4 March 2014

Tarsus Group plc

Final results for year ended 31 December 2013

Record results and strong strategic progress

Tarsus Group plc (LSE: TRS, "Tarsus" or "the Group"), the international business-to-business media group, announces its results for the year ended 31 December 2013.

Tarsus launched its "Quickening the Pace" strategy early in 2013 focusing on accelerating the pace of financial returns to shareholders. The Group has made significant progress during the year on strengthening and investing in its core business to drive organic growth.

Financial highlights

- Revenue up 23% vs. 2011 to £75.9m
- Like-for-like revenues* up 11%
- Adjusted profit before tax* £24.2m (2011: £16.8m)
- Profit before tax £15.9m (2011: £3.0m)
- Adjusted earnings per share* 20.0p (2011: 17.0p)
- Earnings per share 12.2p (2012: 5.6p)
- Proposed final dividend of 5.0p - total for year up 7% to 7.3p (2012: 6.8p)
- Net debt £28.6m (2012: £15.7m)

Operational highlights

- Dubai Air Show revenues up 25%
- Dubai Air Show customers generated record orders of $206bn
- Record performance at Labelexpo Europe with revenues up 11%
- Emerging Market portfolio grew strongly
- Substantially completed geographic footprint with acquisitions in Indonesia and Mexico
- Brand replication strategy underway – eight launches in 2013 and strong programme for 2014 and 2015

Current trading and outlook

- