued)*

At the end of the financial year, the Group held total facilities of £30.0 million (2013: £30.0 million). Of the committed facilities, £10.0 million was available to February 2015 (now expired) and £20.0 million available until August 2018. The committed facilities are in place to support the Group's financing needs and provide headroom against forecast requirements.

Banking facilities and treasury

The Group treasury policy aims to ensure that capital held is not put at risk and the treasury function is managed under policies and procedures approved by the Board. These policies are designed to reduce the financial risk arising from the Group's normal trading activities, which primarily relate to credit, interest, liquidity and currency risk. The Group is, and expects to continue to be, cash positive and currently holds net deposits.

Dividend

The Board intends to adopt a progressive dividend policy, which will allow it to retain sufficient capital to fund on-going operating requirements an appropriate level of dividend cover and funds to invest in the Group's long-term growth. It is the Directors' intention to declare an interim dividend of 7.5 pence per ordinary share in respect of the period from Admission on 20 June 2014 to 31 December 2014. The proposed interim dividend is subject to final Board approval at a meeting of the Board to be held on 30 April 2015.

Mike McLaren
Chief Financial Officer
10 March 2015

Corporate Social Responsibility

The Directors continually consider the Group's impact on its stakeholders including employees, contractors, trainees, customers, suppliers, investors and the wider community. Management ensures that the decisions made are responsible and ethical by taking into consideration the wider society external to the organisation. The Group is committed to contributing towards creating a sustainable environment and community in which it operates as a business.

Employees

The Directors recognise that the success of the business as a whole is dependent on all of our staff at every level and continue to invest in our employees through provision of training initiatives. Our focus and ethos as a company is built on training and developing individuals who make a positive difference and reach their full potential.

We communicate with employees regularly via email, staff magazines, monthly newsletters and face to face meetings in order to ensure that they are being supported especially when placed remotely on site. We also host annual events to reward employees for their contribution as well as granting length of service awards to congratulate those that have been with the Group for a significant period of time. The FDM Consultant of the Month and FDM Stars initiatives are designed to reward those that are excelling, as nominated by our customers and other employees in the business.

Diversity and inclusion in the workplace

The Group's workforce is made up of around 60 nationalities working together and is dedicated to promoting a diverse workforce that reflects wider society. There is zero tolerance towards discrimination throughout all our business activities whether it relates to race, nationality, religion, disability, gender, age, sexual orientation or any other such discrimination where an individual may feel marginalised. Where possible we make reasonable adjustments for individuals to accommodate their needs. The Group reached the finalist stage of the European Diversity Awards in 2014 in the category of Company of the Year.

Supporting ex-Forces personnel

The dedicated Ex-Forces Programme operated by our business in the UK has demonstrated the Group's support of the Armed Forces through the offering of IT and business careers to the ex-Forces community. The UK business has been recognised in this area through its work with the British Forces Resettlement Services and the Careers Transitions Partnership, as well as signing the Ministry of Defence Armed Forces Corporate Covenant to demonstrate our support to the Armed Forces community.

In the USA we have been recognised for our commitment to former Servicemen and women in launching a career. In 2014, FDM was announced a "Best for Vets Employer" by The Military Times and "Most Valuable Employer for Military" by Civilianjobs.com. FDM continues to show its support for veteran assistance organisations in the community as a sponsor for "Army Week", "Wall Street Rocks for our Heroes" and the "United War Veterans Council".

People with disabilities

The Group gives full and fair consideration to the employment of disabled persons. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the Group continues either in the job or in a suitable alternative. The Group endeavours to make any reasonable adjustments to enable disabled employees to fulfil the responsibilities of their job role. It is the Group's policy to support disabled employees in all aspects of their training, development and promotion where it benefits the employee and the Group.

Corporate Social Responsibility *(continued)*

Gender diversity

The Group is proud to be championing "Women in IT" and 43% of the Group Senior Management team is female.

As at 31 December 2014	Number of Males	Number of Females
On the Board	7	1
Within Senior Management	13	10
All employees	1,397	459

The Group hosts regular 'Advantage Sessions' to encourage women to consider a career in IT and holds annual customer events to discuss what leaders can do to increase gender diversity in the workplace. Internally we have 20 Female Champions who act as role models and mentors to other women in the business. We take part in judging awards, networking events and speaker panels, as well as hosting the annual "FDM Everywoman in Technology Awards" that are designed to celebrate and reward outstanding women in the industry. In Germany, FDM signed the Komm mach MINT Memorandum, a government initiative to encourage companies to support more women into Science and Technology careers. FDM also joined the United Nations Women's Empowerment Principles (UNWEP), sealing our commitment to promoting gender diversity in the workplace and the wider business community. FDM's Chief Operating Officer, Sheila Flavell has been recognised in the "100 Women to Watch" Cranfield School of Management Female FTSE Report in 2013 and 2014, as well as Brummell Magazine's "Top 30 Most Inspirational Female Entrepreneurs in the City" in 2014.

Our community

The Group believes that it has a responsibility to contribute towards the local community and wider society, and actively encourages individual and collective initiatives to support this. In 2014, the Group carried out fundraising events globally to raise money for charities such as Save the Children, Help for Heroes, McMillan Cancer Research and the Salvation Army. Employees also took part in Group activities such as supporting the Royal British Legion's annual London Poppy Day, J.P. Morgan's "Corporate Challenge for German Sport Aid and Handicapped Youth" in Frankfurt, PAL's Girl Sport Day in New York and the Oxfam Trail Walker in Hong Kong.

The Group actively contributes to employment in the community by launching the careers of graduates in the IT sector, investing time and money into training them and placing them with large companies. The Group also offers paid summer internships and work experience placements to allow individuals to gain business experience and develop their skill set, which will in turn allow them to improve their chances of future employment. University students are offered an eight-week placement, during which they work on live business projects, providing them with exposure to a commercial environment during their studies. The scheme aims to match students to business areas within the Group which are relevant to their studies, to ensure the interns gain targeted experience.

Environmental efforts

Throughout the Group the responsibility to minimise detrimental impact to the environment is recognised. Consequently the principles of sustainable development are embraced and measures to ensure that reduced energy consumption and increased recycling have been implemented where possible. Waste paper and ink cartridges are currently recycled, whilst computers which are no longer in use are donated to charities. We encourage communication via electronic documents and other initiatives in order to save paper. Going forward opportunities for the Group to improve its environmental footprint and save energy will be considered. Through our continued efforts to understand impacts on the environment from our operations, we work to not only reduce negative impacts but create new opportunities for greater efficiencies.

Corporate Social Responsibility *(continued)*

CO_2 emissions

The Company complies with the greenhouse gas ("GHG") emissions reporting requirements of The Companies Act 2006 (Strategic and Directors' Reports) Regulations 2013. The Company reports all material GHG emissions, wherever possible using 'tonnes of CO2-equivalent' ("CO_2e tonnes") as the unit, to account for all GHGs which are attributable to human activity, as defined in section 92 of the Climate Change Act 2008(a). Emissions data is reported for the Group's worldwide operations. The methodology used to compile this data is in accordance with DEFRA's "Environmental Reporting Guidelines: Including mandatory greenhouse gas emissions reporting guidance (June 2013)".

	Year ended 31 December 2014
Fuel type	**CO_2e tonnes**
Scope 2[1]	453
Scope 3[2]	294

Greenhouse Gas Emissions Intensity ratio:	**CO_2e tonnes**
CO_2e tonnes per £ million of revenue	6.1

[1] Scope 2 being electricity, heat, steam and cooling purchased for the Group's own use.
[2] Scope 3 being emissions which the Group is not directly responsible for, but arise as a by-product of its operation.

The Group has utilised the exemption from including prior year comparative figures, this being the first year of disclosure.

The Strategic Report was approved by the Board on 10 March 2015 and signed on its behalf by:

Rod Flavell
Chief Executive Officer
10 March 2015

Board of Directors

Ivan Martin
Non-Executive Chairman

Ivan has been Chairman of FDM Group since 2006 and is Chairman of the Nomination Committee. There have been no changes to Ivan's commitments during the year, he continues as Chairman of Red (a specialist SAP-based IT Services business). He has no other significant commitments. He was a member of Misys plc's board and headed their banking software division until 2005. Previously, Ivan worked at ACT Group plc, and spent his earlier career at US multinational computer business, Unisys. Between 2007 and 2013, he was Executive Chairman of Sesame Bankhall Group. Ivan was also a Non-Executive Director of Avelo, a financial services technology business.

Roderick (Rod) Flavell
Chief Executive Officer

Rod is the founder and Chief Executive Officer of the Group. He is responsible for the overall strategic development and expansion of the Group and, over the past 25 years, has been instrumental in developing the Group into one of the UK's leading IT graduate employers. He is also a member of the Nomination Committee. Rod is a firm supporter of improving diversity in the IT workplace, with clear results being achieved by the Group through the FDM Women in IT and ex-Forces and Veteran Career Transition initiatives.

Andrew (Andy) Brown
Group Commercial Director

Andy has spent over 20 years with FDM and progressed through the Group's sales team to become Global Sales Director in 2007. Andy now fulfills the role of Group Commercial Director and oversees the expansion of the Group with a key focus on the sales, HR, recruitment and business support functions. Andy's strategic focus is around developing new service offerings in line with client demands, as well as increasing the number of applicants for the Group's graduate programme, which are both key areas to the success and growth of the Group. Andy has also played a key role in the launch and success of the UK Ex-Forces Programme, which has launched the commercial careers of over 50 ex-Forces personnel since its inception in January 2014.

Sheila Flavell
Chief Operating Officer

Sheila was appointed Chief Operating Officer of FDM Group in 2008 and has over 25 years' experience in both the public and private IT sectors. Sheila's experience and knowledge of the Group has been key in driving the Group's global expansion programme. She is fully committed to driving gender diversity in the workplace and spearheads FDM's global Women in IT campaign. Her dedication to achieving gender balance has been recognised through various awards including 'Corporate Leader of the Year' at the Cisco everywoman in Technology Awards 2012, '100 Women to Watch' (FTSE Report) by Cranfield School of Management and 'Top 30 Most Inspirational Female Entrepreneurs in the City 2014' by Brummell Magazine.

Board of Directors *(continued)*

Michael (Mike) McLaren
Chief Financial Officer

Mike was appointed Chief Financial Officer of the Group in 2011. Prior to joining the Group, Mike served as Chief Operating Officer and Group Finance Director of Timeweave plc (formerly Alphameric plc) and has served on a number of other Boards for both private and listed companies. Mike is a Fellow of the Institute of Chartered Accountants in England and Wales.

Peter Whiting
Non-Executive Director

Peter was appointed in June 2014 as Senior Independent Director, Chairman of the Remuneration Committee and is a member of the Audit Committee and the Nomination Committee. Peter has over twenty years of experience as an investment analyst, specialising in the software and IT services sector. Peter joined UBS in 2000 and led the UK small and mid-cap research team. Between 2007 and 2011 he was Chief Operating Officer of UBS European Equity Research. One of his responsibilities during this period was the oversight of the graduate recruitment, training and development programmes both for the Research business and the Equities operation as a whole. Peter is also a Director of Microgen plc and MBA Polymers Inc.

Jonathan Brooks
Non-Executive Director

Jonathan was appointed in June 2014 as Chairman of the Audit Committee and is a member of the Remuneration Committee and the Nomination Committee. Jonathan is a Non-Executive Director and Chairman of the Audit Committee of IP Group plc, which commercialises intellectual property from leading UK universities and AVEVA Group plc, a leading provider of engineering design software. Between 1995 and 2002, he was Chief Financial Officer of ARM Holdings plc where he was a key member of the team that developed ARM Holdings to be a leader in its sector.

Robin Taylor
Non-Executive Director

Robin was appointed in June 2014 and is a member of the Remuneration Committee, the Audit Committee and the Nomination Committee. A member of the Institute of Chartered Accountants of Scotland, Robin joined Phoenix IT Group plc as a Non-Executive Director and Chair of the Audit Committee in November 2013, bringing many years' experience as a plc Director. Robin is currently a Non-Executive Director of EMIS Group plc and Fusionex International plc and was formerly Chief Financial Officer of main market publicly listed companies Intec Telecom Systems plc ("Intec"), ITNET plc and JBA Holdings plc. Prior to that, Robin held a variety of financial and general management roles in both Europe and North America.

Corporate Governance Report

Introduction

FDM Group (Holdings) plc (formerly Astra Topco Limited) admitted its ordinary shares of nominal value of £0.01 each to the Premium Listing segment of the Official List and to trading on the London Stock Exchange on 20 June 2014 (the "Admission"). The Listing Rules and the Disclosure and Transparency Rules of the Financial Conduct Authority (the "Rules"), including the UK Corporate Governance Code (the "Code") published by the Financial Reporting Council (the "FRC") (a revised version of which was published in September 2014), have only therefore applied to the Group since Admission. In the months leading up to Admission, the Board implemented a number of measures to ensure compliance with the Rules and the Code including, in particular, provisions relating to the composition and remit of the Board and its principal committees. On Admission, the Board committed itself to high standards of corporate governance and to maintaining a sound framework for the control and management of the Group.

Statement of Compliance

The Company is committed to the principles of Corporate Governance contained in the Code, for which the Board is accountable to shareholders. Further explanation of how the principles have been applied is set out below and, in connection with Directors' remuneration, in the Remuneration Committee Report from page 36.

From Admission, the Company has complied with the Code other than for the following exceptions:

- The Board did not immediately upon Admission adopt a formal schedule of matters specifically reserved for its decision. The management structure of the Group was such that key decisions could only be made at Board level and as such the adoption of a formal written schedule was not seen as an immediate priority. It was also considered that the experience and input of the new independent Non-Executive Directors would be useful in assisting to develop the detailed content of the schedule. Following a period of consultation at Board level, a formal schedule of matters specifically reserved for the decision of the Board was adopted on 27 January 2015;
- The UK Corporate Governance Code recommends that, on appointment, the chairman of a company with a Premium Listing on the Official List should meet the independence criteria set out in the UK Corporate Governance Code. Ivan Martin joined the Board of Directors of FDM in July 2006 and became Non-Executive Chairman of the Group on 1 October 2006. Ivan does not meet the independence criteria set out in the UK Corporate Governance Code because he has been a shareholder in the last three years and an employee in the last five years. The Board considered at the time of Admission and continues to believe, that in order to ensure maximum continuity and stability in the Company's transition from a privately owned company to a listed company, Ivan should remain as Non-Executive Chairman of the Group because of the vast experience and knowledge that he brings to the FDM team. The Board will keep the situation under review;
- No Nomination Committee was established at Admission. There were no personnel changes to the key executive directorships in the Company on Admission and three new independent Non-Executive Directors were appointed at Admission leading to the Company's view that the Board was settled and that there was unlikely to be a requirement in the period shortly following Admission to make significant appointments so as to require a Nomination Committee at that stage.

  The Board has kept the position under regular review and subsequently resolved to set up a Nomination Committee to ensure compliance with this aspect of the Code. The Nomination Committee was established on 27 January 2015. Further information about the role and responsibilities of the Nomination Committee is set out in the Nomination Committee report on page 31; and
- This year the Board did not undertake an evaluation of its own performance and that of its Committees and individual Directors. In the relatively short period of time from the Admission to the Company's year end of 31 December 2014 the Board focused on consolidating its governance processes and procedures following Admission and it was impractical and too early for the Board to undertake an evaluation of its own performance. It is intended that the Board will undertake an internal performance evaluation in the next six months, when the Board will be at an appropriate stage in its development to enable such a review to be effective.

Corporate Governance Report *(continued)*

THE FDM BOARD

Composition of the Board

Board composition is routinely reviewed to ensure that the balance of skills, knowledge and experience of the Company's Board remains appropriate to the business. The Board currently comprises four Executive Directors and four Non-executive Directors. Their biographies, including information on prior experience are set out on pages 21 and 22. The wide-ranging experience and backgrounds of the Non-Executive Directors enable them to debate and constructively challenge management in relation to the strategy and performance of the Group.

The Group's policy is to hire the best candidates for all positions at all levels throughout the business, irrespective of gender, including candidates at Board level.

With Sheila Flavell as Chief Operating Officer, 12.5% of the current Board is female (representing 25% of executives). Further information and statistics on gender diversity can be found within our Corporate Responsibility Report on page 19. The Board has not set any specific aspirations in respect of gender diversity at Board level and supports fully the Code principles in respect of diversity. The Board recognises the benefits of diversity, of which gender is one aspect, and it will continue to ensure that this is taken into account when considering any particular appointment, whilst ensuring appointments are made on merit and ability to enhance the performance of the business.

Board changes during the year

On 16 June 2014 Richard Swann and John Hartz tendered their resignation. On Admission, Non-Executive Directors Peter Whiting, Jonathan Brooks and Robin Taylor were appointed on 20 June 2014.

Re-election of Directors at the 2015 Annual General Meeting

In accordance with the Company's Articles of Association and the principles of the Code, all Directors of the Company will retire and offer themselves for re-election at the 2015 Annual General Meeting ("AGM"). Thereafter, Directors will retire, and may offer themselves for re-election at intervals of no more than three years, in accordance with the Company's Articles of Association and the Code. Having received advice from the Nomination Committee, the Board is satisfied that each Director is qualified for re-election by virtue of their skills, experience and commitment to the Board.

LEADERSHIP

The role of the FDM Board

The Board meets regularly to review strategic, operational and financial matters. It approves the interim and preliminary and annual financial statements, the annual financial plan, significant contracts and capital investment in addition to reviewing the effectiveness of the internal control systems and business risks faced by the Group. Where appropriate, it has delegated authority to committees of Directors. Information is supplied to the Board in advance of meetings and the Chairman ensures that all Directors are properly briefed on the matters being discussed.

The Board also provides leadership of the Company and direction for management, ensuring that the necessary financial and human resources are in place for the Company to meet its objectives and it keeps management's performance under review with regard to achieving those objectives.
The Board closely monitors management and its delivery of a sustainable and profitable business, ensuring it continues to operate within the appropriate risk-reward culture. The Board has established a core set of values, which it adheres to and promotes throughout the Group. These values, which underpin our skills, behaviours and way of doing business, are; our commitment to our people; motivation to be the best; performance; energy; and integrity. These values have helped to further the entrepreneurial culture within FDM, which has been critical to our continued success without promoting excessive risk-taking.

Corporate Governance Report *(continued)*

Role of the Non-Executive Directors

FDM's Non-Executive Directors have a broad and complementary mix of business skills, knowledge and experience acquired across sectors and geographies. This allows them to provide strong, independent and external perspectives to Board discussions, which complement the skills and experience of the Executive Directors. In turn, this leads to a diversity of views being aired at Board meetings, robust and constructive debate and optimal decision-making. At the same time, it also reduces the likelihood of any one perspective prevailing unduly. A key role performed by the Non-Executive Directors is the scrutiny of executive management in meeting agreed objectives and monitoring the reporting of performance. They also ensure that financial controls and systems of risk management are both rigorous and appropriate for the needs of the business.

Non-Executive Directors are appointed for specified terms, up to a maximum of three years, and reappointment is not automatic. The terms and conditions of appointment of Non-Executive Directors, including the expected time commitment, are available for inspection at the Company's registered office.

On Admission, the Board considered the independence of each of the Non-Executive Directors. In doing so, it concluded that, with the exception of Ivan Martin as detailed in the Statement of Compliance, each Non-Executive Director was independent of management and free from any relationship that could interfere with the exercise of their independent judgement. The Board will regularly review the independence of each of the Non-Executive Directors.

Chairman and Chief Executive

The roles of the Chairman and Chief Executive are separate, with a clear division of responsibilities between them; the responsibility for this separation of duties rests formally with the Board.

As Chairman, Ivan Martin presides over the Board and is responsible for its leadership and overall effectiveness. In doing so, he fosters and helps to maintain an effective working relationship between the Executive and Non-Executive Directors.

As Chief Executive, Rod Flavell has responsibility for the day-to-day management of the Company's business and the implementation and delivery of the Board's strategy.

