
GLOBAL FESTIVALS LIMITED

UNAUDITED

AMENDED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2017

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GLOBAL FESTIVALS LIMITED

COMPANY INFORMATION

Directors Ian Lawrence Hanson
Darren David Singer

Company secretary Jonathan Beak

Registered number 08908975

Registered office 30 Leicester Square
London
WC2H 7LA

GLOBAL FESTIVALS LIMITED

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GLOBAL FESTIVALS LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2017**

The directors present their report and the financial statements for the year ended 31 March 2017.

Principal activity

The principal activity of the Company is to be a holding company.

These financial statements replace those originally submitted, being adjusted to reflect the correct value of investments made during the year. These accounts are now the statutory accounts and have been prepared as at the date of the previously filed accounts, 31 March 2017.

Business review

During the year the Company has acquired a number of entities which operate music festivals.

Directors

The directors who served during the year were:

Ian Lawrence Hanson (appointed 25 May 2016)
Darren David Singer (appointed 25 May 2016)
David James Forecast (resigned 25 May 2016)
Ashley Daniel Tabor (resigned 25 May 2016)

Political contributions

The Company made no political contributions during the year (2016: £NIL).


Qualifying third party indemnity provisions

The directors benefit from qualifying third party indemnity provisions in place.

Small companies note

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 12 December 2017 and signed on its behalf.



Darren David Singer
Director

GLOBAL FESTIVALS LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT FOR THE YEAR ENDED 31 MARCH 2017

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period.

In preparing these financial statements, the directors are required to:

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

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

GLOBAL FESTIVALS LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2017**

	Note	2017 £	2016 £
Administrative expenses		(1,976,492)	-
Other operating income		27,314	-
Operating loss		(1,949,178)	-
Income from shares in subsidiaries		780,529	-
Loss before tax		(1,168,649)	-
Loss for the financial year		(1,168,649)	-

There was no other comprehensive income for 2017 (2016: £NIL).

The notes on pages 7 to 17 form part of these financial statements.

All figures shown above are from the results of continued operations.

GLOBAL FESTIVALS LIMITED
REGISTERED NUMBER: 08908975

BALANCE SHEET
AS AT 31 MARCH 2017

	Note	2017 £	2017 £	2016 £	2016 £
Fixed assets					
Investments	6		50,072,329		-
			<u>50,072,329</u>		<u>-</u>
Current assets					
Debtors: amounts falling due within one year	7	2,950,299		-	
Cash at bank and in hand		800,529		1	
		<u>3,750,828</u>		<u>1</u>	
Creditors: amounts falling due within one year	8	(20,974,588)		-	
Net current (liabilities)/assets			<u>(17,223,760)</u>		<u>1</u>
Total assets less current liabilities			<u>32,848,569</u>		<u>1</u>
Net assets			<u><u>32,848,569</u></u>		<u><u>1</u></u>

GLOBAL FESTIVALS LIMITED
REGISTERED NUMBER: 08908975

BALANCE SHEET (CONTINUED)
AS AT 31 MARCH 2017

	Note	2017 £	2016 £
Capital and reserves			
Called up share capital	9	34,017,218	1
Profit and loss account		(1,168,649)	-
		<u>32,848,569</u>	<u>1</u>

The members have not required the Company to obtain an audit for the year in question in accordance with section 476 of Companies Act 2006.

The Company was entitled to exemption from audit under section 479A of the Companies Act 2006.

The Company is exempt from the obligation to prepare and deliver group accounts, in accordance with section 400 of Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements of Global Festivals Limited (registered number 08908975) were approved and authorised for issue by the board and were signed on its behalf on 12 December 2017.


Darren David Singer

Director

The notes on pages 7 to 17 form part of these financial statements.

