

Clarion Events Publications and Promotions Limited

**Clarion Events Publications and Promotions Limited
(Registered Number 06358019)**

**Report and Financial Statements
For the Year Ended
31 January 2013**

MONDAY



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COMPANIES HOUSE

Clarion Events Publications and Promotions Limited

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Clarion Events Publications and Promotions Limited

COMPANY INFORMATION

DIRECTORS

Simon Kimble
Russell Wilcox

AUDITORS

Ernst & Young LLP
1 More London Place
London
SE1 2AF

REGISTERED OFFICE

Bedford House
69-79 Fulham High Street
London
SW6 3JW

SOLICITORS

Joelson Wilson LLP
30 Portland Place
London
W1B 1LZ

BANKERS

National Westminster Bank Plc
195 Earls Court Road
London
SW5 9AP

Clarion Events Publications and Promotions Limited

DIRECTORS' REPORT

The directors present their report and financial statements for the year ended 31 January 2013

RESULTS AND DIVIDENDS

The profit for the year after taxation of £nil (2012 £1,444,000) No dividends were paid in the period

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company's principal activity is the supply of publications and promotional materials to the exhibition industry The results for the period are set out in the profit and loss account on page 7

POST BALANCE SHEET EVENTS

On 23 August 2013 the group signed a new refinancing agreement with National Westminster Plc to allow for a reset of the banking covenants As part of the agreement the shareholders have agreed to inject £5m of new funding

FUTURE DEVELOPMENTS

The directors aim to continue to grow the business through the launching and acquiring of both trade and consumer exhibitions and events

PRINCIPAL RISKS AND UNCERTAINTIES

Commercially, the group would be impacted by a dramatic reduction in air travel or the closure of an exhibition venue at short notice prior to an event or for an extended period of time

The group policies in relation to managing these risks and uncertainties are disclosed in the ultimate controlling company's financial statements

FINANCIAL RISK MANAGEMENT

The company assess the financial risk that affect it's operations The Group policies in relation to managing these various risks are disclosed in the ultimate controlling company's financial statements

DIRECTORS

The directors during the year were as follows

Simon Kimble

Michael Sicely (appointed 03/09/2012 and resigned 10/07/2013)

Timothy Pilcher (resigned 02/09/2012)

Russell Wilcox (appointed 10/07/2013)

GOING CONCERN

The company has been provided with funding from its parent undertaking The directors consider the ultimate controlling party to be Clarion UK Topco Limited (UK Topco), for which the company is an obligor for the financing arrangements with National Westminster Bank Plc UK Topco has experienced liquidity issues during 2012 and early 2013 and was required to obtain additional funding from its bank consortium and shareholders during the year and subsequent to year end

As a result of the refinancing, the directors believe that UK Topco has sufficient liquidity to ensure it can meet its obligations for the next twelve months On this basis the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements as the directors believe the company will not be called upon to meet the obligations of UK Topco

The group policy in relation to going concern is disclosed in the ultimate controlling company's financial statements

EMPLOYEE INFORMATION

The company is committed to keeping employees informed of its performance, development and progress through its established system of briefings by management and widely distributed news and information bulletins

Clarion Events Publications and Promotions Limited

DIRECTORS' REPORT (CONTINUED)

EMPLOYMENT OF DISABLED PERSONS

The company's aim is to meet the objectives of the code of good practice on the employment of disabled people. Full and fair consideration is given to disabled applicants for employment and training, and career development is encouraged on the basis of their aptitude and abilities. It remains company policy to retain employees who became disabled whilst in its service and to provide specialised training where appropriate.

DISCLOSURE OF INFORMATION TO THE AUDITORS

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

AUDITORS

Grant Thornton UK LLP resigned as auditors on 8 November 2012 and Ernst & Young LLP was appointed in their place. A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the board



Russell Wilcox
Director
21 October 2013

Clarion Events Publications and Promotions Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Annual 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 financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to 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 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 disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLARION EVENTS PUBLICATIONS AND PROMOTIONS LIMITED

We have audited the financial statements of Clarion Events Publications and Promotions Limited for the year ended 31 January 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 January 2013 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or

- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Ernst & Young LLP

Andy Glover (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London
21 October 2013

Clarion Events Publications and Promotions Limited

PROFIT AND LOSS ACCOUNT

for the year ended 31 January 2013

| | Note | Year ended 31 January 2013 £'000 | Year ended 31 January 2012 £'000 |
|--|------|--|--|
| TURNOVER | | - | 1,444 |
| Cost of sales | | - | - |
| Gross profit | | - | 1,444 |
| Administrative expenses | | - | - |
| Operating profit | 2 | - | 1,444 |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | - | 1,444 |
| Tax on profit on ordinary activities | 3 | - | - |
| PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION | | - | 1,444 |

There are no recognised gains or losses in either the current or previous year other than those included in the profit and loss account

All amounts relate to continuing activities

The accompanying accounting policies and notes form an integral part of these financial statements

Clarion Events Publications and Promotions Limited

BALANCE SHEET

at 31 January 2013

Company No. 06358019

| | Note | 31 January 2013 £'000 | 31 January 2012 £'000 |
|---|------|-----------------------------|-----------------------------|
| CURRENT ASSETS | | | |
| Debtors Amounts due within one year | 4 | 3,187 | 3,178 |
| CREDITORS Amounts falling due within one year | 5 | (102) | (93) |
| NET ASSETS | | <u>3,085</u> | <u>3,085</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 6 | - | - |
| Profit and loss account | 7 | <u>3,085</u> | <u>3,085</u> |
| SHAREHOLDER'S FUNDS | 7 | <u>3,085</u> | <u>3,085</u> |

These financial statements were approved by the board of directors on 21 October 2013 and were signed on its behalf by



Russell Wilcox
Director

The accompanying accounting policies and notes form an integral part of these financial statements

Clarion Events Publications and Promotions Limited

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable law and United Kingdom accounting standards. The principal accounting policies of the company have remained unchanged.

Going Concern

During the year ended 31 January 2013, the ultimate controlling party (UK Topco) experienced liquidity issues that resulted in the need for additional funding of £9.25m to be provided by the shareholders in order to meet working capital requirements. The company has been provided with funding from UK Topco, for which it acts as an obligor. Subsequent to year end, the ultimate controlling party of Clarion UK Topco Limited agreed refinancing with its lender group and the £5m of funding provided by the shareholders.

As a result of the refinancing agreement and the financial projections prepared by UK Topco, the directors believe that UK Topco has sufficient liquidity to ensure it can meet its obligations for the next twelve months. On this basis the directors continue to adopt the going concern basis of accounting in preparing the annual financial statements, as the directors believe the company will not be called upon to meet the obligations of UK Topco.

The company's intergroup liabilities are in connection with the funding received from UK Topco and the aforementioned refinancing agreement should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

The group policy in relation to going concern is disclosed in the ultimate controlling company's financial statements.

Cash flows

The company has taken advantage of the exemption available under FRS 1 not to prepare a statement of cash flows as it is a wholly owned subsidiary of a parent undertaking which produces publicly available group accounts.

Revenue recognition

Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty. The following criteria must also be met before revenue is recognised:

Events

Revenue from exhibitions, trade shows, conferences and other live events is recognised on completion of the event. Advance deposits from exhibitors and other participants are recognised as payments received on account in the balance sheet until completion of the event.

Billing of exhibitions, trade shows, conferences and other live events to exhibitors and other participants based on terms explicit in the contract are recognised as deferred income in the balance sheet until completion of the event.

Clarion Events Publications and Promotions Limited

NOTES TO THE FINANCIAL STATEMENTS

2 OPERATING PROFIT

The auditor's remuneration is borne by the parent company

None of the company directors received remuneration or emoluments from the company

3. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

The tax charge for the period is £nil (2012 £ nil) There is no provision or additional potential liability for deferred tax in respect of the company

Factors affecting the tax charge for the period

The tax assessed on the profit on ordinary activities for the period varies from the standard rate of corporation tax in the United Kingdom of 24.33% (2012 26%) The differences are explained below

| | Year ended 31 January 2013 | Year ended 31 January 2012 |
|---|----------------------------------|----------------------------------|
| | £'000 | £'000 |
| Profit on ordinary activities before tax | - | 1,444 |
| Profit on ordinary activities multiplied by the standard rate of corporation tax in the United Kingdom of 24.33% (2012 26%) | - | 375 |
| Effect of | | |
| Group relief | - | (375) |
| Current tax charge for the period | <u>-</u> | <u>-</u> |