This separation of roles enhances the independent oversight of executive management by the Board and more closely aligns the Board with shareholders. It also means that no one individual within the Company has unfettered powers of decision making.

Senior Independent Director

The Board appointed Peter Whiting to the position of Senior Independent Director on Admission. In performing this role Peter provides shareholders with someone to whom they can turn if ever they have concerns which they cannot address through the normal channels, for example with the Chairman or Executive Directors. Peter is also available as an intermediary between his fellow Directors and the Chairman.

Whilst there were no requests from Directors or shareholders for access to the Senior Independent Director during the year, the role serves as an important check and balance in FDM's governance process. In the fulfilment of his role Peter ensures he maintains a thorough understanding of the views of the Company's shareholders.

BOARD COMMITTEES

The Board is supported in its activities by the following principal committees: Audit Committee; Nomination Committee; and Remuneration Committee. The performance of each Board Committee will be reviewed on an annual basis. As noted in the Statement of Compliance formal performance evaluations were not undertaken during 2014, the first year of the committees' establishment.

Each of the Committees have written terms of reference which clearly specify their authority and duties and those terms of reference can be found on the Group's website.

In addition to the relevant Committee members and the Company Secretary, external advisors and, on occasion, other Directors and members of the Senior Management team attend Committee meetings, but only at the invitation of the Chairmen of the Committees.

Corporate Governance Report *(continued)*

Audit Committee

Jonathan Brooks, a Fellow of the Chartered Institute of Management Accountants, is Chairman of the Audit Committee, which also comprises Peter Whiting and Robin Taylor. The Audit Committee is responsible for reviewing the financial statements and the accounting principles and practice underlying them, liaising with the external auditors and reviewing the effectiveness of internal controls.

The Audit Committee's Report appears on page 33.

Remuneration Committee

Peter Whiting is Chairman of the Remuneration Committee, which also comprises Jonathan Brooks and Robin Taylor. The Remuneration Committee is responsible for making recommendations to the Board in relation to general remuneration policy, and for determining, on behalf of the Board, specific remuneration packages for each of the Executive Directors.

The Directors' Remuneration Report appears on page 36.

Nomination Committee

The Nomination Committee was formed on 27 January 2015. Ivan Martin is Chairman of the Nomination Committee which also comprises Peter Whiting, Jonathan Brooks, Robin Taylor and Rod Flavell.

The Nomination Committee will meet at least annually and otherwise as required. It will lead the process for, and make recommendations in relation to appointments to the Board, monitor Board performance and succession planning.

The Board and the Board Committees recognise the importance of promoting all aspects of diversity throughout the Group. When making an appointment to the Board, candidates are chosen against criteria, specified by the Nomination Committee, such as balance of skills, business experience, independence, qualifications, knowledge, diversity and other factors relevant to the Board operating effectively. Successful candidates are chosen on merit against these criteria, regardless of race, gender or religious beliefs.

BOARD EFFCTIVENESS

Matters reserved for the Board

A schedule of formal matters reserved for the Board's decision and approval is available on our website, www.fdmgroup.com. These relate to matters of governance and include the following:

- Approving financial results and other financial, corporate and governance matters;
- Approving material contracts;
- Approving Group strategy;
- Approving appointments to the Board;
- Determining dividend policy, as well as approving and recommending dividends as appropriate;
- Reviewing material litigation;
- Reviewing annually the effectiveness of internal control and the nature and extent of significant risks identified by management and associated mitigation strategies; and
- Approving the annual budget.

The schedule of reserved matters was put in place on 27 January 2015. Board decisions are usually by consensus at Board meetings. On occasion, decisions may be taken by a majority of Board members. In the case of an equality of votes, FDM's Articles of Association provide the Chairman with a casting vote. Where appropriate, the Board has delegated authority to committees of Directors.

Corporate Governance Report *(continued)*

Board commitment

The Board has established a policy permitting its Executive Directors to hold only one external Non-Executive Directorship, subject to any possible conflict of interest.

This ensures that the Executive Directors retain sufficient time for and focus on the Company's business, whilst allowing them to gain external board exposure as part of their leadership development. Executive Directors are permitted to retain any fees paid for such services.

Details of remuneration received by each of the Executive Directors for the year ended 31 December 2014 are shown in the single figure table presented on page 46 of the Remuneration Committee Report.

While the Company does not have a similar policy for Non-Executive Directors, their key external commitments are reviewed each year to ensure that they too have sufficient time commitment for the fulfilment of their Board responsibilities. Key external commitments of the Board are included within their biographies on pages 21 and 22.

The Board considered the commitments of the Chairman and is satisfied that he has sufficient time to devote to his Board responsibilities with FDM. However, the Board will keep his commitment under review as a matter of good governance.

Information and support

The Board meets regularly throughout the year and agrees a forward calendar of matters that it wishes to discuss at each meeting. Standing items, including operational, functional and financial reviews and Committee updates are considered at each scheduled Board meeting, with unplanned items such as commercial or property-related decisions being considered as and when required. The Chairman, in conjunction with the Chief Executive, plans the agenda for each Board meeting and ensures that supporting papers are clear, accurate, timely and of sufficient quality to enable the Board to discharge its duties.

All Board Directors have access to the Company Secretary, who advises them on Board and governance matters. As well as the support of the Company Secretary, there is a procedure in place for any Director to take independent professional advice at the Company's expense in the furtherance of their duties, where considered necessary.

Board attendance

Details of the number of meetings of the Board (including sub-committees at which only certain Directors are required to attend) and committees and individual attendances by Directors are set out in the table below.

	Board Meetings attended/ maximum[1]	Audit Committee attended/ maximum[1]	Remuneration Committee attended/ maximum[1]
Number of Meetings held in 2014	**11**	**3**	**4**
Ivan Martin[2]	11/11	1	3
Rod Flavell	11/11	N/A[3]	N/A[3]
Sheila Flavell	11/11	N/A[3]	N/A[3]
Mike McLaren	11/11	3/3	N/A[3]
Andy Brown	11/11	N/A[3]	N/A[3]
Peter Whiting (appointed 20 June 2014)	5/5	2/2	3/3
Jonathan Brooks (appointed 20 June 2014)	5/5	2/2	3/3
Robin Taylor (appointed 20 June 2014)	5/5	2/2	3/3
John Hartz (resigned 16 June 2014)	5/6	N/A[3]	1/1
Richard Swann (resigned 16 June 2014)	6/6	1/1	1/1

[1] Maximum possible attendance based upon date of appointment/ resignation.
[2] Ivan Martin attended the first meeting of the Audit Committee and the first three meetings of the Remuneration Committee (at the invitation of the Chairmen of those Committees) to give the Committees the benefit of his knowledge of the business of the Group during the Non-Executive Directors' initial period of familiarisation with the Group.
[3] Not applicable, not a member of the Committee and not required to attend.

The table above details attendance at scheduled meetings. In addition there was one Extraordinary General Meeting held in connection with Admission at which all the relevant Directors attended.

Corporate Governance Report *(continued)*

Board induction and development

On appointment, each Director takes part in a tailored induction programme which is designed to give him or her an understanding of the Company's business, governance and stakeholders.

Elements of the programme include:

- Senior management briefings to provide a business overview, update on current trading conditions and strategic commercial issues;
- Meetings with the Company's key advisors and major shareholders, where necessary;
- Head office site visit;
- Provision of a legal and regulatory memorandum and briefing on the duties of Directors of listed companies;
- Details of the Group corporate structure, Board and Committee structures and arrangements and key policies and procedures; and
- The latest statutory financial reports and management accounts.

The Chairman, in conjunction with the Company Secretary, ensures that Directors are provided with updates on changes in the legal and regulatory environment in which the Company operates. These are incorporated into the annual agenda of the Board's activities along with wider business and industry updates; the Chairman also keeps under review the individual training needs of Board members. The Company's principal external advisors provide updates to the Board, at least annually, on the latest developments in their respective fields, and relevant update sessions are included in the Board's strategy meetings. The Company Secretary presents corporate governance reports to the Board as appropriate, together with any relevant technical guidance. In this way, each Director keeps their skills and knowledge current so they remain competent in fulfilling their role both on the Board and on any Committee of which they are a member.

Board evaluation

Given the short period of time between the date of Admission and the Group's financial year end, and the fact that three new independent Non-Executive Directors were appointed on Admission, the Board did not consider it appropriate or necessary to undertake an evaluation of its own performance or that of its Committees or individual Directors during the year. It is the intention that, at an appropriate stage in the development of the Board, a formal and rigorous annual evaluation of both its own performance and that of its committees and individual Directors will be carried out.

It is expected that the effectiveness of the Board will be carried out through an internal Board evaluation process which will be facilitated by the Chairman and will cover subject matter in order to assess effectiveness, such as the conduct of Board meetings, risk, strategy, Board composition and member performance, and wider stakeholder engagement. Committee effectiveness will be assessed separately.

Prior to the Admission the requirements of the Group were considered with regard to the recruitment of the new Non-Executive Directors. The recruitment process undertaken included evaluation of the candidates' experience and prior performance in order to assess their suitability as Non-Executive Directors for the Board.

Conflicts of interest

Procedures are in place for the disclosure by Directors of any interest that conflicts, or possibly may conflict, with the Company's interests and for the appropriate authorisation to be sought if a conflict arises, in accordance with the Company's Articles of Association.

In deciding whether to authorise a conflict or potential conflict of interest only non-interested Directors (i.e. those that have no interest in the matter under consideration) will be able to take the relevant decision. In taking such a decision the Directors must act in a way they consider, in good faith, will be most likely to promote the success of the Company and may impose such limits or conditions as they think fit. The Board has reviewed the procedures in place and considers that they operate effectively. There were no actual or potential conflicts of interest which were required to be authorised by the Board during the year under review or to the date of this report.

Corporate Governance Report *(continued)*

Relations with shareholders

In order to maintain dialogue with institutional shareholders, the Chief Executive Officer and Chief Financial Officer meet with the Company's major shareholders following interim and final results announcements, or otherwise as appropriate.

The Company uses the AGM as an opportunity to communicate with its shareholders and welcomes their participation. Shareholders who attend the AGM will have the opportunity to ask questions and all Directors are expected to be available to take questions.

Notice of the AGM, which will be held at 10.30 am on 30 April 2015 at 5 New Street Square, London EC4A 3TW, is enclosed with this report. In accordance with the Companies Act 2006, the Notice of AGM will be sent to shareholders at least 20 working days before the meeting and the notice for general meetings will be sent to shareholders at least 14 days before each general meeting and shall include details of the resolutions and the explanatory notes thereto.

The Board proposes separate resolutions for each issue and proxy forms allow shareholders who are unable to attend the AGM (or general meeting, as applicable) to vote for or against or to withhold their vote on each resolution. As soon as practical following the conclusion of the AGM (or general meeting, as applicable), the proxy votes cast, including details of votes withheld, shall be announced to the London Stock Exchange via regulatory News Service and published on our website.

The Group's website (www.fdmgroup.com) is the primary source of information on the Group.

Internal control

The Group maintains an ongoing process in respect of internal control to safeguard shareholders' investments and the Group's assets and to facilitate the effective and efficient operation of the Group.

These processes enable the Group to respond appropriately, and in a timely fashion, to significant business, operational, financial, compliance and other risks, which may otherwise prevent the achievement of the Group's strategic objectives. Systems are designed to manage rather than eliminate risk and can only provide reasonable assurance against material misstatement or loss.

Principal risks and uncertainties

The Group recognises that it operates in a competitive market that can be affected by factors and events outside its control. Details of the principal risks and uncertainties identified by the Group are set out in the table on pages 13 to 15. The Group is committed to mitigating risks arising wherever possible and accepts that internal controls, rigorously applied and monitored, are an essential tool in achieving this objective.

Control environment and procedures

The Board has overall accountability for ensuring that risk is effectively managed across the Group and, on behalf of the Board, the Audit Committee monitors the effectiveness of the Group's risk management processes.

The Board considers that effective risk management is critical to achieving the Group's strategic objectives and the long term sustainable growth of the business. The Audit Committee consolidates and assesses the risk information, and summarises the key risks in the form of the Group Risk Register which is reviewed on a half yearly basis.

The key elements of Group internal control, which have been effective during the year ending 31 December 2014 and up to the date of approval of these financial statements, are set out below:

- The Board meets on a regular basis and is responsible for the operational strategy, reviewing operating results, identification and mitigation of risks and communication and application of the Group's policies and procedures. Where appropriate, matters are reported to the Board;
- The Group has a clear organisational structure with defined responsibilities and accountabilities;
- Regular reports to the Board on key developments, financial performance against budget and operational issues in the business;

Corporate Governance Report *(continued)*

Control environment and procedures *(continued)*

- Operational and financial controls and procedures which include authorisation limits for expenditure and capital expenditure, sales contracts and signing authorities, IT application controls, organisation structure, segregation of duties and reviews by management. In addition to these controls is a set of group-wide policies on procedures addressing non-quantifiable risks. These include the Group's code of conduct and ethics, anti-corruption policy and other arrangements;
- Centralised finance and support functions;
- An annual budget process which is reviewed, monitored and approved by the Board;
- Regular meetings between the Executive Board and Senior Management team; and
- Increased scope external audits on specific areas of the business.

Process for preparing consolidated financial statements

The Group has established internal control and risk management systems in relation to the process for preparing consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the EU ("IFRSs"). The key features of these internal control and risk management systems are:

- The Group's consolidation is subject to various levels of review by the Group Finance function;
- The draft Consolidated Financial Statements are reviewed by an appropriate individual independent from those who were responsible for preparing the financial statements;
- The Audit Committee and the Board review the Consolidated Financial Statements;
- The Group's consolidation is subject to external audit; and
- The financial statements of all Group companies are subject to external audit, where required by local legislation.

On behalf of the Board, the Audit Committee has reviewed the operation and effectiveness of this framework of internal control from the date of Admission to 31 December 2014, and up to the date of approval of the Annual Report, in accordance with the requirements of the revised Turnbull Guidance on Internal Control, published by the Financial Reporting Council.

The Corporate Governance Report was approved by the Board on 10 March 2015 and signed on its behalf by:

Ivan Martin
Chairman
10 March 2015

Jonathan Brooks
Chairman of the Audit Committee
10 March 2015

Nomination Committee Report

Membership and meetings

As explained in the Corporate Governance Report on page 23, no Nomination Committee was established at Admission. The Board has kept the position under regular review and subsequently resolved to set up a Nomination Committee on 27 January 2015 to ensure compliance with this aspect of the Code.

The Nomination Committee, which is chaired by Ivan Martin, also comprises the independent Non-Executive Directors Peter Whiting, Jonathan Brooks, Robin Taylor and Rod Flavell. The Committee has not met yet, but will meet formally at least once a year and at such other times as the Board or the Committee Chairman requires.

Responsibilities of the Nomination Committee

The role of the Nomination Committee is to lead the process for board appointments and make recommendations to the board. The main responsibilities of the Committee are summarised below:

- Regularly review the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and make recommendations to the Board with regard to any changes;
- Give full consideration to succession planning for directors and other senior executives in the course of its work, taking into account the challenges and opportunities facing the Company, and the skills and expertise needed on the Board in the future;
- To identify, nominate and recommend for the approval of the Board, candidates to fill Board vacancies as and when they arise;
- Review the results of the Board performance evaluation process that relate to the composition of the Board; and
- Review annually the time required from Non-Executive Directors. Performance evaluation should be used to assess whether the non-executive directors are spending enough time to fulfil their duties.

Before any recommendations are made, detailed job descriptions setting out the skills and experience required to fulfil roles will be prepared for appointments including the time commitment expected. To attract suitable candidates, advertisements or appropriate external advice will be taken and candidates will be considered on merit and against objective criteria and with due regard for the benefits of diversity on the Board, including gender, taking care that appointees have enough time available to devote to the position.

A full copy of the Committee's Terms of Reference is available from the Group's website at www.fdmgroup.com.

Appointment process

As no new Director has been appointed since Admission and the Committee does not believe there is a gap to fill, no appointment process has been formalised. However, the Committee expects that the process will involve identifying gaps in the Board's composition, then reviewing the skills of potential candidates. When renewing current appointments, all Directors except the individual in question are able to vote at the general meeting.

Board diversity

The Nomination Committee will ensure that, together, the Directors have a balance of skills, qualifications and experience which are relevant to the Company. The Committee will support the recommendations of the Davies Report and believes in the value and importance of diversity in the boardroom but does not consider it appropriate or in the interest of the Company and its shareholders to set prescriptive targets for gender or nationality on the Board.

Succession planning

The new Board is settled and the Committee does not expect it will need to consider succession planning in the immediate future, however the Committee will keep the situation under review.

Non-Executive Director appointment process

When an appointment of a Non-Executive Director is made, a formal letter will be sent setting out expectations regarding time commitment, committee membership and involvement outside Board meetings. Chosen candidates will be required to disclose to the Board any other significant commitments before the appointment can be ratified.

Nomination Committee Report *(continued)*

Tenure of Non-Executive Directors

Appointments to the Committee are made by the Board and shall be for a period of up to three years, which may be extended for further periods of up to three years, provided the Director still meets the criteria for membership of the Committee. Non-Executive Directors, including the Chairman, will be subject to rigorous review when they continue to serve on the Board for any term beyond six years.

I. Martin

Ivan Martin
Chairman of the Nomination Committee
10 March 2015

Audit Committee Report

The present Audit Committee was established on 20 June 2014 at the time of Admission and has met three times since, in July and November of 2014 and March 2015. The intention is for there to be four set meetings a year and we established a recurring annual agenda for this at our first meeting.

Composition

The current Audit Committee comprises three independent Non-Executive Directors. As Chairman of the Committee, I am deemed to have recent and relevant financial experience. I am a Fellow of the Chartered Institute of Management Accountants and I have held a number of senior financial positions in my career.

The Committee also comprises Peter Whiting and Robin Taylor. Robin Taylor is a member of the Institute of Chartered Accountants in Scotland, and like myself has prior experience as a Finance Director in a public company environment. Peter Whiting, Senior Independent Director provides the Committee with independent opinion. All members were appointed to the Audit Committee on 20 June 2014.

Information flows to the Audit Committee

The Group's Chairman, Chief Financial Officer and Financial Controller are invited to attend all the Audit Committee meetings, as well as the Group's external auditors. In addition, senior members of the management team can be invited to make presentations such as the Committee's agenda necessitates. In November 2014 the Non-Executive Directors had a video conference with the head of the North American business, who is based in New York, to improve our understanding of some of the issues of control environment in North America. We had a similar face to face meeting with the head of the Company's German subsidiary to acquaint ourselves with that division.

The Committee has met with the external auditors on a number of occasions since Admission, including meeting away from the company's offices.

Overview of the year's activities

In addition to its prescribed responsibilities, much of the emphasis of the Committee in its first nine months has been on developing its understanding of the business as well as ensuring that any opportunities for improvements in control which were highlighted during the pre-Admission due diligence process had been appropriately addressed. In association with the Senior Management Team, a comprehensive induction programme was developed which involved the Committee meeting all of the various heads of business over a series of meetings. In addition, in November, the Committee travelled to Brighton to visit the central finance function for the Group. The Group's accounting for all territories takes place at this location. This helped improve our understanding of potential control risks as well as providing the opportunity to meet all key finance personnel.

With respect to issues which emerged from the pre-Admission due diligence, these were reviewed at the November meeting of the Committee. They included the adoption of a revised whistleblowing policy and an updated anti-bribery policy, as well as ensuring that some other administrative issues such as the statutory books for subsidiaries and certain intercompany agreements were all up to date. Apart from these additional tasks, the Committee undertook its normal duties, including reviewing the interim and full year consolidated Group financial statements, assessing the effectiveness of the auditors as well as their fees, establishing the annual review of risk for the first time as a public company and reviewing the assessment of the Group's business as a going concern.