GLOBAL FESTIVALS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2017**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 April 2015	1	-	1
At 1 April 2016	1	-	1
Comprehensive loss for the year			
Loss for the year	-	(1,168,649)	(1,168,649)
Total comprehensive loss for the year	-	(1,168,649)	(1,168,649)
Shares issued during the year	34,017,217	-	34,017,217
Total transactions with owners	34,017,217	-	34,017,217
At 31 March 2017	34,017,218	(1,168,649)	32,848,569

GLOBAL FESTIVALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. General information

Global Festivals Limited (the "Company") is incorporated and domiciled in the United Kingdom under the Companies Act 2006, and registered in England and Wales. The Company is a private company limited by shares. The address of the Company's registered office is shown on the first page of this report.

The principal activity of the Company is to be a holding company.

These financial statements are presented in pound sterling (£), which is the Company's functional currency.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

Information on the impact of first-time adoption of FRS 101 is given in note 13.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

First time application of FRS 100 and FRS 101

In the current year the Company has adopted FRS 100 and FRS 101. In previous years the financial statements were prepared in accordance with applicable UK accounting standards.

This change in the basis of preparation has not materially altered the recognition and measurement requirements previously applied in accordance with UK GAAP. Consequently the principal accounting policies are unchanged from the prior year. The change in basis of preparation has enabled the Company to take advantage of all of the available disclosure exemptions permitted by FRS 101 in the financial statements, the most significant of which are summarised below. There have been no other material amendments to the disclosure requirements previously applied in accordance with UK GAAP.

The following principal accounting policies have been applied:

2.2 Exemption from preparing consolidated financial statements

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of an EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 400 of the Companies Act 2006.

GLOBAL FESTIVALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2. Accounting policies (continued)

2.3 Turnover

Turnover is recognised to the extent that it is probable that the economic benefits will flow to the Company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before turnover is recognised:

Sale of goods

Turnover from the sale of goods is recognised when all of the following conditions are satisfied:

- the Company has transferred the significant risks and rewards of ownership to the buyer;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the transaction; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Rendering of services

Turnover from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of turnover can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.4 Valuation of investments

Investments in subsidiaries are measured at cost less accumulated impairment.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.6 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company classifies all of its financial assets as loans and receivables.

GLOBAL FESTIVALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2. Accounting policies (continued)

2.6 Financial instruments (continued)

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of comprehensive income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

The Company classifies all of its financial liabilities as liabilities at amortised cost.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Balance sheet.

2.7 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2.8 Finance costs

Finance costs are charged to the Statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

GLOBAL FESTIVALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

2. Accounting policies (continued)

2.9 Taxation

Tax is recognised in the Statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Company's accounting policies and the reported amount of assets, liabilities, income, expenses and other disclosures. The estimates and underlying assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. The estimates and underlying assumptions are reviewed on an ongoing basis.

Changes in accounting estimates may be necessary if there are changes in the circumstances on which the estimate was based, or as a result of new information or further information. Such changes are recognised in the period in which the estimate is revised.

Key assumptions about the future and key sources of estimation uncertainty that have a risk of causing a material adjustment to the carrying value of assets and liabilities over the next year are set out below.

Income taxes

Estimates may be required in determining the level of current and deferred income tax assets and liabilities, which the directors believe are reasonable and adequately recognise any income tax related uncertainties. Various factors may have favourable or adverse effects on the income tax assets or liabilities. These include changes in tax legislation, tax rates and allowances, future levels of spending, the Company's level of future earnings and estimated future taxable profits.

4. Employees

The Company has no employees other than the directors, who did not receive any remuneration (2016 - £NIL).

5. Taxation

	2017 £	2016 £
Total current tax	-	-

GLOBAL FESTIVALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017

5. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2016 - the same as) the standard rate of corporation tax in the UK of 20% (2016 - 20%). The differences are explained below:

	2017 £	2016 £
Loss on ordinary activities before tax	(1,168,649)	-
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20%)	(233,730)	-
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	333,117	-
Non-recognised short term timing differences	48,211	-
Non-taxable income less expenses not deductible for tax purposes, other than goodwill and impairment	(156,106)	-
Effects of changes in corporation tax rates	8,508	-
Total tax charge for the year	-	-

Factors that may affect future tax charges

Further changes to the UK Corporation tax system were announced in the 2016 Finance Bill. The 2016 Finance Bill includes legislation to reduce the main rate of corporation tax from 19% to 17% from 1 April 2020.