Factors that may affect future tax charges

The UK corporation tax rate was 24% at 31 January 2013. Finance Act 2012 introduced a reduction in the rate to 23% on 1 April 2013. As this rate was enacted at the balance sheet date, the UK elements of the deferred tax asset referred to below have been calculated using the 23% rate. Finance Act 2013 was enacted on 17 July 2013 and introduced a reduction in the corporation tax rate to 21% on 1 April 2014 and to 20% on 1 April 2015. These rates were not substantively enacted at the balance sheet date and have therefore not been reflected in the tax balances.

4. DEBTORS amounts due within one year

| | 31 January 2013 | 31 January 2012 |
|-------------------------------------|--------------------|--------------------|
| | £'000 | £'000 |
| Amounts owed by Parent undertakings | 3,002 | - |
| Amounts owed by Group undertakings | 172 | 3,178 |
| Other debtors | 13 | - |
| | <u>3,187</u> | <u>3,178</u> |

Clarion Events Publications and Promotions Limited

NOTES TO THE FINANCIAL STATEMENTS

5. CREDITORS. Amount falling due within one year

| | <i>31 January 2013</i> | <i>31 January 2012</i> |
|------------------------------------|----------------------------|----------------------------|
| | <i>£'000</i> | <i>£'000</i> |
| Other taxation | 69 | 93 |
| Payments received on account | 20 | - |
| Other creditors | 9 | - |
| Amounts owed to Group undertakings | 4 | - |
| | <u>102</u> | <u>93</u> |

6. CALLED UP SHARE CAPITAL

| | <i>31 January 2013</i> | <i>31 January 2012</i> |
|------------------------------------|----------------------------|----------------------------|
| | <i>£</i> | <i>£</i> |
| Authorised | | |
| 100 Ordinary shares of £1 each | <u>100</u> | <u>100</u> |
| | <u>100</u> | <u>100</u> |
| Allotted, called up and fully paid | | |
| 100 Ordinary shares of £1 each | <u>100</u> | <u>100</u> |
| | <u>100</u> | <u>100</u> |

7 RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

| | <i>Share Capital</i> | <i>Profit and loss account</i> | <i>Total Shareholders' fund</i> |
|---------------------|--------------------------|------------------------------------|---|
| | <i>£'000</i> | <i>*restated £'000</i> | <i>*restated £'000</i> |
| At 1 February 2011 | - | 1,641 | 1,641 |
| Profit for the year | - | 1,444 | 1,444 |
| At 31 January 2012 | - | <u>3,085</u> | <u>3,085</u> |
| Profit for the year | - | - | - |
| At 31 January 2013 | - | <u>3,085</u> | <u>3,085</u> |

8 CONTINGENT LIABILITIES

The company is an obligor as part of the financing arrangements UK Topco has with National Westminster Bank Plc. In its position as an obligor the company can draw down on the facilities available to UK Topco but also is a guarantor with regards any drawn down funds from UK Topco or any other group obligor.

There were no other contingent liabilities at 31 January 2013 or 31 January 2012.

Clarion Events Publications and Promotions Limited

NOTES TO THE FINANCIAL STATEMENTS

9. IMMEDIATE AND ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent company is Clarion Events Limited and its ultimate parent undertaking is Toulouse Luxco SCA. The Directors consider the ultimate controlling party to be Clarion UK Topco Limited.

The largest and the smallest group of which this company is a member and for which group accounts are prepared is Clarion UK Topco Limited. Copies of these consolidated accounts may be obtained from its registered office at Bedford House, 69 - 79 Fulham High Street, London, SW6 3JW.

10. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption conferred by Financial Reporting Standard No. 8 not to disclose related party transactions with group undertakings whose voting rights are 100% controlled within the Group.

There are no transactions with directors.

There are no other related party transactions during the year ended 31 January 2013 or 31 January 2012.

11. POST BALANCE SHEET EVENTS

On 23 August 2013 the ultimate controlling party (Clarion UK Topco Limited) signed a new refinancing agreement with National Westminster Plc to allow for a reset of the banking covenants. As part of the agreement the shareholders have agreed to inject £5m of new funding. The company is an obligor to this refinancing agreement.