Significant financial reporting items

The Committee considers reports from the Chief Financial Officer and reports from the outcome of the half-year review and annual audit. The Committee considered the following significant estimates and judgements in approving the 2014 financial statements:

- Revenue recognition: the timing and element of judgement included in recognition of Group revenue. This area has been considered through review of the Group's accounting policies and discussions with management covering the internal controls in place. The Committee concluded that while there is a low level of judgement involved, this remains an area of potential risk.
- The allocation of Admission transaction costs: the allocation of costs between the Group and selling shareholders. The Committee reviewed the exceptional items related to Admission as presented by management and are satisfied with the allocation and presentation.

Audit Committee Report *(continued)*

Significant financial reporting items *(continued)*

- Financial statement preparation and disclosures: management will be preparing financial statements as a listed group for the first time. The Committee is satisfied with the processes in place for the preparation of the financial statements.

The Committee is satisfied that the judgements made by management are reasonable and that appropriate disclosures have been included in the Consolidated Financial Statements.

Audit Committee Terms of Reference

The Audit Committee monitors the integrity of the financial statements of the Group and reviews all proposed announcements to be made by the Group giving consideration to any significant financial reporting judgements contained in them. The Audit Committee also assists the Board to discharge its duty to ensure that the Annual Report, taken as a whole, is fair, balanced, understandable, and provides the information necessary for shareholders to assess the Group's performance, business model and strategy. The Committee also considers the effectiveness of the financial reporting and internal controls, compliance with legal requirements, accounting standards, accounting policies and any recommendations from the Group's external auditor regarding improvements to internal controls and the adequacy of internal resources.

A full copy of the Committee's Terms of Reference is available from the Group's website at www.fdmgroup.com.

Internal control and risk management

The key elements of the Group's internal control framework and procedures are set out on page 29, while the principal risks faced by the Group are set out on pages 13 to 15. The Committee will consider these issues annually giving consideration to whether certain areas should be looked at more closely through specific control reviews, identifying where improvements to internal controls could be made and agreeing plans to deliver the necessary enhancements. The principal risks highlighted in the first formal review of risk included international expansion, the management of peaks and troughs in the supply of Mounties and customer demand for their services, and IT systems generally, which will require further investment to cope with the growth in the Group in both absolute numbers of staff and additional territories.

There is a separate whistle-blowing policy which was updated in November and has been communicated to all employees. The policy provides information on how employees should make a disclosure. The Committee is satisfied that the policy provides an adequate basis for employees to make confidential representations.

External audit

The Audit Committee advises the Board on the appointment, reappointment or removal of the Company's external auditors to the Board. PricewaterhouseCoopers LLP ("PwC") are the Group's current external auditor and were originally appointed in 2013. The Committee is satisfied with the effectiveness of the audit and given the recent change in audit firm, the Group is not required under the CMA order or EU Regulation to conduct a tender before the year ending 31 December 2023.

Appointment, independence and objectivity

The Audit Committee monitors the fees paid to the external auditors for non-audit work and delegates the authority for approval of such work to the Chief Financial Officer where the level of fees involved is insignificant. During the year the external auditors did perform some non-audit services which mainly consisted of acting as reporting accountant for the Group for the Admission, together with some other statutory filing work. The Group receives a formal statement of independence and objectivity from the external auditors each year and obtains quotes in a competitive tender for non-audit work performed. An analysis of non-audit fees is provided in note 7 to the financial statements. Any significant non-audit work will, in future years, require prior approval from the Audit Committee. The Group does engage other independent accounting firms to perform tax consulting work and other assignments to further ensure the independence and objectivity of the auditor is not compromised.

Audit partners are rotated every five years. The current audit partner, Alan Kinnear, will step down from his role at the end of the 2014 financial year audit since he is retiring from PwC. He will be replaced by a new audit partner, Jaskamal Sarai.

Audit Committee Report *(continued)*

Assessment of effectiveness of external audit

The Committee assessed the effectiveness of the external audit process at its meeting in March. The audit was substantive in approach with the vast majority of sales transactions covered as part of the audit and this gave the Committee confidence as to the overall quality of the audit. In addition, the Committee had requested that the external auditors conduct some additional extended external audit work during the year in the form of a physical visit to the New York office and, through discussions with overseas Senior Management, to assess other compliance issues and this provided us with further assurance.

Internal audit

The Group does not maintain a separate internal audit function. This is in part due to the close control of operations exercised by the Executive Directors as well as the centralisation of all of the accounting and financial activities in one centre in Brighton. The key elements of the Group's internal control framework and procedures are set out on page 29, while the principal risks faced by the Group are set out on pages 13 to 15.

The Audit Committee will consider the internal control framework and procedures annually giving consideration to whether certain areas should be looked at more closely through specific reviews, identifying where improvements to controls could be made and agreeing plans to deliver the necessary enhancements. In doing so, the Audit Committee will formally consider the Group's requirement for an internal audit function.

The Committee considers it more useful to use the external auditors to conduct increased scope external audit procedures in overseas offices, for example carrying out a full scope audit of the US business and an audit of revenue in Germany and Switzerland for the year ending 31 December 2014. However the Audit Committee does review the need to have its own internal audit function each year.

Jonathan Brooks
Chairman of the Audit Committee
10 March 2015

Remuneration Report

Statement from the Chairman of the Remuneration Committee

On behalf of the Board, I am pleased to present our first Directors' Remuneration Report since the Company's shares were admitted to trading on the main market of the London Stock Exchange on 20 June 2014. In accordance with the requirements of the applicable remuneration reporting regulations this Report is presented in two sections:

- The **Directors' Remuneration Policy** – this sets out our forward-looking remuneration policy for Directors and will be subject to a binding vote at the 2015 Annual General Meeting; and
- The **Annual Report on Remuneration** – this provides details of the amounts earned by Directors in respect of the year ended 31 December 2014 and how the Directors' Remuneration Policy will be operated for the year commencing 1 January 2015. This will be subject to an advisory vote at the 2015 Annual General Meeting.

Consideration by the Directors of matters relating to Directors' remuneration

The Committee comprises Peter Whiting (Chairman), Jonathan Brooks and Robin Taylor. Ivan Martin attended the first meetings of the Committee in order to facilitate a smooth handover from the previous Board. The Executive Directors were invited to the first meeting to outline the compensation culture within the organisation prior to Admission. No Directors are involved in or present for discussions about their own remuneration.

The role of the Committee is to:

- Determine the Company's remuneration policy for all Directors and the Chairman;
- Review and determine remuneration and incentive packages for each of the Company's Executive Directors;
- Operate the Company's incentive plans in line with the policy report and various plan rules; and
- Ensure it is kept abreast on issues affecting all aspects of executive remuneration.

The full Remuneration Committee terms of reference can be found on the Company's website.

Our approach to remuneration

During the year the Remuneration Committee has formulated a new policy in respect of Executive Directors' remuneration to ensure that following Admission the policy is aligned with best practice while continuing to enable the Company to attract the right calibre of Executives and promote the long term success of the Company. Our reward strategy is to provide competitive remuneration packages that promote the long term success of the Company. Stretching performance conditions, which are rigorously applied, are attached to relevant performance-related elements. I maintain contact as required with the principal shareholders of the Company about remuneration to ensure that interests are aligned so far as is practicable.

Remuneration decisions in respect of the year ended 31 December 2014

In June 2014 we established the Company's 2014 Performance Share Plan (the "PSP") which incentivises Executive Directors and other Senior Management to deliver challenging three-year Earnings per Share ("EPS") growth targets. No awards were made in 2014 and the first awards, in respect of the three year period from 2015-2017, are expected to be made in 2015.

As referred to in the prospectus prepared prior to Admission our Executive Directors' salaries were increased with effect from Admission to £350,000 in the case of Rod Flavell, £260,000 in the case of Andy Brown and Sheila Flavell and £220,000 in the case of Mike McLaren. These increases were made to bring the salaries of the Executive Directors up to a level within a market competitive range.

There are two components to the annual bonus earned by the Executive Directors during the year. The first part, for the period prior to Admission, was determined by the former Board, and represents an on-target payment reflecting the strong performance up to Admission. The second part was determined by the Committee based on financial performance relative to full-year targets, specifically earnings before interest, tax, depreciation, amortisation and exceptional items ("EBITDA") and revenue. This EBITDA target was set by the Board pre-Admission, no subsequent adjustment was made. The proposed payment of 50% of salary results from an on-target outcome.

Remuneration Report *(continued)*

Remuneration in the year commencing 1 January 2015

The year commencing 1 January 2015 will be the Company's first full year as a listed company and in which remuneration arrangements for the Executive Directors will be determined in accordance with the Directors' Remuneration Policy set out on pages 38 to 45 on the basis described in the Annual Report on Remuneration on pages 46 to 51.

The Directors' salaries and fees applying with effect from Admission will continue to apply for the year commencing on 1 January 2015.

We always welcome feedback from shareholders on any aspect of our Directors' remuneration and will continue to monitor our remuneration policy to ensure it remains aligned to the business strategy and delivery of shareholder value.

PF Whiting

Peter Whiting
Chairman of the Remuneration Committee
10 March 2015

Remuneration Report *(continued)*

DIRECTORS' REMUNERATION POLICY

This part of the Report sets out the Company's Directors' Remuneration Policy, which, subject to shareholder approval at the 2015 Annual General Meeting, shall take binding effect from the close of that meeting.

Executive Directors

Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Base salary			
Core element of fixed remuneration to reflect the individual's role and experience as part of a broadly market competitive total remuneration package, to enable the Group to recruit and maintain the required skills and expertise to enable it to achieve its Strategy.	Executive salaries were reviewed in June 2014 in connection with the IPO, and the salary levels fixed at that point will continue in place until the end of 2015. Thereafter executive salaries will normally be reviewed annually. Salary levels are determined taking into account a range of factors, which may include (but are not limited to): • Underlying Company performance; • The size and scope of the Executive Director's role and responsibilities; • The Executive Director's skill, experience and performance; • Salary levels for equivalent roles at other listed companies of a similar size and/ or complexity to the Group; and • Pay and conditions elsewhere in the Group.	Whilst there is no maximum salary level, salary increases will normally be in line with the wider workforce in percentage of salary terms. Salary increases above this level may be awarded in certain circumstances, such as: • Where an Executive Director has been promoted or has had a change in scope or responsibility; • To reflect an individual's development or performance in role (e.g. a newly appointed Executive Director being moved to align with the market over time); • Where there has been a change in market practice; or • Where there has been a change in the size and/ or complexity of the business. Such increases may be implemented over such time period as the Committee deems appropriate.	Not applicable.
Benefits			
To provide benefits as part of a broadly market competitive total remuneration package.	Executive Directors receive benefits set at an appropriate level taking into account total remuneration, market practice, the benefits provided to other employees in the Group and individual circumstances. Benefits provided currently include car allowances and private health insurance. Other benefits may be provided based on individual circumstances. These may include, for example, relocation expenses and expatriate allowances.	Whilst the Committee has not set an absolute maximum on the level of benefits Executive Directors may receive, the value of benefits is set at a level which the Committee considers to be appropriately positioned taking into account relevant market levels based on the nature and location of the role, the level of benefits provided for other employees in the Group and individual circumstances.	Not applicable.
Retirement benefits			
To provide an appropriate level of retirement benefit (or cash allowance equivalent) as part of a broadly market competitive total remuneration package.	Executive Directors are eligible to participate in the Company's defined contribution scheme. In appropriate circumstances, such as where contributions exceed the annual or lifetime allowance, Executive Directors may take a taxable cash supplement instead of contributions to a pension plan.	Maximum company pension contribution (or cash allowance equivalent) for existing Executive Directors of 3% of salary. However, the Committee may permit a higher company pension contribution (or cash allowance equivalent) for any new Executive Director.	Not applicable.

Remuneration Report *(continued)*

DIRECTORS' REMUNERATION POLICY *(continued)*

Executive Directors *(continued)*

Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Annual bonus			
Rewards Executive Directors for achieving financial, strategic and/ or individual targets in the relevant year, to provide an incentive for the Group's employees to achieve goals aligned with the Group's strategy.	Performance measures and targets are reviewed annually and pay-out levels are determined by the Committee after the year end based on performance against the targets. The Committee has discretion to amend the pay-out should any formulaic outcome not reflect the Committee's assessment of overall business performance. **Recovery** For up to three years following the payment of an annual bonus award, the Committee may require the repayment of some or the entire award in the event of fraud or dishonesty leading to a material misstatement of financial results.	Maximum bonus opportunity for Executive Directors is 100% of base salary.	Performance measures and targets are set annually reflecting the Company's strategy and aligned with key financial, strategic and/or individual targets. Pay-out of up to 20% of maximum for threshold performance (the minimum level of performance resulting in any payment), 50% of maximum for on-target performance and full pay-out for stretch performance with straight-line vesting in between each of the points. At least 80% of the bonus will be assessed against key financial performance measures which may include revenue, pre-tax profit or other key financial performance metrics of the Company. The balance of the bonus may be assessed against non-financial strategic measures and/ or individual performance. See page 49 for details of the annual bonus performance measures for 2015.
Performance Share Plan ("PSP")			
To incentivise Executive Directors over the longer term, and to deliver performance-related pay, with a clear line of sight for Executives and direct alignment with shareholders' interests.	Long-term incentive awards are granted under the PSP which was approved on 16 June 2014. Awards under the PSP will typically be granted as a conditional award or the grant of a nil-cost option, in either case vesting subject to the achievement of specified performance conditions, over a period of at least three years. Awards may be settled in cash (or granted as a cash award over a notional number of shares) at the discretion of the Committee. Awards under the PSP may be granted on the basis that the number of shares shall be increased to reflect dividends paid over the vesting period, or the Committee may make a cash payment equal to those dividends on release of the shares.	The usual maximum award level under the PSP in respect of any financial year for Executive Directors is awards over shares with a value of 100% of salary. In certain circumstances, the Committee may grant awards under the PSP in respect of any financial year for Executive Directors up to a maximum of 200% of salary. The Committee may at its discretion structure awards as Approved Performance Share Plan ("APSP") awards to enable the participant and the Company to benefit from HMRC approved option tax treatment in respect of part of the award, without increasing the pre-tax value delivered to participants. APSP awards may be structured as an approved option up to the HMRC limit (currently £30,000) and a PSP share award, with the share award scaled back to take account of any gain made on exercise of the approved option.	Performance will be assessed against challenging performance targets. Performance will be based typically on financial measures including, but not limited to, absolute EPS growth. Awards (other than, in accordance with the requirements of the applicable tax legislation, any approved option granted as part of an APSP award) will also be subject to a financial underpin such that PSP awards will only vest if the Committee is satisfied with the overall performance of the Company. Performance measures (and their weighting where there is more than one measure) are reviewed annually to maintain appropriateness and relevance. For threshold performance 25% of the award will vest, rising to 100% of the award vesting for maximum performance with straight-line vesting in between. Below threshold performance, the award will not vest.

Remuneration Report *(continued)*

DIRECTORS' REMUNERATION POLICY *(continued)*

Executive Directors *(continued)*

Purpose and link to strategy	Operation	Maximum opportunity	Performance measures
Performance Share Plan ("PSP") (continued)			
	The Committee may at its discretion structure awards as APSP awards comprising both an HMRC tax-favoured option granted under the Company Share Option Plan (CSOP) and a PSP award. APSP awards enable an Executive Director and the Company to benefit from HMRC tax-favoured option treatment in respect of part of the award without increasing the pre-tax value delivered to participants. APSP awards would be structured as a tax-favoured option and a PSP award, with the vesting of the PSP award scaled back to take account of any gain made on exercise of the tax-favoured option. Other than to enable the grant of APSP awards, the Company will not grant awards to Executive Directors under the CSOP. **Recovery** At the discretion of the Committee, unvested awards could be reduced, cancelled or have further conditions imposed in certain circumstances including (but not limited to): • A material misstatement of the Company's audited financial results; • A material failure of risk management by the Company or any subsidiary company within the Group; or • A material miscalculation of any performance measure. For up to three years following the vesting of an award, the Committee may require the repayment of some or the entire award in the event of fraud or dishonesty leading to a material misstatement of financial results.		Where a tax-favoured option is granted as part of an APSP award, the same performance conditions will apply to the tax-favoured option as apply to the PSP award. No awards were made in 2014. See page 36 for details of the PSP awards expected to be granted in 2015.

Save as set out in the table above in relation to the annual bonus and PSP, there are no provisions for the recovery or withholding of any element of remuneration.

Remuneration Report *(continued)*

DIRECTORS' REMUNERATION POLICY *(continued)*

Information supporting the policy table

Explanation of performance measures chosen

Performance measures for the annual bonus and PSP awards which reflect the Company's strategy are selected. Stretching performance targets are set each year by the Committee taking into account a number of different factors.

The annual bonus can be assessed against financial, strategic and/ or individual targets determined by the Committee with at least 80% subject to key financial targets. The Committee considers financial measures like profit before tax and revenue to be important performance metrics because they encourage behaviours that facilitate profitable growth and the successful future strategic development of the business.

Long-term performance measures are chosen by the Committee to provide a robust and transparent basis on which to measure the Company's performance over the longer term and to provide alignment with the business strategy. They are selected to be aligned with the interests of shareholders and to drive business performance. Currently absolute EPS growth is considered to be a key measure of success as it encapsulates the outcomes of many of the strategic drivers of the business, and helps align management incentives with growth in shareholder value.

The Committee retains the discretion to adjust or set different performance measures or targets where it considers it appropriate to do so (for example, to reflect a change in strategy, a material acquisition and/ or a divestment of a Group business or a change in prevailing market conditions) and to assess performance on a fair and consistent basis from year to year.

Operation of the PSP

The PSP will be operated by the Committee in accordance with the plan rules, including the ability to adjust the number of shares subject to awards in the event of a variation of share capital, demerger, delisting, special dividend, rights issue or other event which may, in the opinion of the Committee, affect the current or future value of shares.

Early vesting of awards

Awards may vest earlier than anticipated in "good leaver" circumstances, as determined by the Committee at their discretion. In the event of a change of control of the Company or other relevant corporate event (such as a demerger, delisting, special dividend or other event which may affect the value of an award), awards under the PSP may vest in accordance with the rules of the PSP. The Committee shall determine the extent of vesting taking into account the extent to which the relevant performance condition has been satisfied. Such vesting would ordinarily be on a time pro rata basis although the Committee has discretion not to apply time prorating.

Non-Executive Directors

Purpose and link to strategy	Operation	Other items
To enable the Company to attract and retain Non-Executive Directors of the required calibre by offering market competitive rates.	The Chairman is paid a basic Chairman fee and additional fees for chairmanship of any Board committees. Non-Executive Directors receive a basic fee and additional fees for chairmanship of any Board committees. The Chairman's fee is determined by the Remuneration Committee and the fees of the other Non-Executive Directors are determined by the Board. Fees are based on the time commitment and contribution expected for the role and the level of fees paid to Non-Executive Directors serving on the board of similar-sized UK listed companies. Overall fees paid to Non-Executive Directors will remain within the limit of £1.0 million per annum set by the Company's Articles of Association.	Non-Executive Directors may be eligible to be reimbursed travel and subsistence costs incurred in the performance of their duties. The Non-Executive Directors do not participate in the Company's annual bonus, share plans or pension schemes or other benefit in kind arrangements.