The 2016 Finance Bill was substantively enacted on 6 September 2016.

The tax rates used to measure the deferred tax assets and liabilities recorded in these financial statements are the tax rates in the period in which we expect the deferred tax assets or liabilities to crystallise.

GLOBAL FESTIVALS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

6. Investments

	Investments in subsidiary companies £
Cost or valuation	
Additions	50,072,329
At 31 March 2017	50,072,329
Net book value	
At 31 March 2017	50,072,329
At 31 March 2016	-

During the year the Company acquired the following entities:

Name	Date of acquisition	Country	% Ownership
Count of Ten Limited	4 June 2016	United Kingdom	100.0%
Lock 'N' Load Limited	3 October 2016	United Kingdom	75.7%
Waxarch Limited	3 October 2016	United Kingdom	80.6%
Victorious Festivals Limited	17 October 2016	United Kingdom	65.6%
Lakeside Creatives Limited	21 February 2017	United Kingdom	66.0%
The Hideout Festivals LLP	21 February 2017	United Kingdom	80.0%
Global 05699567 Limited *	21 February 2017	United Kingdom	100.0%
Moving Music Limited	21 February 2017	United Kingdom	75.0%

* At the time of acquisition Global 05699567 Limited was called Ugly Duckling Investments Limited.

The Company also increased its investments in Rewind Festival Limited and Boardmasters Limited, acquiring the trade and assets of those businesses via its subsidiary undertakings.

Further details regarding subsidiary undertakings can be found in note 12.

GLOBAL FESTIVALS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

7. Debtors

	2017 £	2016 £
Trade debtors	214,295	-
Amounts owed by own subsidiaries	2,734,265	-
Other debtors	1,739	-
	<u>2,950,299</u>	<u>-</u>

Amounts owed by own subsidiaries are repayable on demand and carry no interest rate. These amounts relate to further cash paid on acquisition of the Rewind and Boardmasters brands, and are expected to be capitalised in due course.

All debtor balances are measured at undiscounted amount receivable.

8. Creditors: Amounts falling due within one year

	2017 £	2016 £
Trade creditors	462,704	-
Amounts owed to parent company	15,045,580	-
Other creditors	153,131	-
Accruals and deferred income	5,313,173	-
	<u>20,974,588</u>	<u>-</u>

Amounts owed to group undertakings are repayable on demand and carry no interest rate.

All creditor balances are measured at undiscounted amount payable.

9. Share capital

	2017 £	2016 £
Shares classified as equity		
Allotted, called up and fully paid		
34,017,218 (2016 - 1) Ordinary shares of £1 each	<u>34,017,218</u>	<u>1</u>

GLOBAL FESTIVALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

9. Share capital (continued)

On 1 June 2016 2,450,000 ordinary £1 shares were issued, called up and fully paid for with cash.

On 20 September 2016 1,050,000 ordinary £1 shares were issued, called up and fully paid for with cash.

On 3 October 2016 28,173,067 ordinary £1 shares were issued, called up and fully paid for with cash.

On 17 October 2016 2,344,150 ordinary £1 shares were issued, called up and fully paid for with cash.

10. Related party transactions

During the year the Company traded with parent entities, subsidiaries, and entities under common control. All transactions were in the normal course of business and priced under normal trade terms.

The Company's immediate parent company is Global Live Limited. At 31 March 2017 the Company had outstanding loans payable to Global Live Limited of £15,186,032 (2016: £NIL).

During the period the Company had a number of recharge accounts with Global Radio Services Limited, a company under common control. As at 31 March 2017 the outstanding receivable from Global Radio Services Limited was £342,500 (2016: £NIL).

At 31 March 2017, the Company had an outstanding loan receivable due from Waxarch Limited, the Company's majority-owned subsidiary, of £210,000 (2016: £NIL).

At 31 March 2017, the Company had an outstanding loan payable to Global 05699567 Limited, the Company's wholly-owned subsidiary, of £171,024 (2016: £NIL).

During the year the Company received £780,529 (2016: £NIL) of dividend income from Lock 'N' Load Events Limited, a majority-owned subsidiary of the Company.

At 31 March 2017, the Company had an outstanding loan receivable due from Rewind Festival Limited, the Company's wholly-owned subsidiary, of £1,354,841 (2016: £NIL).

At 31 March 2017, the Company had an outstanding loan receivable due from Boardmasters Limited, the Company's wholly-owned subsidiary, of £1,169,424 (2016: £NIL).

During the year Broadwick Live Limited, an entity under common control, charged the Company £31,024 (2016: £NIL) of management fees, £31,024 of which remained outstanding at 31 March 2017 (2016: £NIL).

Loans with related parties are unsecured, repayable on demand, and incurred no interest charge.

Other transactions with directors of the Company have been disclosed in Note 4.

In the opinion of the directors, there were no other related party transactions during the year.

GLOBAL FESTIVALS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

11. Controlling party

The Directors regard Global Live Limited, a company incorporated in Great Britain and registered in England and Wales, as the immediate parent company.

The directors regard Global Media & Entertainment Limited, a company incorporated in Great Britain and registered in England and Wales, as the Company's ultimate parent undertaking.

The Directors consider that Global Radio Group Limited, a company incorporated in Jersey, is the ultimate controlling party of the Company.

The largest and smallest group in which the results of the company are consolidated is that headed by Global Media & Entertainment Limited, the ultimate parent company which is incorporated in Great Britain. The consolidated financial statements of this company are available to the public and may be obtained from the registered address, 30 Leicester Square, London WC2H 7LA.

GLOBAL FESTIVALS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

12. Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Direct subsidiary undertakings

Name	Country of incorporation	Class of shares	Holding	Principal activity
Boardmasters Limited	United Kingdom	Ordinary	100.0 %	Development and operation of a music festival
Rewind Festival Limited	United Kingdom	Ordinary	100.0 %	Development and operation of music festivals
Count of Ten Limited	United Kingdom	Ordinary	100.0 %	Ownership and management of music festivals and events
Victorious Festivals Limited	United Kingdom	Ordinary	65.5 %	Development and operation of a music festival
Lock 'N' Load Events Limited	United Kingdom	Ordinary	75.0 %	Development and operation of a music festival
Moving Music Limited	United Kingdom	Ordinary	75.0 %	Development and operation of a music festival
The Hideout Festival LLP	United Kingdom	Ordinary	80.0 %	Development and operation of a music festival
Global 05699567 Limited	United Kingdom	Ordinary	100.0 %	Development and operation of a music festival
Global Kit Limited	United Kingdom	Ordinary	60.0 %	To be a holding company
Waxarch Limited	United Kingdom	Ordinary	80.6 %	Development and operation of a music festival

Indirect subsidiary undertakings

Name	Country of incorporation	Class of shares	Holding	Principal activity
Brownstock UK Limited	United Kingdom	Ordinary	100 %	Operation and development of a music festival
Y Not Festivals UK Limited	United Kingdom	Ordinary	100 %	Operation and development of a music festival
Truck Festivals UK Limited	United Kingdom	Ordinary	100 %	Operation and development of a music festival
Lakeside Creatives Limited	United Kingdom	Ordinary	66 %	Operation and development of a music festival

The Company's subsidiaries' registered address is 30 Leicester Square, London, WC2H 7LA.

GLOBAL FESTIVALS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

13. First time adoption of FRS 101

The policies applied under the entity's previous accounting framework are not materially different to FRS 101 and have not impacted on equity or profit or loss.