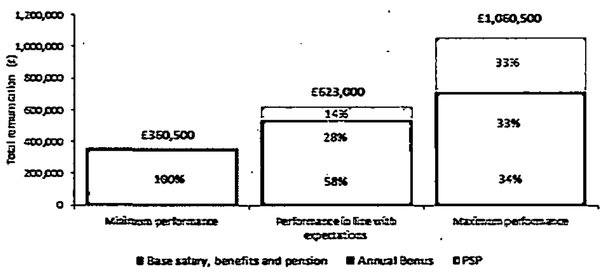
Remuneration Report *(continued)*

DIRECTORS' REMUNERATION POLICY *(continued)*

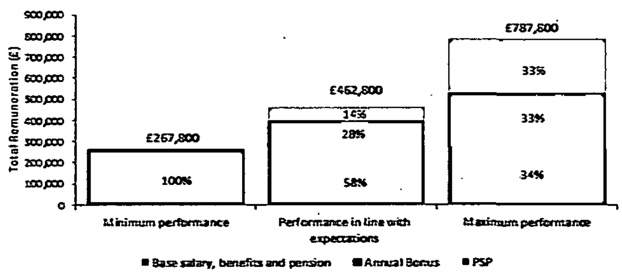
Illustration of application of remuneration policy

The charts below set out for each Executive Director an illustration of the application for 2015 of the remuneration policy set out above. The charts show the split of remuneration between fixed pay (base salary, taxable benefits and pension), annual bonus and PSP on the basis of minimum remuneration, remuneration receivable for performance in line with the Company's expectations and maximum remuneration (not allowing for any share price appreciation).

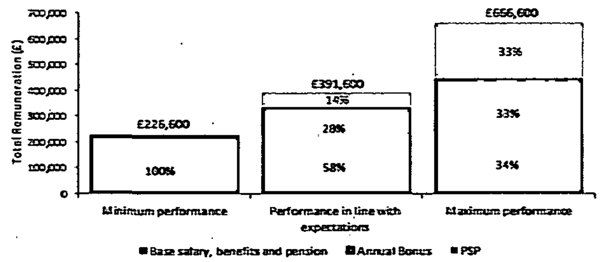
Rod Flavell
Chief Executive Officer



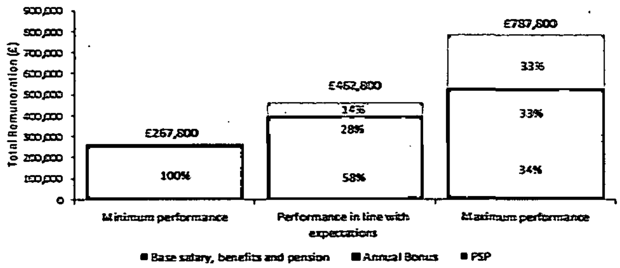
Andy Brown
Group Commercial Director



Mike McLaren
Chief Financial Officer



Sheila Flavell
Chief Operating Officer



In illustrating the potential reward, the following assumptions have been made.

	Fixed pay	Annual bonus	PSP
Minimum performance Performance below plan approved by Board	Fixed elements of remuneration only: • Base salary; • Taxable benefits as disclosed in the single figure table on page 46 for the year ended 31 December 2014; and • Pension assuming an employer contribution of 3% of salary, reflecting the intention to retain this limit for existing Executive Directors.	No bonus.	No PSP vesting.
Performance in line with expectations Performance in line with plan approved by Board		50% of maximum awarded (equivalent to 50% of salary).	25% of usual maximum award vesting (equivalent to 25% of salary).
Maximum performance Plan approved by Board exceeded		100% of maximum awarded (equivalent to 100% of salary).	100% of usual maximum award vesting (equivalent to 100% of salary).

Remuneration Report *(continued)*

DIRECTORS' REMUNERATION POLICY *(continued)*

Policy for the remuneration of employees more generally

The Group aims to provide a remuneration package that is competitive in an employee's country of employment and which is appropriate to promote the long term success of the Group. The Group intends to apply this policy fairly and consistently and does not intend to pay more than is necessary to attract and motivate staff. In respect of Executive Directors, a greater proportion of the remuneration package is "at risk" and determined by reference to performance conditions.

Approach to recruitment remuneration

When hiring a new Executive Director, the Committee will seek to align the remuneration package with the above policy.

When determining appropriate remuneration arrangements, the Committee may include other elements of pay which it considers are appropriate and necessary to recruit and retain the individual. However, this discretion is capped and is subject to the limits referred to below:

- Base salary will be set at a level appropriate to the role and the experience of the Director being appointed. This may include agreement on future increases up to a market rate, in line with increased experience and/or responsibilities, subject to good performance, where it is considered appropriate;
- Benefits will only be provided in line with the above policy;
- Pension contributions may be made above the limit for the existing Executive Directors (3% of salary) up to a maximum of 15%. This flexibility recognises that future Executive Directors will not have the same significant levels of shareholding in the Company as the existing Executive Directors and additional pension benefits may be needed in order to offer a competitive remuneration package;
- The Committee will not offer non-performance related incentive payments (for example a 'guaranteed sign-on bonus' or 'golden hello');
- Other elements may be included in the following circumstances:
  - An interim appointment being made to fill an Executive Director role on a short term basis;
  - If exceptional circumstances require that the Chairman or a Non-Executive Director takes on an executive function on a short term basis;
  - If an Executive Director is recruited at a time in the year when it would be inappropriate to provide a bonus or long term incentive award for that year as there would not be sufficient time to assess performance. Subject to the limit on variable remuneration set out below, the quantum in respect of the months employed during the year may be transferred to the subsequent year so that reward is provided on a fair and appropriate basis; or
  - If the Director will be required to relocate in order to take up the position, it is the Company's policy to allow reasonable relocation, travel and subsistence payments. Any such payments will be at the discretion of the Committee;
- The Committee may also alter the performance measures, performance period and vesting period of the annual bonus or PSP, if the Committee determines that the circumstances of the recruitment merit such alteration. The rationale of any such alterations will be clearly explained in the next Directors' Remuneration Report; and
- The maximum level of variable remuneration which may be granted (excluding buyout awards as referred to below) is 300% of salary, in line with the Policy table set out on pages 38 to 40.

Remuneration Report *(continued)*

DIRECTORS' REMUNERATION POLICY *(continued)*

Approach to recruitment remuneration *(continued)*

The Committee may make payments or awards in respect of hiring an employee to buyout remuneration arrangements forfeited on leaving a previous employer. In doing so, the Committee will take account of relevant factors including any performance conditions attached to the forfeited arrangements and the time over which they would have vested or been paid. The Committee will generally seek to structure buyout awards or payments on a comparable basis to the remuneration arrangements forfeited. Any such payments or awards are excluded from the maximum level of variable remuneration referred to above. Buyout awards will ordinarily be granted on the basis that they are subject to forfeiture or 'clawback' in the event of departure within 12 months of joining the Company, although the Committee will retain discretion not to apply forfeiture or clawback in appropriate circumstances.

Any share awards referred to in this section will be granted as far as possible under the Company's existing share plans. If necessary and subject to the limits referred to above, recruitment awards may be granted outside of these plans.

Where a position is filled internally, any ongoing remuneration obligations or outstanding variable pay elements shall be allowed to continue in accordance with their terms.

Fees payable to a newly appointed Chairman or Non-Executive Director will be in line with the policy in place at the time of appointment.

Letters of appointment for the Directors are available for inspection by shareholders at each AGM and during normal business hours at the Company's registered office.

Service contracts

Each Executive Director has a service contract with the Company which may be terminated by the Company or Director by giving twelve months' notice. This notice period was reviewed and considered appropriate to the Company at the time of Admission. Each Non-Executive Director has a letter of appointment with the Company which may be terminated by the Company or Director by giving three months' notice.

Details of the Directors' service contracts (or letter of appointment in the case of a Non-Executive Director), notice periods and, where applicable, expiry dates, are set out below:

Name	Commencement	Expiry	Notice period
Rod Flavell	20 June 2014	-	12 months
Sheila Flavell	20 June 2014	-	12 months
Mike McLaren	20 June 2014	-	12 months
Andy Brown	20 June 2014	-	12 months
Ivan Martin	20 June 2014	20 June 2015	3 months
Peter Whiting	20 June 2014	20 June 2017	3 months
Jonathan Brooks	20 June 2014	20 June 2017	3 months
Robin Taylor	20 June 2014	20 June 2017	3 months

Payments for loss of office

The principles on which the determination of payments for loss of office will be approached are set out below:

Payment in lieu of notice

Each Executive Director's service contract contains provision for payment in lieu of notice at the discretion of the Company. Such payment would consist of basic salary plus benefits only for the notice period (or the balance of the notice period if relevant) together with any accrued but untaken holiday pay entitlement.

Remuneration Report *(continued)*

DIRECTORS' REMUNERATION POLICY *(continued)*

Annual bonus

This will be at the discretion of the Committee on an individual basis and the decision as to whether or not to award a bonus in full or in part will be dependent on a number of factors, including the circumstances of the individual's departure and their contribution to the business during the bonus period in question. Any bonus amounts paid will be prorated for time in service during the bonus period and will be paid at the usual time (although the Committee retains discretion to pay the bonus earlier in appropriate circumstances).

PSP

The extent to which any unvested award will vest will be determined in accordance with the rules of the PSP. Unvested awards will normally lapse on cessation of employment. However, the Committee may, in its absolute discretion, determine that on cessation of employment an award that has not yet vested will vest at cessation or at the normal vesting date. In either case, the extent of vesting will be determined by the Committee taking into account the extent to which the performance condition is satisfied and, unless the Committee determines otherwise, the period of time elapsed from the date of grant to the date of cessation. Awards may then be exercised during such period as the Committee determines.

If an award has vested prior to an individual's cessation of employment, the Committee may, in its absolute discretion, allow the award to be exercised for such period as the Committee determines.

Other payments

In appropriate circumstances, payments may also be made in respect of outplacement and legal fees. Where a buy-out award is made, the leaver provisions would be determined at the time of the award. The Committee reserves the right to make additional exit payments where such payments are made in good faith in discharge of an existing legal obligation (or by way of damages for breach of such an obligation) or by way of settlement or compromise of any claim arising in connection with the termination of a Director's office or employment.

Existing contractual arrangements

The Committee retains discretion to make any remuneration payment or payment for loss of office outside the policy in this report:

- Where the terms of the payment were agreed before the policy came into effect;
- Where the terms of the payment were agreed at a time when the relevant individual was not a Director of the Company and, in the opinion of the Committee, the payment was not in consideration of the individual becoming a Director of the Company;
- To satisfy contractual commitments; or
- Under legacy remuneration arrangements.

For these purposes, "payments" includes the satisfaction of awards of variable remuneration and, in relation to an award over shares, the terms of the payment are agreed at the time the award is granted.

Statement of consideration of employment conditions elsewhere in the Company

The Committee generally considers pay and employment conditions elsewhere in the Company when considering the Directors' remuneration. When considering base salary increases, the Committee reviews overall levels of base pay increases offered to other employees. Employees are not actively consulted on Directors' remuneration. Employee share ownership is fundamental to the Company's culture and is reflected in the wide participation in our share incentive plans.

Statement of consideration of shareholder views

The Committee is committed to an ongoing dialogue with shareholders and welcomes feedback on Directors' remuneration. At the AGM the Committee intends to consult with shareholders in respect of any significant changes to the Director remuneration arrangements.

Remuneration Report *(continued)*

ANNUAL REPORT ON REMUNERATION

Audited Section

The Audited Section of this report includes the following:

- Single figure table;
- Annual bonus for 2014;
- Long term incentive awards vesting in 2014;
- Total pension entitlements;
- Payments made to former Directors during the year;
- Payments made for loss of office made during the year; and
- Statement of Directors' shareholding and share interests.

Single figure table

The table below details the total remuneration receivable by each Director for the financial years ended 31 December 2013 and 31 December 2014. Where necessary, further explanation of the values provided are included in the notes to the table or the additional information that follows it in relation to the annual bonus and Long Term Incentives vesting in respect of performance in 2014.

		Salary and fees £000	Benefits £000	Annual bonus £000	Long term incentives £000	Pension £000	Other[1] £000	Total remuneration £000
Executive Directors								
Rod Flavell	2014	335.9	19.3	153.0	-	10.0	140.3	658.5
	2013	322.0	18.7	162.9	-	6.0	38.1	547.7
Sheila Flavell	2014	244.3	20.8	111.6	-	-	140.3	517.0
	2013	228.0	18.8	115.3	-	-	38.1	400.2
Mike McLaren	2014	200.6	13.1	92.0	-	6.3	-	312.0
	2013	180.0	13.0	91.1	-	4.6	-	288.7
Andy Brown	2014	244.3	13.2	111.6	-	8.1	140.3	517.5
	2013	228.0	13.1	115.3	-	6.4	38.1	400.9
Non-Executive Directors								
Ivan Martin	2014	108.4	-	-	-	-	-	108.4
	2013	96.0	-	-	-	-	-	96.0
Peter Whiting	2014	23.7	-	-	-	-	-	23.7
	2013	-	-	-	-	-	-	-
Jonathan Brooks	2014	23.7	-	-	-	-	-	23.7
	2013	-	-	-	-	-	-	-
Robin Taylor	2014	21.1	-	-	-	-	-	21.1
	2013	-	-	-	-	-	-	-
John Hartz [2]	2014	-	-	-	-	-	-	-
	2013	-	-	-	-	-	-	-
Richard Swann[2]	2014	-	-	-	-	-	-	-
	2013	-	-	-	-	-	-	-

[1] Comprises equity shares awarded during the period.

[2] John Hartz and Richard Swann received no remuneration paid from the Group, Inflexion Private Equity LLP charged fees of £42,500 in 2014 (2013: £90,300) for their services as Directors.

Remuneration Report *(continued)*

ANNUAL REPORT ON REMUNERATION *(continued)*

Single figure table *(continued)*

The figures in the single figure table on the previous page are derived from the following:

Salary and fees	The total salaries and fees paid in respect of that year. John Hartz and Richard Swann served as Directors until 16 June 2014 and the Company was billed in respect of their fees and expenses by Inflexion Private Equity LLP.
Benefits	Value of benefits received in the year, comprising private medical insurance and car allowance.
Annual bonus	The cash value of the bonuses earned in respect of the financial year, both pre and post Admission. A description of both bonus plans in place during the year is provided below.
Long term incentives ("LTI")	The value of LTI awards that vested in respect of that year (£nil for 2014 and 2013).
Pension	The pension figure represents the cash value of Company pension contributions paid on behalf of the Executive Directors as part of the Company's defined contribution scheme.
Other	The value of the Joint Share Ownership Plan ("JSOP") shares that were transferred on Admission. These shares are valued at a price of £2.87, the offer price at Admission.

During the Admission process, some of the Directors received payment from the selling shareholders for services provided in relation to realising their investment. As these services were not made for the benefit of or paid by the Company, the remuneration is not disclosed in this report, nor is it shown as an expense in the Group's financial statements.

Annual bonus for 2014

The annual bonus for the Executive Directors for 2014 reflects two separate payments, one in relation to the period pre-Admission and one for post-Admission.

	Performance target for the year set at Admission	Actual performance	Post-Admission bonus as a percentage of post-Admission salary	Pre-Admission bonus as percentage of pre-Admission salary
EBITDA	£25.5m	£25.5m	50%	40%
Revenue	£122.0m	£123.3m		

The pre-Admission bonus performance measures were based on delivery of EBITDA targets. The levels of bonus payable for achieving these targets were determined by the previous Board. It is not considered appropriate to disclose these targets in the Annual Report as they are considered to be commercially sensitive.

The post-Admission bonus covers the period between Admission and the year-end. In evaluating performance during this period the new Remuneration Committee, that was formed at the time of the IPO, concluded it was appropriate to include metrics different from those used previously, notably Revenue in addition to EBITDA. The EBITDA and Revenue targets, set at Admission, are shown in the table above. Based on the actual performance achieved the Committee determined that a bonus payment of 50% of salary, prorated for the period post-Admission, be awarded.

Long term incentive awards vesting in 2014

No long term incentives vested during the year.

Total pension entitlements

Executive Directors participate in a defined contribution scheme to which the Company contributes an amount equivalent to 3% of salary.

Remuneration Report *(continued)*

ANNUAL REPORT ON REMUNERATION *(continued)*

Payments made to former Directors during the year

No payments were made in the year to any former Director of the Company.

Payments for loss of office made during the year

No payments for loss of office were made in the year to any Director of the Company.

Statement of Directors' shareholding and share interests

To further increase alignment between executives and shareholders, the Committee has introduced a shareholding guideline of 100% of salary, which applied from the date of Admission. The current Executive Directors have shareholdings significantly in excess of this guideline, reflecting the Company's historic culture of share ownership and entrepreneurialism. Newly appointed Executive Directors will normally be given three years to reach the shareholding guideline, subject to their individual circumstances.

The interests of each Director of the Company as at 31 December 2014 were as follows:

	Ordinary shares as at 31 December 2014 Number	Ordinary shares value as at 31 December 2014 £000[1]	Value (x base salary[2])	Ordinary shares as at 10 March 2015 Number
Executive Directors				
Rod Flavell	8,201,255	28,704	82.0	8,201,255
Sheila Flavell	8,201,254	28,704	110.4	8,201,254
Mike McLaren	499,295	1,748	7.9	499,295
Andy Brown	4,540,801	15,893	61.1	4,540,801
Non-Executive Directors				
Ivan Martin	-	-	-	-
Jonathan Brooks	13,937	49	1.1	13,937
Robin Taylor	5,226	18	0.5	5,226
Peter Whiting	10,453	37	0.8	10,453

[1] Calculated based on the closing share price of £3.50 on 31 December 2014.
[2] Calculated on base salary at 31 December 2014.
Note: No comparative figures are disclosed for the year ending 31 December 2013 as shareholding guidelines did not apply prior to Admission.

There have been no changes in the Directors' holdings in the share capital of the Company between 31 December 2014 and the date the accounts were approved.

There were no outstanding share awards for any of the Directors as of 31 December 2014 nor did any of the Directors hold any share awards (vested or otherwise) during the year under review with the exception of the JSOP awards noted above. Notwithstanding this the Remuneration Committee intends to grant awards under the PSP to Executive Directors following the announcement of results for the financial year ending 31 December 2014. More details about these proposed awards are set out in the "Implementation of the Directors' Remuneration Policy for 2015" section on page 49.

Remuneration Report *(continued)*

ANNUAL REPORT ON REMUNERATION *(continued)*

Implementation of the Directors' Remuneration Policy for 2015

Base salary and fees

The base salaries for the Executive Directors and the fees for the Non-Executive Directors were reviewed in connection with the Admission and the current salaries and fees, which will continue to apply for 2015, are set out below:

	Base annual salary from 20 June 2014
Rod Flavell (Chief Executive Officer)	£350,000
Sheila Flavell (Chief Operating Officer)	£260,000
Mike McLaren (Chief Financial Officer)	£220,000
Andy Brown (Group Commercial Director)	£260,000

	Annual fee from 20 June 2014
Ivan Martin (Chairman)	£120,000
Non-Executive Director	£40,000
Committee Chairman	£5,000

Annual bonus for 2015

In line with the policy set out on pages 38 to 45 the maximum annual bonus opportunity for all Executive Directors for 2015 is 100% of salary. 80% of the bonus opportunity will be dependent on Group pre-tax profit, with the remaining 20% based on Mountie revenue. The Committee considers that the details of these targets are commercially sensitive; however they will be disclosed in next year's report.

Long Term Incentives for 2015

The Long Term Incentive plan was approved by shareholders on 16 June 2014 and the first awards are expected to be granted to Executive Directors in March 2015 in line with the policy set out on pages 38 to 45.

The awards will vest based on compound annual EPS growth in line with the following schedule:

Compound annual growth in EPS[1]	Percentage of the award that will vest
Up to 10% p.a.	25%
Greater than 10% p.a. but less than 17% p.a.	Determined on a straight line basis between 25% and 100%
17% p.a. or greater	100%

[1] Adjusted at the remuneration committee's discretion

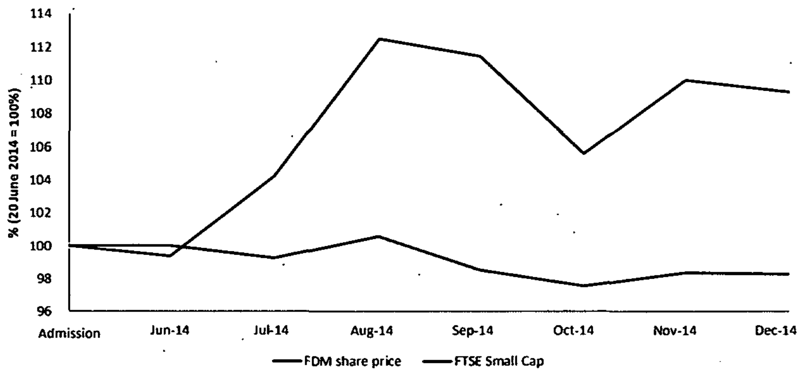
The extent to which the awards vest (other than, in accordance with the requirements of the applicable tax legislation, any approved option granted as part of an "Approved Performance Share Plan award" as referred to in the table on page 39) will be subject to the Committee's assessment of the overall financial performance of the Company during the performance period. Final levels of vesting may be reduced should the Committee feel that these do not reflect the performance of the Company.

Remuneration Report *(continued)*

ANNUAL REPORT ON REMUNERATION *(continued)*

Performance graph and historical Chief Executive remuneration outcomes

The graph below shows the Company's Total Shareholder Return ("TSR") performance since the date of listing compared to the FTSE Small Cap Index which has been chosen as the Company is a member of that index.



The table below details the total remuneration, annual bonus and LTIP vesting (as a percentage of the maximum opportunity) for the Chief Executive for the last 5 years. Note that for 2014 this is the remuneration received for the whole of 2014 and so is not directly comparable to the TSR performance chart above, which is for the period from 20 June 2014.

	2010	2011	2012	2013	2014
Total remuneration (£000)	455.2	639.2	686.2	547.7	658.5
Annual bonus as a % of maximum opportunity	100%	100%	100%	68%	55%

Change in CEO remuneration in relation to the wider workforce

The table below shows the percentage change in salary, benefits and annual bonus for the CEO and the wider workforce between 2013 and 2014. For these purposes, the wider workforce includes all UK employees but excludes employees based overseas, in order to exclude the effects of fluctuating exchange rates.

Percentage change	CEO	Wider workforce
Salary	4.3%	2.9%
Taxable benefits	0%	0%
Annual bonus	8.6%	5.5%

Spend on pay

The following table sets out the percentage change in dividends and the overall expenditure on pay (as a whole across the organisation). As the Company only listed in June 2014, no distributions have yet been made to shareholders.

	Year ended 31 December 2013	Year ended 31 December 2014	Percentage change
Dividends (£000)	19,900	-	(100%)
Overall expenditure on pay (£000)	48,279	58,900	22%

Remuneration Report *(continued)*

ANNUAL REPORT ON REMUNERATION *(continued)*

Advisors

During the financial year, the Committee received independent advice from Deloitte LLP, in relation to the Committee's consideration of matters relating to Directors' Remuneration. Deloitte LLP were appointed following a formal tender process, fees for advice provided to the Remuneration Committee during the year were £7,650. Fees were charged on a time and disbursements basis.

Deloitte LLP is a member of the Remuneration Consultants Group and voluntarily operates under its code of conduct in its dealing with the Remuneration Committee. The Remuneration Committee continued to review the appointment of Deloitte LLP and is satisfied that all advice received was objective and independent.

Approval

This Report was approved by the Board on 10 March 2015 and signed on its behalf by:

PF Whiting

Peter Whiting
Chairman, Remuneration Committee
10 March 2015

Directors' Report

The Directors present the Directors' Report and Consolidated Financial Statements of FDM Group (Holdings) plc (for the year ended 31 December 2014. On 20 June 2014 the Company registered as a public limited company and changed its name from Astra Topco Limited to FDM Group (Holdings) plc.

Principal activities, business review and future developments

The principal activity of the Group is the provision of professional services focusing principally on information technology. The Strategic Report on pages 2 to 20 provides a review of the Group's performance during the financial period as well as its future prospects.

Results and dividends

The Group reported a profit after tax for the year of £13.5 million (2013: £14.7 million). Results for the year are set out in the Consolidated Income Statement on page 61.

It is the Directors' intention to declare an interim dividend of 7.5 pence per ordinary share in respect of the period from Admission on 20 June 2014 to 31 December 2014. The proposed interim dividend is subject to final Board approval at a meeting of the Board to be held on 30 April 2015.

Directors

The Directors of the Company who were in office during the year and up to the date of signing the financial statements unless otherwise stated, were:

Ivan Martin	(Non-Executive Chairman)
Roderick Flavell	(Chief Executive Officer)
Sheila Flavell	(Chief Operating Officer)
Michael McLaren	(Chief Financial Officer)
Andrew Brown	(Group Commercial Director)
John Hartz	(Non-Executive Director) – resigned 16 June 2014
Richard Swann	(Non-Executive Director) – resigned 16 June 2014
Jonathan Brooks	(Non-Executive Director) – appointed 20 June 2014
Peter Whiting	(Non-Executive Director) – appointed 20 June 2014
Robin Taylor	(Non-Executive Director) – appointed 20 June 2014

The biographies of the currently serving Directors are provided on pages 21 and 22 of this report.

Director share interests

Details of the interests of Directors in the shares of the Company are provided on page 48 of this report.

Directors long term inventive schemes

For the purposes of LR 9.8.4C R, details of the Group's long-term incentive schemes are disclosed in the Remuneration Report starting on page 36. All other information required to be disclosed by LR 9.8.4 R is not applicable for the period under review.

Directors' indemnity and liability insurance

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

Risk management objectives and policies

The Group through its operations is exposed to a number of risks. Details of the Group's financial risk management objectives and policies are set out in note 28 to the Consolidated Financial Statements. The principal risks that the Group faces are set out on pages 13 to 15 of the Strategic Report.

Corporate Governance

For details of the Corporate Governance report see pages 23 to 30. The Corporate Social Responsibility report is on pages 18 to 20, and also includes information about the Group's employment policies and greenhouse gas emissions.

Branches outside the UK

The Group continues to operate one branch in France.

Directors' Report *(continued)*

Substantial shareholders

As at 31 December 2014, the Company had been advised, in accordance with the Disclosure and Transparency Rules of the Financial Conduct Authority, of the following notifiable interests (whether directly or indirectly held) in 3% or more of its voting rights:

		As at 31 December 2014		As at 27 February 2015	
Substantial shareholder	Direct/ Indirect Interest	Number of shares	% of issued share capital	Number of shares	% of issued share capital
Threadneedle Investments	Indirect	10,922,745	10.2	10,935,869	10.2
Roderick Flavell	Direct	8,201,255	7.6	8,201,255	7.6
Sheila Flavell	Direct	8,201,254	7.6	8,201,254	7.6
BlackRock Investment Management	Direct	4,762,432	4.4	4,782,786	4.5
Andrew Brown	Direct	4,540,801	4.2	4,540,801	4.2
Majedie Asset Management	Direct	4,442,337	4.1	4,581,178	4.3
AXA Investment Managers	Direct	4,401,339	4.1	4,576,339	4.3
River & Mercantile Asset Management	Direct	4,105,662	3.8	3,965,662	3.7
Standard Life Investments	Direct	3,604,390	3.4	3,604,390	3.4
Artemis Investment Management	Direct	3,598,771	3.4	3,598,771	3.4

Political donations

The Group made no political donations in the year (2013: £nil).

Going concern

The Group's business activities, together with the factors that are likely to affect its future development, performance and position are summarised in the Strategic Report. The principal risks, uncertainties and risk management processes are also described in the Strategic Report.

The Group's continued and forecast global growth, positive operating cash flow and liquidity position, together with its distinctive business model and infrastructure, enables the Group to manage its business risks successfully. The Group's forecasts and projections show that it will continue to operate with adequate cash resources and within the current working capital facilities. The Group passed all bank covenants tested in the year and forecasts that all covenants will be passed for a period of at least twelve months from the date of signing this Annual Report.

The Directors therefore have a reasonable expectation that the Company and the Group will have adequate resources to continue in operational existence for the foreseeable future. Accordingly the Directors continue to adopt the going concern basis for preparing the financial statements.

Greenhouse gas emissions

Details of the Group's compliance with legislation relating to Greenhouse gases are set out on page 20 in the Corporate and Social Responsibility Report.

Employee information

Information on the Group's employee policies is included on page 18 in the Corporate and Social Responsibility Report.

Capital structure

The Group's capital structure is shown in note 23 to the Consolidated Financial Statements.

Related party transactions

The Group's related party transactions are shown in note 27 to the Consolidated Financial Statements.

Past balance sheet events

There have been no significant events to report since the date of the balance sheet.

Auditors

In accordance with Section 487 of the Companies Act 2006, a resolution for the re-appointment of PricewaterhouseCoopers LLP as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

Directors' Report *(continued)*

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and accounts, the Directors' Remuneration 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 Consolidated and parent company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union (EU).

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 Group and the Company and of the profit or loss of the Group 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 IFRSs as adopted by the EU have been followed, subject to any material departures disclosed and explained in the financial statements; 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 the Group and enable them to ensure that the financial statements and the Directors' Remuneration Report comply with the Companies Act 2006 and, as regards the Consolidated Financial Statements, Article 4 of the IAS Regulation. They are also responsible for safeguarding the assets of the Company and the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

The Directors consider that the Annual Report and Accounts, taken as a whole, is fair, balanced and understandable and provides the information necessary for shareholders to assess the Company's performance, business model and strategy.

Each of the Directors, whose names and roles are listed on pages 21 and 22, confirms that, to the best of their knowledge:

- The Consolidated Financial Statements, which have been prepared in accordance with IFRSs as adopted by the EU, give a true and fair view of the assets, liabilities, financial position and profit of the Group;
- The Strategic Report (including the Strategy Review, Our Markets, Principal Risks, the Financial Review and the Corporate and Social Responsibility Report) and the Directors' Report include a fair review of the development and performance of the business and the position of the Group, together with a description of the principal risks and uncertainties that it faces;
- So far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- The Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

The Directors' Report has been approved by the Board of Directors of FDM Group (Holdings) plc (formerly Astra Topco Limited).

Signed on behalf of the Board,

Rod Flavell	**Mike McLaren**
Chief Executive Officer	Chief Financial Officer
10 March 2015	10 March 2015

Independent auditors' report to the members of FDM Group (Holdings) plc

Report on the financial statements

Our opinion

In our opinion:

- FDM Group (Holdings) plc's group financial statements and parent company financial statements (the "financial statements") give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2014 and of the group's profit and the group's and the parent company's cash flows for the year then ended;
- the group financial statements have been properly prepared in accordance with International Financial Reporting Standards ("IFRSs") as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006 and, as regards the group financial statements, Article 4 of the IAS Regulation.

What we have audited

FDM Group (Holdings) plc's financial statements comprise:

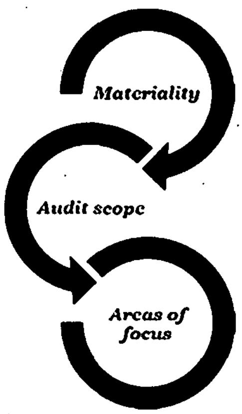
- the consolidated and parent company statement of financial position as at 31 December 2014;
- the consolidated income statement and statement of comprehensive income for the year then ended;
- the consolidated and parent company statements of cash flows for the year then ended;
- the consolidated and parent company statement of changes in equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

Certain required disclosures have been presented elsewhere in the Annual Report and Accounts (the "Annual Report"), rather than in the notes to the financial statements. These are cross-referenced from the financial statements and are identified as audited.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and IFRSs as adopted by the European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

Our audit approach

Overview



- Overall group materiality: £1.2m which represents 5% of profit before tax, adjusted for exceptional items.

- We performed full scope audits of the UK and US trading reporting units
- We audited the revenue, trade and other receivables and cash and cash equivalent balances of the Germany and Switzerland trading reporting units
- We also performed full scope audits of the centralised functions in the UK, comprising the parent and intermediate holding companies

- Revenue recognition
- Allocation of Initial Public Offering (IPO) transaction costs
- Presentation and disclosure of the financial statements

The scope of our audit and our areas of focus

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)").

We designed our audit by determining materiality and assessing the risks of material misstatement in the financial statements. In particular, we looked at where the directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain. As in all of our audits, we also addressed the risk of management override of internal controls, including evaluating whether there was evidence of bias by the directors that represented a risk of material misstatement due to fraud.

Independent auditors' report to the members of FDM Group (Holdings) plc *(continued)*

Report on the financial statements (continued)

The risks of material misstatement that had the greatest effect on our audit, including the allocation of our resources and effort, are identified as "areas of focus" in the table below. We have also set out how we tailored our audit to address these specific areas in order to provide an opinion on the financial statements as a whole, and any comments we make on the results of our procedures should be read in this context. This is not a complete list of all risks identified by our audit.

Area of focus	How our audit addressed the area of focus
Revenue recognition	
Refer to note 3.3 (b) to the Consolidated Financial Statements for the directors' disclosures of the related accounting policies, judgements and estimates, and page 33 ('Significant financial reporting items') within the Audit Committee Report. At the year-end, revenue is accrued for work performed that has not yet been invoiced. Within this estimate, revenue is recognised for contracts either where services have been provided but customer purchase orders have not yet been finalised, or where consultants' timesheets have not yet been approved by the customer or received by the Group. There is some judgement in the recognition of this revenue, in order to estimate the amount of work performed by consultants before receipt of approved timesheets, which could lead to an under or overstatement of revenue and profit, whether intentionally or in error.	We gained an understanding from management of the key assumptions underpinning the year end sales adjustments and compared these assumptions with the prior year. Based upon a sample of timesheets received post year end we evaluated management's estimate, which we found to be appropriate. We substantively tested the year end adjustments by comparing to customer-approved timesheets received subsequent to the year end, in order to identify any inappropriate recognition of revenue, noting no material exceptions in our testing. We inspected the largest framework contracts with customers and concluded that revenue was being recognised in line with agreed terms. We also considered the disclosures made in note 3.3 (b) to the financial statements and determined that they are consistent with the requirements of accounting standards.
Allocation of Initial Public Offering (IPO) transaction costs	
Refer to the Annual Report on Remuneration (page 47) for the directors' disclosures regarding the costs paid by the selling shareholders, and page 33 ('Significant financial reporting items') within the Audit Committee Report. The parent company incurred £4.9m of costs in completing the IPO in June 2014. The costs incurred were allocated between the parent company and the selling shareholders. The amount of cost incurred by the parent company is judgemental and was the result of negotiations between the parties which could have led to erroneous or intentional misstatement.	We obtained supporting documentation for the IPO transaction costs, such as contracts and invoices, to check these have been appropriately recorded in the financial statements, noting no material exceptions in our testing. We examined the contracts and minutes of meetings where the allocation of the costs was agreed between the parent company and the selling shareholders. We challenged management as to the nature of the services paid for by the selling shareholders to check these were not provided to the parent company, and therefore should not be recognised as an expense of the parent company. We determined that the services paid for by the selling shareholders related solely to the realisation of their investment and did not provide a material benefit to the parent company. Having tested the appropriateness of the split in expenditure, we then checked the amounts in the financial statements were appropriately included and disclosed. We checked the direct costs of issuing the new shares (allocated against share premium) to supporting documentation and were satisfied that the appropriate accounting treatment and disclosures were applied.

Independent auditors' report to the members of FDM Group (Holdings) plc *(continued)*

Report on the financial statements *(continued)*

Area of focus	How our audit addressed the area of focus
Presentation and disclosure of the financial statements *Refer to the Corporate Governance Report (page 29) for the directors' disclosures of the related controls and processes, and page 33 ('Significant financial reporting items') within the Audit Committee Report.* Management has prepared financial statements as a premium listed Group for the first time this year, which brings with it more stringent disclosure requirements under a variety of complex frameworks, such as the Listing Rules and the Disclosure and Transparency Rules of the Financial Conduct Authority, including the UK Corporate Governance Code.	We obtained an understanding of the processes and controls management implemented in advance of the year end and discussed the requirements for the financial statements early in our audit process. We gained an understanding of management's execution strategy, which included input from a number of external advisors. These processes reduced the risk around omitted, incorrect or incomplete disclosures. We obtained an early draft of the financial statements and checked that they complied with the required frameworks, such as the Listing Rules and the Disclosure and Transparency Rules of the Financial Conduct Authority, including the UK Corporate Governance Code. The Group provided final draft financial statements on a timely basis, having performed their internal review procedures. We performed our review processes to check the presentation of the financial statements was accurate, appropriate and complete.

How we tailored the audit scope

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the geographic structure of the group, the accounting processes and controls, and the industry in which the Group operates.

The Group is structured by division, with significant reporting units in the UK and US, and further smaller reporting units in locations across Europe, Asia and South Africa. The Group financial statements are a consolidation of 14 reporting units, comprising the Group's operating businesses and centralised functions.

The accounting and financial management for all reporting units is controlled from the UK, so we as the Group engagement team have performed all audit work. To support our work on the US reporting unit, we visited the Group's offices in New York.

We determined the type of work that needed to be performed at the reporting units to be able to conclude that sufficient appropriate audit evidence had been obtained as a basis for our opinion on the Group financial statements as a whole. Accordingly, we determined that audits of the complete financial information were required for four reporting units, comprising the UK and US trading reporting units and the parent and intermediate holding companies. We discussed our audit scope with Management and the Audit Committee, and agreed with them a greater level of coverage over revenue balances in some of the overseas territories. We therefore expanded our audit scope to include revenue, trade and other receivables and cash and cash equivalents in the next two largest reporting units, being Germany and Switzerland.

As a result audit procedures were conducted on reporting units representing 97% of the Group's profit before tax adjusted for exceptional items and 89% of revenue, with a further 7% coverage of revenue obtained through our work on Germany and Switzerland.

Independent auditors' report to the members of FDM Group (Holdings) plc *(continued)*

Report on the financial statements *(continued)*

Materiality

The scope of our audit was influenced by our application of materiality. We set certain quantitative thresholds for materiality. These, together with qualitative considerations, helped us to determine the scope of our audit and the nature, timing and extent of our audit procedures and to evaluate the effect of misstatements, both individually and on the financial statements as a whole.

Based on our professional judgement, we determined materiality for the financial statements as a whole as follows:

Overall group materiality	£1.2m (2013: £1.15m).
How we determined it	5% of profit before tax, adjusted for exceptional items.
Rationale for benchmark applied	For the year ended 31 December 2014, we believed that profit before tax, adjusted for exceptional items provided us with the most appropriate basis for determining materiality by eliminating the disproportionate impact of exceptional items. For the year ended 31 December 2013, we used a benchmark of earnings before interest, tax, depreciation and amortisation, adjusted for exceptional items, as we believed this was the key financial performance indicator of the Group prior to listing. Our materiality was based on 5% of this benchmark.

We agreed with the Audit Committee that we would report to them misstatements identified during our audit above £60,000 (2013: £50,000) as well as misstatements below that amount that, in our view, warranted reporting for qualitative reasons.

Going concern

Under the Listing Rules we are required to review the directors' statement, set out on page 53 , in relation to going concern. We have nothing to report having performed our review.

As noted in the directors' statement, the directors have concluded that it is appropriate to prepare the financial statements using the going concern basis of accounting. The going concern basis presumes that the group and parent company have adequate resources to remain in operation, and that the directors intend them to do so, for at least one year from the date the financial statements were signed. As part of our audit we have concluded that the directors' use of the going concern basis is appropriate.

However, because not all future events or conditions can be predicted, these statements are not a guarantee as to the group's and parent company's ability to continue as a going concern.

Other required reporting

Consistency of other information

Companies Act 2006 opinions

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; and
- the information given in the Corporate Governance Statement set out on pages 23 to 30 with respect to internal control and risk management systems and about share capital structures is consistent with the financial statements.

Independent auditors' report to the members of FDM Group (Holdings) plc *(continued)*

Other required reporting *(continued)*

ISAs (UK & Ireland) reporting

Under ISAs (UK & Ireland) we are required to report to you if, in our opinion:	
• Information in the Annual Report is: - materially inconsistent with the information in the audited financial statements; or - apparently materially incorrect based on, or materially inconsistent with, our knowledge of the group and parent company acquired in the course of performing our audit; or - otherwise misleading.	We have no exceptions to report arising from this responsibility.
• the statement given by the directors on page 54, in accordance with provision C.1.1 of the UK Corporate Governance Code ("the Code"), that they consider the Annual Report taken as a whole to be fair, balanced and understandable and provides the information necessary for members to assess the group's and parent company's performance, business model and strategy is materially inconsistent with our knowledge of the group and parent company acquired in the course of performing our audit.	We have no exceptions to report arising from this responsibility.
• the section of the Annual Report on page 33, as required by provision C.3.8 of the Code, describing the work of the Audit Committee does not appropriately address matters communicated by us to the Audit Committee.	We have no exceptions to report arising from this responsibility.

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements and the part of the Directors' Remuneration Report to be audited are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Directors' remuneration report - Companies Act 2006 opinion

In our opinion, the part of the Directors' Remuneration Report to be audited has been properly prepared in accordance with the Companies Act 2006.

Other Companies Act 2006 reporting

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.

Corporate governance statement

Under the Companies Act 2006 we are required to report to you if, in our opinion, a corporate governance statement has not been prepared by the parent company. We have no exceptions to report arising from this responsibility.

Under the Listing Rules we are required to review the part of the Corporate Governance Statement relating to the parent company's compliance with nine provisions of the UK Corporate Governance Code. We have nothing to report having performed our review.

Independent auditors' report to the members of FDM Group (Holdings) plc *(continued)*

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 54, 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 ISAs (UK & 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.

What an audit of financial statements involves

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 group's and the parent 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.

Alan Kinnear (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
10 March 2015

Consolidated Income Statement
for the year ended 31 December 2014

	Note	2014 £000	2013 £000
Revenue	6	**123,257**	105,620
Cost of sales		**(74,859)**	(64,027)
Gross profit		**48,398**	41,593
Administrative expenses		**(23,530)**	(18,975)
Exceptional administrative expenses	10	**(5,412)**	(1,763)
Total administrative expenses		**(28,942)**	(20,738)
Operating profit	7	**19,456**	20,855
Financial income	11	**4**	1
Financial expense	11	**(490)**	(964)
Net finance expense		**(486)**	(963)
Analysis of profit before income tax			
Operating profit before exceptional Items		**24,868**	22,618
Exceptional items		**(5,412)**	(1,763)
Net finance expense		**(486)**	(963)
Profit before income tax		**18,970**	19,892
Taxation	12	**(5,473)**	(5,162)
Profit for the year		**13,497**	14,730

Earnings per ordinary share

		2014 pence	2013 pence
Basic and diluted	13	**12.7**	14.1

The results for the year shown above arise from continuing operations.

The notes on pages 66 to 88 are an integral part of these Consolidated Financial Statements.

Consolidated Statement of Comprehensive Income
for the year ended 31 December 2014

	2014 £000	2013 £000
Profit for the financial year	**13,497**	14,730
Items that may be subsequently reclassified to profit or loss		
Exchange differences on retranslation of foreign operations (excluding tax)	**124**	21
Tax on items that may be subsequently reclassified to profit or loss	**(27)**	(4)
Total other comprehensive income	**97**	17
Total comprehensive income recognised for the year	**13,594**	14,747

The notes on pages 66 to 88 are an integral part of these Consolidated Financial Statements.

Consolidated Statement of Financial Position
as at 31 December 2014

	Note	2014 £000	2013 (Restated)[1] £000
Non-current assets			
Property, plant and equipment	14	**2,522**	2,504
Intangible assets	15	**19,429**	19,399
		21,951	21,903
Current assets			
Trade and other receivables	17	**25,072**	21,028
Cash and cash equivalents	18	**12,287**	6,010
		37,359	27,038
Total assets		**59,310**	48,941
Current liabilities			
Trade and other payables	19	**14,013**	11,136
Current income tax liabilities		**2,515**	2,174
		16,528	13,310
Non-current liabilities			
Borrowings	20	-	15,000
Deferred income tax liabilities	21	**259**	25
		259	15,025
Total liabilities		**16,787**	28,335
Net assets		**42,523**	20,606
Equity attributable to owners of the parent			
Share capital	23	**1,127**	1,018
Share premium		**8,364**	543
Treasury shares		**-**	(22)
Translation reserve		**143**	46
Retained earnings		**32,889**	19,021
Total equity		**42,523**	20,606

[1] See note 3.

The notes on pages 66 to 88 are an integral part of these Consolidated Financial Statements.

These financial statements were approved by the Board of Directors on 10 March 2015 and were signed on its behalf by:

Rod Flavell
Chief Executive Officer

Mike McLaren
Chief Financial Officer

Consolidated Statement of Cash Flows
for year ended 31 December 2014

	Note	2014 £000	2013 (Restated)[1] £000
Cash flows from operating activities			
Group profit before tax for the year		**18,970**	19,892
Adjustments for:			
Depreciation and amortisation	7	**643**	497
Finance income	11	**(4)**	(1)
Finance expense	11	**490**	964
Share based payment cost	26	**421**	114
Loss on disposal of non-current assets		**-**	17
(Increase)/ decrease in trade and other receivables		**(4,044)**	26
Increase/ (decrease) in trade and other payables		**2,852**	(30)
Cash flows generated from operations		**19,328**	21,479
Interest received		**4**	1
Income tax paid		**(4,898)**	(5,090)
Net cash generated from operating activities		**14,434**	16,390
Cash flows from investing activities			
Acquisition of property, plant and equipment		**(601)**	(2,003)
Acquisition of intangible assets		**(70)**	(68)
Net cash used in investing activities		**(671)**	(2,071)
Cash flows from financing activities			
Proceeds from issuance of ordinary shares		**7,902**	-
Drawdown of borrowings		**-**	20,000
Repayment of borrowings	22	**(15,000)**	(9,808)
Finance costs paid		**(466)**	(798)
Dividends paid	24	**-**	(19,920)
Net cash used in financing activities		**(7,564)**	(10,526)
Net increase in cash and cash equivalents		**6,199**	3,793
Exchange gains/ (losses) on cash and cash equivalents		**78**	(2)
Cash and cash equivalents at beginning of year	18	**6,010**	2,219
Cash and cash equivalents at end of year		**12,287**	6,010

[1] See note 3

The notes on pages 66 to 88 are an integral part of these Consolidated Financial Statements.

Consolidated Statement of Changes in Equity
for year ended 31 December 2014

	Share capital £000	Share premium £000	Treasury shares £000	Other capital reserves £000	Translation Reserve £000	Retained earnings £000	Total equity £000
Balance at 1 January 2014	1,018	543	(22)	-	46	19,021	20,606
Profit for the year	-	-	-	-	-	13,497	13,497
Other comprehensive income for the year	-	-	-	-	97	-	97
Total comprehensive income for the year	-	-	-	-	97	13,497	13,594
Share based payments (note 26)	-	-	-	421	-	-	421
Transfer to retained earnings	-	-	-	(421)	-	421	-
Sale of treasury shares	-	-	22	-	-	(22)	-
Bonus issue of shares	81	(53)	-	-	-	(28)	-
Proceeds from shares issued	28	7,972	-	-	-	-	8,000
Costs of shares issued	-	(98)	-	-	-	-	(98)
Balance at 31 December 2014	**1,127**	**8,364**	**-**	**-**	**143**	**32,889**	**42,523**

	Share capital £000	Share premium (Restated)[1] £000	Treasury shares £000	Other capital reserves £000	Translation reserve £000	Retained earnings (Restated)[1] £000	Total equity £000
Balance at 1 January 2013	1,018	543	(75)	318	29	23,832	25,665
Profit for the year	-	-	-	-	-	14,730	14,730
Other comprehensive income for the year	-	-	-	-	17	-	17
Total comprehensive income for the year	-	-	-	-	17	14,730	14,747
Share based payments (note 26)	-	-	-	114	-	-	114
Transfer to retained earnings	-	-	-	(432)	-	432	-
Purchase of treasury shares	-	-	(428)	-	-	-	(428)
Issue of treasury shares	-	-	481	-	-	(53)	428
Dividends paid (note 24)	-	-	-	-	-	(19,920)	(19,920)
Balance at 31 December 2013	1,018	543	(22)	-	46	19,021	20,606

[1] See note 3.

The notes on pages 66 to 88 are an integral part of these Consolidated Financial Statements.

Notes to the Consolidated Financial Statements

1 General information

The Group is an international professional services provider focusing principally on Information Technology, specialising in the recruitment, training and deployment of its own permanent IT consultants.

The Company is a public limited company incorporated and domiciled in the UK with a Premium Listing on the London Stock Exchange. The Company was admitted to the London Stock Exchange on 20 June 2014. The Company's registered office is 3rd Floor, The Cottons Centre, Cottons Lane, London, SE1 2QG and its registered number is 07078823.

The Consolidated Financial Statements consolidate those of the Company and its subsidiaries. Subsidiaries and their countries of incorporation are presented in note 3 to the Parent Company Financial Statements.

The Consolidated Financial Statements present the results for the year ended 31 December 2014. The Consolidated Financial Statements were approved by Rod Flavell and Mike McLaren on behalf of the Board of Directors on 10 March 2015.

2 Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are summarised in the Strategic Report. The principal risks and uncertainties and risk management processes are also described in the Strategic Report.

The Group's continued and forecast global growth, positive operating cash flow and liquidity position, together with its distinctive business model and infrastructure, enables the Group to manage its business risks. The Group's forecasts and projections show that it will continue to operate with adequate cash resources and within the current working capital facilities. The Group passed all bank covenants tested in the year and forecasts that all covenants will be passed for a period of at least twelve months from the date of signing this annual report.

The Directors therefore have a reasonable expectation that the Company and the Group will have adequate resources to continue in operational existence for the foreseeable future. Accordingly the Directors continue to adopt the going concern basis for preparing the financial statements.

3 Accounting policies

3.1 Basis of preparation

The Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union, IFRS Interpretations Committee (IFRS IC) interpretations and the Companies Act 2006 as applicable to companies reporting under IFRSs.

The Consolidated Financial Statements have been prepared on a historical cost basis. The Consolidated Financial Statements are presented in Pounds Sterling and all values are rounded to the nearest thousand (£000), except where otherwise indicated.

The Group's accounting policies have been applied consistently.

3.2 Basis of consolidation

The Consolidated Financial Statements comprise the financial statements of the Group and its subsidiaries as at 31 December 2014.

Subsidiaries

Subsidiaries are consolidated from the date of their acquisition, being the date on which the Group obtains control, and continue to be consolidated until the date when such control ceases. The financial statements of the subsidiaries are prepared for the same reporting period as the parent company, using consistent accounting policies. All intra-group balances, transactions, unrealised gains and losses resulting from intra-group transactions and dividends are eliminated in full.

Details of the subsidiaries owned by the Group are presented in note 3 to the Parent Company Financial Statements. There are no minority interests in the subsidiaries of the Company.

Notes to the Consolidated Financial Statements *(continued)*

3.3 Summary of significant accounting policies

a) Business combinations and goodwill

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis, either at fair value or at the non-controlling interest's proportionate share of the recognised amounts of acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in profit or loss.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the income statement.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to the Group's cash-generating unit that is expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to that unit.

Where goodwill forms part of a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain and loss on disposal of the operation. Goodwill disposed of in this circumstance is measured based on the relative values of the operation disposed of and the portion of the cash-generating unit retained.

b) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and excluding sales taxes.

Rendering of services

Revenue from the provision of IT consultants to third party customers is recognised as follows:

- The revenue is recognised in the period in which the IT consultants perform the work at the contracted rates for each IT consultant. Revenue is based on timesheets from its IT consultants which are authorised by the Group's customers detailing the hours and service provided;
- Revenue in respect of non-receipted timesheets is accrued at the estimated contract value.

c) Foreign currency translation

The individual financial statements of each Group entity are presented in the currency of the primary economic environment in which the company operates (its functional currency). For the purpose of the Consolidated Financial Statements, the results and financial position of each entity are expressed in Pounds Sterling (£), which is the functional currency of the parent company and the presentation currency for the Consolidated Financial Statements.

In preparing the financial statements of the individual entities, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rate prevailing at the time of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at the end of the reporting period.

Notes to the Consolidated Financial Statements *(continued)*

3.3 Summary of significant accounting policies *(continued)*

c) Foreign currency translation *(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. Non-monetary items measured at fair value in a foreign currency are translated using exchange rates at the date when the fair value was determined.

For the purpose of presenting Consolidated Financial Statements, the assets and liabilities of the Group's foreign operations are expressed in the Group's presentational currency using exchange rates prevailing at the end of the reporting period. Income and expense related items are translated at the average exchange rates for the period. Exchange differences arising are classified as other comprehensive income and transferred to the Group's translation reserve.

d) Taxes

Current income tax

Current income tax assets and liabilities for the current period are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in the income statement. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided in full, using the liability method, on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: goodwill not deductible for tax purposes, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

e) Property, plant and equipment

Property, plant and equipment are stated at cost net of accumulated depreciation. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is charged to the income statement on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follows:

Motor Vehicles	4 years
Plant and Equipment	4 years
Fixtures and Fittings	4 years
Leasehold Improvements	Length of lease

The assets' residual values, useful lives and methods of depreciation are reviewed each financial year end and adjusted if appropriate.

f) Leases

Operating leases

Operating lease payments are recognised in the income statement on a straight-line basis over the term of the lease. Lease incentives received are recognised in the income statement as part of the total lease expense.

Notes to the Consolidated Financial Statements *(continued)*

3.3 Summary of significant accounting policies *(continued)*

g) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The costs of intangible assets acquired in a business combination are their fair values as at the date of acquisition.

Software and software licences

The Group holds acquired software and software licences as intangible assets. Acquired software and software licences are capitalised on the basis of cost and amortised over the estimated useful lives of the software which is estimated to be four years or the licence term if shorter. The estimated useful life and amortisation method are reviewed at the end of each annual reporting period and adjusted if appropriate.

Goodwill

Following initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purposes of impairment testing, goodwill is allocated to the Group's cash-generating units.

Goodwill is reviewed annually or when there is an indication of impairment. Impairment of goodwill is determined by assessing the recoverable amount of the cash-generating unit to which the goodwill relates. Where the recoverable amount of the cash-generating unit is less than the carrying value of the cash-generating unit to which the goodwill has been allocated, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

h) Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost less provision for impairment. A provision for impairment of trade receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganisation, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the income statement within administrative expenses. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the income statement.

i) Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash at banks and on hand and short-term deposits with a maturity of three months or less.

j) Financial liabilities

Initial recognition and measurement

Financial liabilities are recognised initially at fair value and subsequently held at amortised cost. The Group's financial liabilities include trade and other payables, working capital facilities and bank loans.

Loans and financial liabilities

Borrowing costs paid on the establishment of credit facilities are recognised as an expense in the income statement over the expected usage period of the facility.

k) Pensions and other post-employment benefits

The Group operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Group in an independently administered fund. The amount charged to the income statement represents the contributions payable to the scheme in respect of the accounting period.

l) Exceptional items

Exceptional items are disclosed and described separately in the financial statements where it is necessary to do so to provide a better understanding of the financial performance of the Group. They are items of expense or income that are material or one-off in nature and are shown separately due to the significance of their nature or amount.

Notes to the Consolidated Financial Statements *(continued)*

3.3 Summary of significant accounting policies *(continued)*

m) Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Equity instruments that are reacquired (treasury shares) are recognised at cost, including any directly attributable incremental costs (net of income taxes), and deducted from equity attributable to the Company's equity holders until the shares are cancelled or reissued. No gain or loss is recognised on the income statement on the purchase, sale, issue or cancellation of the Group's own equity instruments. Any difference between the carrying amount and consideration (net of any directly attributable incremental transaction costs and the related income tax effects), if reissued, is recognised in Share premium. Treasury shares relate to those shares held by the Employee Benefit Trust and are consolidated in the results of the Group. The Company is the sponsoring entity of the Employee Benefit Trust.

Other capital reserves represent the cost of equity on settled share based payments until such share options are exercised or lapse.

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

n) Share based payments

Employees (including senior executives) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments (equity settled transactions).

Equity-settled transactions

The cost of equity-settled transactions is recognised, together with a corresponding increase in other capital reserves in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The income statement expense or credit for a period represents the movement in cumulative expense recognised as at the beginning and end of that period and is recognised in employee benefits expense. The equity settled transactions are fair valued at the grant date and the expense recognised over the duration of the vesting period.

No expense is recognised for awards that do not ultimately vest, except for equity-settled transactions for which vesting is conditional upon a market or non-vesting condition. These are treated as vesting irrespective of whether or not the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled transaction award are modified, the minimum expense recognised is the expense as if the terms had not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification.

When an equity-settled award is cancelled, it is treated as if it vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the entity or the employee are not met. However, if a new award is substituted for the cancelled award, and designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The share transactions of the Employee Benefit Trust are consolidated in the results of the Group.

o) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting to the Board of Directors. The Executive Directors have been identified as the chief operating decision maker.

p) Dividends

Dividends are recognised as a liability in the year in which they are fully authorised, or in the case of interim dividends when paid.

Notes to the Consolidated Financial Statements *(continued)*

3.3 Summary of significant accounting policies *(continued)*

q) Restatement of previously reported figures

The retained earnings and share premium accounts as at 31 December 2013 have been restated to adjust for a reclassification in the accounting for disposals of Treasury shares in previous years amounting to £175,000.

In addition, minor reclassifications have been made within the Consolidated Statement of Cash Flows for the year ended 31 December 2013. These reclassifications have no impact on the reported net cash generated from operating activities, net cash used in investing activities, net cash used in financing activities or the net increase in cash and cash equivalents for the year.

These adjustments are individually and in aggregate immaterial to the financial statements. The adjustments were made during the preparation of the historical financial information for the Group's IPO and therefore are reflected in these financial statements.

4 Significant accounting estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset and liability affected in future periods. The following are considered to be the Group's significant areas of judgement:

Impairment of goodwill

For impairment testing of goodwill the weighted average cost of capital (WACC) is calculated to reflect a required rate of return. The WACC is used to discount the estimated future cash flows of the Group to arrive at a value in use, which is compared to the carrying value of the goodwill and other net assets of the respective cash generating unit at the balance sheet date. If the value in use is greater than the carrying value of goodwill and other net assets at the balance sheet date, there is no impairment.

Deferred tax

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies

5 New standards and interpretations

The IASB and IFRS IC have issued the following standards and interpretations which were effective during the year and were adopted by the Group in preparing the financial statements. The adoption of these standards and interpretations has not had a material impact on the Group's financial statements in the year:

Effective in 2014	Effective for accounting periods beginning on or after	Endorsed by the EU
New standards		
IFRS 10, 'Consolidated financial statements'	1 January 2014	Yes
IFRS 12, 'Disclosures of interests in other entities'	1 January 2014	Yes
IAS 27, (revised 2011) 'Separate financial statements'	1 January 2014	Yes
Amendments		
Amendments to IFRS 10,11 and 12 on transition guidance	1 January 2014	Yes
Amendments to IFRS 10, 12 and IAS 27 on consolidation for investment entities	1 January 2014	Yes
Amendments to IAS 32 on Financial instruments asset and liability offsetting	1 January 2014	Yes
Amendment to IAS 36, 'Impairment of assets' on recoverable amount disclosures	1 January 2014	Yes
Amendment to IAS 39, 'Financial instruments: Recognition and measurement', on novation of derivatives and hedge accounting	1 January 2014	Yes

Notes to the Consolidated Financial Statements *(continued)*

5 New standards and interpretations *(continued)*

Effective in 2014 *(continued)*	Effective for accounting periods beginning on or after	Endorsed by the EU
New IFRICs		
IFRIC, 'Levies'	1 January 2014	No

The IASB and IFRS IC have issued the following standards and interpretations with an effective date of implementation for accounting periods beginning after the date on which the Group's financial statements for the current year commenced. The Directors do not anticipate that the adoption of these standards and interpretations will have a material impact on the Group's financial statements in the period of initial application:

Effective after 31 December 2014	Effective for accounting periods beginning on or after	Endorsed by the EU
New standards		
IFRS 9, 'Financial instruments'	1 January 2018	No
IFRS 15 'Revenue from contracts with customers'	1 January 2017	No
Amendments		
Amendment to IAS 19, 'Employee benefits', on defined benefit plans	1 July 2015	Yes
Amendment to IAS 16 'Property Plant and Equipment' and IAS 38, 'Intangible assets' regarding depreciation and amortisation	1 January 2016	No
Amendment to IFRS 11,'Joint arrangements' on acquisition of an interest in a joint operation'	1 January 2016	No
Amendment to IAS 16, 'Property, plant and equipment' and IAS 38,'Intangible assets', on depreciation and amortisation	1 January 2016	No
Amendments to IFRS 10, 'Consolidated financial statements' and IAS 28,'Investments in associates and joint ventures' on sale or contribution of assets	1 January 2016	No
Amendments to IAS 1, 'Presentation of financial statements' disclosure initiative	1 January 2016	No
Amendment to IFRS 9,'Financial instruments', on general hedge accounting (effective date 1 Jan 2018)	1 January 2018	No
Annual improvements 2012	1 July 2014	No
Annual improvements 2013	1 July 2014	No
Annual improvements 2014	1 July 2016	No

Notes to the Consolidated Financial Statements *(continued)*

6 Segmental reporting

Management has determined the operating segments based on the operating reports reviewed by the Board of Directors that are used to assess both performance and strategic decisions. Management has identified that the Executive Directors are the chief operating decision maker in accordance with the requirements of IFRS 8 'Operating segments'.

At 31 December 2014, the Board of Directors consider that the Group is organised on a worldwide basis into four core geographical operating segments:

(1) UK and Ireland;
(2) North America;
(3) Rest of Europe, Middle East and Africa, excluding UK and Ireland ("EMEA"); and
(4) Asia Pacific ("APAC")

Each geographical segment is engaged in providing services within a particular economic environment and is subject to risks and returns that are different from those of segments operating in other economic environments.

Sales between segments are carried out at arm's length. All segment revenue, profit before taxation, assets and liabilities are attributable to the principal activity of the Group being an international IT services provider.

For the year ended 31 December 2014

	UK and Ireland £000	North America £000	EMEA £000	APAC £000	Total £000
Revenue	90,313	22,122	8,909	1,913	123,257
Depreciation and amortisation	(456)	(165)	(20)	(2)	(643)
Operating profit before exceptional items	**18,089**	**5,490**	**1,032**	**257**	**24,868**
Exceptional expenses	(5,339)	(73)	-	-	(5,412)
Segment operating profit	**12,750**	**5,417**	**1,032**	**257**	**19,456**
Finance income	4	-	-	-	4
Finance costs	(473)	(5)	(11)	(1)	(490)
Profit before tax	**12,281**	**5,412**	**1,021**	**256**	**18,970**
Total assets	**47,101**	**7,546**	**3,676**	**987**	**59,310**
Total liabilities	**11,551**	**3,435**	**1,357**	**444**	**16,787**

Notes to the Consolidated Financial Statements *(continued)*

6 Segmental reporting *(continued)*

For the year ended 31 December 2013

	UK and Ireland £000	North America £000	EMEA £000	APAC £000	Total £000
Revenue	77,323	14,822	12,171	1,304	105,620
Depreciation and amortisation	(335)	(136)	(24)	(2)	(497)
Operating profit before exceptional items	**17,390**	**3,459**	**1,687**	**82**	**22,618**
Exceptional expenses	(1,720)	(43)	-	-	(1,763)
Segment operating profit	**15,670**	**3,416**	**1,687**	**82**	**20,855**
Finance income	1	-	-	-	1
Finance costs	(964)	-	-	-	(964)
Profit before tax	**14,707**	**3,416**	**1,687**	**82**	**19,892**
Total assets	**40,042**	**4,380**	**3,926**	**593**	**48,941**
Total liabilities	**24,409**	**2,350**	**1,373**	**203**	**28,335**

Information about major customers

Revenue from each customer that represents 10% or more of the Group's revenues is attributable to all four operating segments and is presented as follows:

	2014 £000	2013 £000
Customer A	30,252	24,871
Customer B	7,035	10,568

7 Operating profit

Operating profit for the year has been arrived at after (crediting)/ charging:

	2014 £000	2013 £000
Hire of property – operating leases	**2,048**	1,957
Net foreign exchange differences	**(46)**	96
Depreciation and amortisation	**643**	497
Loss on disposal of fixed assets	-	9

Notes to the Consolidated Financial Statements *(continued)*

7 Operating profit *(continued)*

Auditors' remuneration

During the year the Group (including its overseas subsidiaries) obtained the following services from the Company's auditor:

	2014 £000	2013 £000
Fees payable to Company's auditor for the audit of parent company and Consolidated Financial Statements	65	44
Fees payable to Company's auditor for other services:		
- The audit of the Company's subsidiaries	100	28
- Fees in relation to Admission process	725	-
	890	72

8 Staff numbers and costs

The monthly average number of persons employed by the Group (including Executive Directors) during the year, analysed by category, was as follows:

	2014 Number	2013 Number
IT Consultants	1,390	1,122
Sales	71	63
Administration	196	166
	1,657	1,351

The aggregate payroll costs of these persons were as follows:

	2014 £000	2013 £000
Wages and salaries	52,358	43,242
Social security costs	5,517	4,738
Pension costs	604	185
Share based payments	421	114
	58,900	48,279

Retirement benefits

The Group operates a number of defined contribution pension plans. The pension charge for the year represents contributions payable by the Group to the scheme. There were no outstanding or prepaid contributions at the end of the financial years 2014 and 2013.

Notes to the Consolidated Financial Statements *(continued)*

9 Directors' remuneration

Details of the Directors' (key management personnel) remuneration in respect of the year ended 31 December 2014 is set out below:

	2014 £000	2013 £000
Short term employee benefits	**1,780**	1,693
Post-employment benefits	**24**	17
Share based payments	**421**	114
	2,225	1,824

For further information on Directors' remuneration, see the Remuneration Report on pages 36 to 51.

10 Exceptional items

During 2014, the Group incurred £5,412,000 of exceptional expenses. These comprised £4,887,000 in respect of the Company's Admission to the London Stock Exchange, and exceptional staff costs, including share based payments relating to a scheme that existed prior to Admission of £525,000.

During 2013, the Group incurred £1,763,000 of exceptional expenses. These comprised exceptional property costs upon relocation of the London office and dilapidation provisions for operating leases expiring in 2014 of £1,295,000, exceptional staff costs of £362,000 and exceptional investment costs of £106,000.

11 Financial income and expense

	2014 £000	2013 £000
Bank interest	**4**	1
Financial income	**4**	1

	2014 £000	2013 £000
Interest payable on working capital facility	**(51)**	(63)
Interest payable on revolving credit facility	**(351)**	(227)
Finance fees and charges	**(88)**	(674)
Financial expense	**(490)**	(964)

12 Taxation

The major components of income tax expense for the years ended 31 December 2014 and 2013 are:

	2014 £000	2013 £000
Current income tax:		
Current income tax charge	**5,540**	5,017
Adjustments in respect of prior periods	**(301)**	-
Deferred tax:		
Relating to origination and reversal of temporary differences	**67**	70
Adjustments in respect of prior periods	**167**	75
Total tax expense reported in the income statement	**5,473**	5,162

Notes to the Consolidated Financial Statements *(continued)*

12 Taxation *(continued)*

The standard rate of Corporation Tax in the UK changed from 24% to 23% with effect from 1 April 2013, and to 21% with effect from 1 April 2014. Accordingly, the company's profits for the respective accounting periods are taxed at an effective rate of 21.5% (2013: 23.25%).

Reconciliation of effective tax

	2014	2013
	£000	£000
Profit before income tax	**18,970**	19,892
Profit multiplied by UK standard rate of corporation tax of 21.5% (2013: 23.25%)	**4,079**	4,625
Effect of different tax rates on overseas earnings	**644**	333
Adjustments in respect of prior periods	**(135)**	75
Expenses not deductible for tax purposes	**885**	129
Total tax charge	**5,473**	5,162

Factors affecting future tax charges

Deferred tax assets and liabilities are measured at the rate that is expected to apply to the period when the asset is realised or the liability is settled, based on the rates that have been enacted or substantively enacted at the reporting date. Therefore, at each year end, deferred tax assets and liabilities have been calculated based on the rates that have been substantively enacted by the reporting date.

The main UK corporation tax rate will further reduce to 20% from 1 April 2015. Therefore, at 31 December 2014 and 31 December 2013, deferred tax assets and liabilities have been calculated based on a rate of 20% where the temporary difference is expected to reverse after 1 April 2015. These reductions may also reduce the Group's future current tax charges accordingly.

13 Earnings per ordinary share

Basic earnings per share is calculated by dividing the profit attributable to ordinary equity holders of the parent company by the weighted average number of ordinary shares in issue during the year. The 2013 average number of shares in issue reflects the impact of the share reorganisation prior to Admission. For detail of the change in the number of shares, please refer to note 23. There is no difference between basic and diluted earnings per share for the year as there are no dilutive shares.

		2014	2013
Profit for the year	£000	**13,497**	14,730
Average number of ordinary shares in issue	Number	**106,219,238**	104,730,049
Earnings per share (ordinary shares)	Pence	**12.7**	14.1

Basic earnings per share (before exceptional items) is calculated by dividing the profit attributable to ordinary equity holders of the parent company, excluding exceptional items, by the weighted average number of ordinary shares in issue during the year.

Notes to the Consolidated Financial Statements *(continued)*

13 Earnings per ordinary share *(continued)*

Earnings per share before Exceptional Items		2014	2013
Profit for the year	£000	**13,497**	14,730
Exceptional Items (net of tax)	£000	**5,137**	1,353
Profit for the year before Exceptional Items	£000	**18,634**	16,083
Weighted average number of ordinary shares in issue	Number	**106,219,238**	104,730,049
Earnings per share before Exceptional Items (ordinary shares)	Pence	**17.5**	15.4

14 Property, plant and equipment

2014	Leasehold Improvement £000	Motor Vehicles £000	Fixtures & Fittings £000	Plant & Equipment £000	Total £000
Cost					
At 1 January 2014	2,171	23	479	1,284	3,957
Additions	202	-	155	244	601
Disposals	(28)	-	-	(121)	(149)
Effect of movements in foreign exchange	16	-	8	7	31
At 31 December 2014	2,361	23	642	1,414	4,440
Accumulated depreciation					
At 1 January 2014	427	21	224	781	1,453
Depreciation charge for the year	222	2	125	254	603
Disposals	(28)	-	-	(121)	(149)
Effect of movements in foreign exchange	2	-	6	3	11
At 31 December 2014	623	23	355	917	1,918
Net book value at 31 December 2014	**1,738**	**-**	**287**	**497**	**2,522**

2013	Leasehold Improvement £000	Motor Vehicles £000	Fixtures & Fittings £000	Plant & Equipment £000	Total £000
Cost					
At 1 January 2013	952	23	483	975	2,433
Additions	1,519	-	164	320	2,003
Disposals	(296)	-	(163)	(6)	(465)
Effect of movements in foreign exchange	(4)	-	(5)	(5)	(14)
At 31 December 2013	2,171	23	479	1,284	3,957
Accumulated depreciation					
At 1 January 2013	556	17	287	582	1,442
Depreciation charge for the year	169	4	86	207	466
Disposals	(296)	-	(146)	(6)	(448)
Effect of movements in foreign exchange	(2)	-	(3)	(2)	(7)
At 31 December 2013	427	21	224	781	1,453
Net book value at 31 December 2013	**1,744**	**2**	**255**	**503**	**2,504**

Notes to the Consolidated Financial Statements *(continued)*

15 Intangible assets

2014	Software & Software Licences £000	Goodwill £000	Total £000
Cost			
At 1 January 2014	347	19,322	19,669
Additions	70	-	70
Effect of movements in foreign exchange	2	-	2
At 31 December 2014	419	19,322	19,741
Accumulated amortisation			
At 1 January 2014	270	-	270
Amortisation for the year	40	-	40
Effect of movements in foreign exchange	2	-	2
At 31 December 2014	312	-	312
Net book value at 31 December 2014	**107**	**19,322**	**19,429**

2013	Software & Software Licences £000	Goodwill £000	Total £000
Cost			
At 1 January 2013	405	19,322	19,727
Additions	68	-	68
Disposals	(127)	-	(127)
Effect of movements in foreign exchange	1	-	1
At 31 December 2013	347	19,322	19,669
Accumulated amortisation			
At 1 January 2013	366	-	366
Amortisation for the year	31	-	31
Disposals	(127)	-	(127)
At 31 December 2013	270	-	270
Net book value at 31 December 2013	**77**	**19,322**	**19,399**

The amortisation charge is recognised in administrative expenses in the income statement. The amortisation period of the software and software licences is 4 years. Goodwill is not amortised but is subject to an annual impairment test.

The goodwill has been allocated to cash generating units ("CGUs") summarised as follows:

	UK and Ireland £000	North America £000	EMEA £000	APAC £000	Total £000
Cost and net book value					
At 31 December 2014 and 2013	14,843	3,082	1,397	-	19,322

Notes to the Consolidated Financial Statements *(continued)*

16 Impairment testing of goodwill

An overview of impairment reviews performed by CGUs is set out below. The recoverable amount of each CGU has been determined on value in use calculations using cash flow projections from financial budgets approved by the Board covering a two year period from the date of the relevant impairment review. The key assumptions in the projections were, for all CGUs, as follows:

- Revenue and gross margin were based on expected levels of activity under existing major contractual arrangements together with growth based upon medium term historical growth rates and having regard to expected economic and market conditions for other customers.
- Administrative expenses were forecast to move in line with expected levels of activity in the CGU.
- The growth rate used to extrapolate the cash flows beyond the two year forecast period was 2.0% up to a period of fifteen years in total.

The pre-tax discount rates used in the calculations were as follows:

	2014	2013
	%	%
UK and Ireland	11.81	12.92
EMEA	10.39	12.25
North America	13.58	16.76

As a result of the review the Directors did not identify any impairment for the goodwill in each CGU. In considering sensitivities, no reasonable change in any of the above key assumptions would cause the recoverable amount to fall below the carrying value of the CGUs.

17 Trade and other receivables

	2014	2013
	£000	£000
Trade receivables	**21,654**	17,087
Other receivables	**191**	235
Prepayments and accrued income	**3,227**	3,706
	25,072	21,028

The trade receivables as at 31 December are aged as follows:

	2014	2013
	£000	£000
Not overdue	**14,795**	8,695
Not more than three months past due	**6,461**	8,086
More than three months but not more than six months past due	**388**	235
More than six months but not more than one year past due	**87**	137
Provision for impairment	**(77)**	(66)
	21,654	17,087

The provision for impairment covers debt which is more than six months but not more than one year past due. All other trade receivables are fully performing.

Notes to the Consolidated Financial Statements *(continued)*

17 Trade and other receivables *(continued)*

The movement in the provision for impairment is as below:

	2014 £000	2013 £000
At 1 January	**66**	133
Charge for the year	**11**	-
Unused amounts reversed	**-**	(67)
Utilised in the year	**-**	-
At 31 December	**77**	66

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

	2014 £000	2013 £000
Pounds sterling	**14,915**	12,668
Euro	**1,329**	793
Swiss Franc	**678**	915
US Dollar	**3,722**	2,301
Canadian Dollar	**447**	189
Hong Kong Dollar	**212**	130
Singapore Dollar	**156**	91
South African Rand	**183**	-
Chinese Renminbi	**8**	-
Swedish Krona	**4**	-
	21,654	17,087

18 Cash and cash equivalents

	2014 £000	2013 £000
Cash at bank and in hand	**12,287**	6,010

Cash and cash equivalents denominated in currencies other than Pounds Sterling comprise £4,362,000 (2013: £2,997,000), denominated in Euro, Swiss Franc, Hong Kong Dollar, Singapore Dollar, US Dollar, Canadian Dollar, South African Rand, Swedish Krona and Chinese Renminbi.

The Group currently holds facilities in the form of an Import Line facility of US $322,600 and a Class Guarantee facility of €33,000.

The Group has issued guarantees in favour of Rptre Sarl for €31,548, Commerzbank for CHF150,000, CRP/Capstone 14W Property Owner LLC totalling US $242,399 and Roza 14W LLC for a leasehold property in the USA for US $25,973.

The credit quality of financial assets can be assessed by reference to external credit ratings issued by credit ratings agencies registered in the European Union. Cash at bank is held with banks with the following ratings:

Cash at bank by credit rating	2014 £000	2013 £000
AA	**11,467**	5,467
A	**820**	543
	12,287	6,010

Notes to the Consolidated Financial Statements *(continued)*

19 Trade and other payables

	2014	2013
	£000	£000
Trade payables	**2,730**	1,850
Other payables	**881**	864
Other taxes and social security	**4,504**	3,640
Accruals and deferred income	**5,898**	4,782
	14,013	11,136

Trade and other payables denominated in currencies other than Pounds Sterling comprise £2,305,000 (2013: £873,000), denominated in Euros, Swiss Francs, Hong Kong Dollars, Singapore Dollars, US Dollars, Canadian Dollars, South African Rand, Swedish Krone and Chinese Renminbi.

20 Borrowings

	Current	***Non-current***	*Current*	*Non-current*
	2014	**2014**	2013	2013
	£000	**£000**	£000	£000
Secured - at amortised cost				
Revolving credit facility (i)	-	-	-	15,000
Working capital facility (ii)	-	-	-	-
	-	-	-	15,000

(i) Revolving credit facility

The Group has a £20,000,000 Revolving Credit Facility ("RCF") with HSBC Bank plc, expiring on 14 August 2018. The facility is available to be repaid and redrawn at the discretion of the Group.

The RCF is secured by way of a debenture on the assets of the Company, Astra 5.0 Limited, FDM Group Limited and FDM Group Inc. The interest rate on the RCF is fixed at 2.75% over LIBOR per annum. There is a charge of 1.0% per annum on non-utilised funds.

(ii) Working capital facility

At 31 December 2014 the Group had a working capital facility of £10,000,000 provided by HSBC. The facility expired in February 2015 at the end of the facility term.

21 Deferred income tax liabilities

Group deferred tax liabilities are attributable to the following:

	2014	2013
	£000	£000
Non-current:		
Non-current temporary differences	**(259)**	(25)
Deferred tax liability	**(259)**	(25)

Notes to the Consolidated Financial Statements *(continued)*

21 Deferred income tax liabilities *(continued)*

Movement in deferred tax during 2014:	1 January 2014 £000	Recognised in income statement £000	Recognised in equity £000	31 December 2014 £000
Property, plant and equipment	(25)	(234)	-	**(259)**
	(25)	(234)	-	**(259)**

Movement in deferred tax during 2013:	1 January 2013 £000	Recognised in income statement £000	Recognised in equity £000	31 December 2013 £000
Property, plant and equipment	45	(70)	-	(25)
Share based payments	75	(75)	-	-
	120	(145)	-	(25)

22 Analysis of net cash/ (debt) (non-GAAP measure)

Analysis of net cash/ (debt)	2014 £000	2013 £000
Revolving credit facility	-	(15,000)
Total debt	-	(15,000)
Add cash and cash equivalents	**12,287**	6,010
Net cash/ (debt)	**12,287**	(8,990)

Net debt is defined as borrowings less net cash and cash equivalents. The Group had undrawn borrowings at 31 December 2014 of £30,000,000 (2013: £15,000,000).

Movement of net cash/ (debt)	2014 £000	2013 £000
Net debt at beginning of year	**(8,990)**	(2,589)
Net increase in cash and cash equivalents	**6,199**	3,791
Drawdown of borrowings	-	(20,000)
Repayment of borrowings	**15,000**	9,808
Exchange gains	**78**	-
Total net cash/ (debt)	**12,287**	(8,990)

Notes to the Consolidated Financial Statements *(continued)*

23 Share capital

Authorised, called up, allotted and fully paid share capital

	2014 Number of shares	2014 £000	2013 Number of shares	2013 £000
Ordinary shares of £0.01 each	**107,517,506**	**1,075**	-	-
Deferred shares of £0.01 each	**5,200,392**	**52**	-	-
A ordinary shares	-	-	61,500,000	615
B ordinary shares	-	-	36,454,805	365
C ordinary shares	-	-	2,045,195	20
D shares	-	-	1,839,520	18
Consolidated Exit shares	-	-	8,090,921	-
	112,717,898	**1,127**	109,930,441	1,018

On 20 June 2014 a reorganisation of the Company's share capital took place. The reorganisation involved the following steps being taken in respect of the share capital of the Company:

i) Certain of the distributable profits of the Company and an amount standing to the credit of the Company's share premium account were capitalised in order to pay up in full 809,084,009,079 new Exit shares (the "New Exit shares") on a 99,999:1 basis to the holders of the existing Exit shares;

ii) The 809,084,009,079 New Exit shares and the 8,090,921 existing Exit shares were consolidated into 8,090,921 Exit shares of £0.01 each (the "Consolidated Exit shares");

iii) A number of shares were reclassified as deferred shares of £0.01 each, having the rights set out in the articles of association of the Company; and

iv) The remaining A ordinary shares, B ordinary shares, C ordinary shares, D shares and Consolidated Exit shares were reclassified into ordinary shares of £0.01 each having the rights set out in the articles of association of the Company.

Immediately following the reorganisation the Company issued 2,787,457 new ordinary shares to investors as part of its initial public offering and admission to the Premium Listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities. Directly attributable expenses of £98,000 were incurred; these costs have been deducted from the proceeds of shares issued which have been recognised in share premium.

All ordinary shares rank equally for all dividends and distributions that may be declared on such shares. At general meetings of the Company, each shareholder who is present (in person, by proxy or by representative) is entitled to one vote on a show of hands and, on a poll, to one vote per share.

The deferred shares are not entitled to any dividend or distribution and the holders have no right to attend, speak or vote at any general meeting of the Company by virtue of their holdings of any deferred shares. The holder of each deferred share has the right to receive, after the holders of all other shares in the capital of the Company (other than the deferred shares) then in issue have received £10,000,000 in respect of each such share held by them. It is proposed that the deferred shares will be cancelled at the AGM held on 30 April 2015.

Notes to the Consolidated Financial Statements *(continued)*

24 Dividends

	2014 £000	2013 £000
Dividends paid		
Paid to shareholders	-	19,920
	-	19,920

The Group did not pay a dividend during the year. It is the Directors' intention to declare an interim dividend of 7.5 pence per ordinary share in respect of the period from Admission on 20 June 2014 to 31 December 2014. The proposed interim dividend is subject to final Board approval at a meeting of the Board to be held on 30 April 2015. During the year ended 31 December 2013 the Company paid dividends of £19,920,000 (£0.20 per share).

Dividends paid per share	2014 £000	2013 £000
A ordinary shares; £nil per share (2013:£0.20)	-	12,300
B ordinary shares; £nil per share (2013:£0.20)	-	7,211
C ordinary shares; £nil per share(2013: £0.20)	-	409
D shares; £nil per share (2013: £0.00)	-	-
Exit shares; £nil per share (2013: £0.00)	-	-
	-	19,920

25 Operating leases

The Group has entered into commercial leases on certain properties. Future minimum payments under non-cancellable operating leases are as follows:

	2014 £000	2013 £000
Less than one year	**1,366**	927
Between one and five years	**6,292**	5,788
More than five years	**5,023**	6,393
	12,681	13,108

There are no contingent rents, purchase options, escalation clauses or significant restrictions on any of the Group's operating leases.

Notes to the Consolidated Financial Statements *(continued)*

26 Share based payments

	2014	2013
	£000	£000
Expenses arising from equity settled share based payment transaction (i)	**421**	-
Expenses arising from equity settled share based payment transaction (ii)	**-**	114
	421	114

i) 2014 share based payments

On 20 June 2014 the FDM Employee Benefit Trust transferred ownership of 146,520 B shares to three Directors of the Company for £nil consideration. The share based payment arises as a result of the exercise price being at a lower price than the fair value share price at the transfer date, being the date when the shares were valued. The fair value of the shares at the time of the transfer has been calculated using the share price on Admission of £2.87.

ii) 2013 share based payments

On 12 August 2013 the FDM Employee Benefit Trust transferred ownership of the 952,862 B shares to three Directors of the Company. The share based payment arises as a result of the exercise price being at a lower price than the fair value share price at the transfer date, being the date when the shares were valued. The incremental fair value, being the difference between the modified equity instrument and the original equity instrument, has been recognised at the transfer date.

The fair value was assessed using the Black Scholes model. The following table lists the inputs to the model used to fair value the shares issued for employee services received during the year:

	B shares 2013
Volatility	35%
Expected life (years)	0 years
Share price	£ 0.98
Exercise price	£ 0.86
Risk free rate	2.9%
Dividend yield	0%

The expected life of the B shares for the 2013 share based payment is based upon the transfer date being 12 August 2013. The expected volatility reflects the assumption that the historical volatility is indicative of future trends. The shares have been accounted for as equity settled share based payment transactions.

27 Related parties

During the year the company paid rental of £33,000 (2013: £nil) to Sheila Flavell, Chief Operating Officer, for rent of an apartment used for short term employee accommodation. The rent payable was at market rate, no balances were outstanding at year end (2013: £nil).

Inflexion Private Equity partners, who owned 61.5% of the voting rights of the company until Admission invoiced fees to the value of £43,000 (2013: £90,000) for director's fees and expenses, no balances were outstanding at year end (2013: £nil).

Notes to the Consolidated Financial Statements *(continued)*

28 Financial risk management

The Group manages its capital to ensure the Company and all its subsidiaries will be able to continue as a going concern whilst maximising the return to shareholders.

The use of financial instruments is managed under policies and procedures approved by the Board. These are designed to reduce the financial risks faced by the Group and Company, which primarily relate to credit, interest, liquidity, capital management and foreign currency risks, which arise in the normal course of the Group's business.

There are no adjustments between the amounts presented in the Statement of Financial Position and the fair values of the assets and liabilities.

Credit risk

Credit risk is managed on a Group basis and arises from cash and cash equivalents and trade receivables. The Group provides credit to customers in the normal course of business and the amount that appears in the Statement of Financial Position is net of an allowance of £77,000 (2013: £66,000) for specific doubtful receivables.

All material trade receivable balances relate to sales transactions with the Group's blue-chip customer base. At the reporting date, there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset.

Credit risk is managed through agreed procedures which include managing and analysing the credit risk for new customers and managing existing customers.

Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt facility which has an interest rate of 2.75% above LIBOR. At the year end the Group had no borrowings therefore is has limited exposure to interest rates risk.

The Group manages its interest rate risk through regular reviews of its exposure to changes in interest rates. In 2014 the Group generated cash to repay its revolving credit facility and, should the facility be subsequently redrawn, the Group will consider its exposure to increases in UK interest rates.

Liquidity risk

The Group manages liquidity risk by maintaining adequate cash reserves and continuously monitoring forecast and actual cash flows and where appropriate matches the maturity of financial assets and liabilities.

The Group has no borrowings from third parties at the year end and therefore liquidity risk is not considered a significant risk at this time.

Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor market, creditor, customer and employee confidence and to sustain future investment and development of the business. The capital structure of the Group consists of equity attributable to the equity holders of the Group comprising of issued share capital, other reserves and retained earnings.

On 20 June 2014 a reorganisation of the Company's share capital took place. The reorganisation involved consolidating the previous share structure into one class of ordinary share. A number of shares were deferred to facilitate this reorganisation and will be cancelled at the AGM on 30 April 2015.

The Board monitors the capital structure on a regular basis and determines the level of annual dividend. The Group is not exposed to any externally imposed capital requirements.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in a different currency from the Group's functional currency) and the Group's net investments in foreign subsidiaries.

The currencies giving rise to this risk are primarily US Dollar, Canadian Dollar, Swiss Franc and Euro. The Group has both cash inflows and outflows in these currencies that create a natural hedge. The Group has not entered into hedging contracts for cash positions denominated in foreign currencies.

Notes to the Consolidated Financial Statements *(continued)*

28 Financial risk Management *(continued)*

Fair values

There is no significant difference between the carrying amounts shown in the Consolidated Statement of Financial Position and the fair values of the Group and Company's financial instruments. For current trade and other receivables/ payables with a remaining life of less than one year, the amortised cost is deemed to reflect the fair value.

Parent Company Statement of Financial Position
as at 31 December 2014

	Note	2014 £000	2013 £000
Non-current assets			
Investments	3	-	-
Current assets			
Trade and other receivables	4	4,351	1,181
Cash and cash equivalents	5	5	5
Total current assets		4,356	1,186
Total assets		4,356	1,186
Current liabilities			
Trade and other payables	6	103	-
Total liabilities		103	-
Net assets		4,253	1,186
Equity attributable to equity holders of the parent			
Share capital	7	1,127	1,018
Share premium		7,874	53
Retained earnings		(4,748)	115
Total equity		4,253	1,186

The Parent Company made a loss for the year of £4,835,000 (2013: profit of £20,300,000).

The notes on pages 92 to 95 are an integral part of the Parent Company Financial Statements.

These financial statements were approved by the Board of Directors on 10 March 2015 and were signed on its behalf by:

Rod Flavell
(Chief Executive Officer)

Mike McLaren
(Chief Financial Officer)

Parent Company Statement of Cash Flows
for year ended 31 December 2014

	Note	2014 £000	2013 £000
Cash flows from operating activities			
Company (loss)/ profit before tax for the year		**(4,835)**	20,300
Adjustments for:			
Dividends received		**-**	(20,300)
Increase in trade and other receivables		**(3,170)**	(280)
Increase/ (decrease) in trade and other payables		**103**	(19)
Cash flows generated from operations		**(7,902)**	(299)
Interest received		**-**	-
Income tax paid		**-**	-
Net cash flow used in operating activities		**(7,902)**	(299)
Cash flows from investing activities			
Dividends received	10	**-**	20,220
Proceeds from issuance of ordinary shares		**7,902**	-
Net cash generated from investing activities		**7,902**	20,220
Cash flows from financing activities			
Dividends paid	10	**-**	(19,920)
Net cash used in financing activities		**-**	(19,920)
Net increase in cash and cash equivalents		**-**	1
Cash and cash equivalents at 1 January		**5**	4
Cash and cash equivalents at end of year	5	**5**	5

The notes on pages 92 to 95 are an integral part of these Parent Company Financial Statements.

Parent Company Statement of Changes in Equity
for year ended 31 December 2014

	Share capital £000	Share premium £000	Retained earnings £000	Total equity £000
Balance at 1 January 2014	1,018	53	115	1,186
Loss for the year	-	-	(4,835)	(4,835)
Total comprehensive income for the year	-	-	(4,835)	(4,835)
Bonus issue	81	(53)	(28)	-
Proceeds from shares issued	28	7,972	-	8,000
Costs of shares issued	-	(98)	-	(98)
Balance at 31 December 2014	**1,127**	**7,874**	**(4,748)**	**4,253**

	Share capital £000	Share premium £000	Retained earnings £000	Total equity £000
Balance at 1 January 2013	1,018	53	(185)	886
Profit for the year	-	-	20,300	20,300
Total comprehensive income for the year	-	-	20,300	20,300
Dividends paid	-	-	(20,000)	(20,000)
Balance at 31 December 2013	1,018	53	115	1,186

The notes on pages 92 to 95 are an integral part of the Parent Company Financial Statements.

Notes to the Parent Company Financial Statements

1 Going concern

The Directors have a reasonable expectation that with the continued support of other Group companies, the Company will have adequate resources to continue in operational existence as a holding company for the foreseeable future. Accordingly the Directors continue to adopt the going concern basis for preparing the financial statements.

2 Accounting policies

The Company financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB) as adopted by the European Union and in accordance with the Companies Act 2006 as they apply to the financial statements of the Company for the year ended 31 December 2014 and in accordance with IFRIC interpretations.

The Company has taken the exemption under section 408 of the Companies Act 2006 not to present the parent company income statement. The loss for the year was £4,835,000 (2013: profit of £20,300,000).

The financial information has been prepared on a historical cost basis.

The accounting policies of the Company are the same as those of the Group. These are set out in note 3 in the *Notes to the Consolidated Financial Statements*, except that the Company has no policy in respect of consolidation. Investments are carried at historical cost.

3 Investments

	2014	2013
	£000	£000
At 1 January and 31 December	-	-

The Company holds the following investments:

Company	**Country of Incorporation**	**Class of share held**	**Direct/ Indirect**	**Ownership**
Astra 5.0 Limited	Great Britain	Ordinary	Direct	100%
FDM Group Limited	Great Britain	Ordinary	Indirect	100%
FDM Astra Ireland Limited	Ireland	Ordinary	Indirect	100%
FDM Group Inc.	USA	Ordinary	Indirect	100%
FDM Group Canada Inc.	Canada	Ordinary	Indirect	100%
FDM Group NV	Belgium	Ordinary	Indirect	100%
FDM Group GmbH	Germany	Ordinary	Indirect	100%
FDM Switzerland GmbH	Switzerland	Ordinary	Indirect	100%
FDM Group SA	Luxembourg	Ordinary	Indirect	100%
FDM South Africa (PTY) Limited	South Africa	Ordinary	Indirect	100%
FDM Singapore Consulting PTE Limited	Singapore	Ordinary	Indirect	100%
FDM Technology (Shanghai) Co. Limited	China	Ordinary	Indirect	100%
FDM Group HK Limited	Hong Kong	Ordinary	Indirect	100%

The total cost of investments is £2 (2013: £2).

Astra 5.0 Limited acts as an intermediate holdings company and provides HR services to the Group. The remaining subsidiaries carry out the principal activity of the Group.

Notes to the Parent Company Financial Statements *(continued)*

4 Trade and other receivables

	2014	2013
	£000	£000
Amounts owed by subsidiary undertakings	**4,345**	1,181
Prepayments and accrued income	**6**	-
	4,351	1,181

All trade and other receivables are receivable in Pounds Sterling and are fully performing. Amounts owed by subsidiary undertakings are unsecured, non-interest bearing and repayable on demand.

5 Cash and cash equivalents

	2014	2013
	£000	£000
Cash at bank and in hand	**5**	5

The Company's cash is held with a financial institution with a credit rating of AA at the date of signing the financial statements.

6 Trade and other payables

	2014	2013
	£000	£000
Accruals and deferred Income	**103**	-

7 Share capital

Authorised, called up, allotted and fully paid share capital

	2014 Number of shares	**2014 £000**	2013 Number of shares	2013 £000
Ordinary shares of £0.01 each	**107,517,506**	**1,075**	-	-
Deferred shares	**5,200,392**	**52**	-	-
A ordinary shares	-	-	61,500,000	615
B ordinary shares	-	-	36,454,805	365
C ordinary shares	-	-	2,045,195	20
D shares	-	-	1,839,520	18
Consolidated Exit shares	-	-	8,090,921	-
At 31 December	**112,717,898**	**1,127**	109,930,441	1,018

On 20 June 2014 a reorganisation of the Company's share capital took place. The reorganisation involved the following steps being taken in respect of the share capital of the Company:

i) Certain of the distributable profits of the Company and an amount standing to the credit of the Company's share premium account were capitalised in order to pay up in full 809,084,009,079 new Exit shares (the "New Exit shares") on a 99,999:1 basis to the holders of the existing Exit shares;

ii) The 809,084,009,079 New Exit shares and the 8,090,921 existing Exit shares were consolidated into 8,090,921 Exit shares of £0.01 each (the "Consolidated Exit shares");

iii) A number of shares were reclassified as deferred shares of £0.01 each, having the rights set out in the articles of association of the Company; and

Notes to the Parent Company Financial Statements *(continued)*

7 Share capital *(continued)*

iv) The remaining A ordinary shares, B ordinary shares, C ordinary shares, D shares and Consolidated Exit shares were reclassified into ordinary shares of £0.01 each having the rights set out in the articles of association of the Company.

Immediately following the reorganisation the Company issued 2,787,457 new ordinary shares to investors as part of its initial public offering and admission to the Premium Listing segment of the Official List of the UK Listing Authority and to trading on the London Stock Exchange's main market for listed securities. Directly attributable expenses of £98,000 were incurred, these costs have been deducted from the proceeds of shares issued which have been recognised in share premium.

All ordinary shares rank equally for all dividends and distributions that may be declared on such shares. At general meetings of the Company, each shareholder who is present (in person, by proxy or by representative) is entitled to one vote on a show of hands and, on a poll, to one vote per share.

The deferred shares are not entitled to any dividend or distribution and the holders have no right to attend, speak or vote at any general meeting of the Company by virtue of their holdings of any deferred shares. The holder of each deferred share has the right to receive, after the holders of all other shares in the capital of the Company (other than the deferred shares) then in issue have received £10,000,000 in respect of each such share held by them. It is proposed that the deferred shares will be cancelled at the AGM held on 30 April 2015.

8 Related parties

The Company holds inter-company balances with its subsidiary undertaking, as detailed in note 3. The transactions that have taken place are in relation to inter-company loan repayments/ additions for the following subsidiary:

	2014 **£000**	2013 £000
Astra 5.0 Limited	**4,345**	1,181

9 Financial risk management

The financial risks and uncertainties the Company faces are the same as those of the Group. These are set out on pages 87 to 88.

10 Dividends

	2014 **£000**	2013 £000
Dividends received		
Received from subsidiaries	-	20,300
Dividends paid		
Paid to shareholders	-	19,920

Notes to the Parent Company Financial Statements *(continued)*

10 Dividends *(continued)*

The Company did not pay a dividend during the year. It is the Directors' intention to declare an interim dividend of 7.5 pence per ordinary share in respect of the period from Admission on 20 June 2014 to 31 December 2014 (2013: dividend of 20 pence per share for the year). The proposed interim dividend is subject to final Board approval at a meeting of the Board to be held on 30 April 2015. The Company is due to receive a dividend of £20,000,000 from subsidiary Astra 5.0 Limited, which will create distributable reserves for the dividend payment. During the year ended 31 December 2013 the Company paid dividends of £20,000,000 (£0.20 per share).

Dividends per share	**2014** **£000**	2013 £000
Ordinary Dividends		
A ordinary shares; £nil per share (2013:£0.20)	-	12,300
B ordinary shares; £nil per share (2013:£0.20)	-	7,211
C ordinary shares; £nil per share(2013: £0.20)	-	409
D shares; £nil per share (2013: £0.00)	-	-
Exit shares; £nil per share (2013: £0.00)	-	-
	-	19,920

11 Auditors' remuneration

Auditors' remuneration was paid by FDM Group Limited in both the current and prior year and no recharge was made to the Company.

Shareholder Information

Directors	Ivan Martin	Non-Executive Chairman
	Roderick Flavell	Chief Executive Officer
	Sheila Flavell	Chief Operating Officer
	Michael McLaren	Chief Financial Officer
	Andrew Brown	Group Commercial Director
	Jonathan Brooks	Non-Executive Director
	Peter Whiting	Non-Executive Director
	Robin Taylor	Non-Executive Director

Company Secretary	Jonathan Mark Heather
Registered office	3rd Floor Cottons Centre Cottons Lane London SE1 2QG
Independent Auditors	PricewaterhouseCoopers LLP 7 More London Riverside London SE12RT
Bankers	HSBC Bank plc 8 Canada Square London E14 5HQ
Registrars	Capita Registrars The Registry 34 Beckenham Road Beckenham Kent BR3 4TU
Stock brokers	Investec Bank plc 2 Gresham Street London EC2V 7QP
Legal advisors	Taylor Wessing LLP 5 New Street Square London EC4A 3TW
Financial PR advisors	Weber Shandwick No2 Waterhouse Square 140 High Holborn London EC1N 2AE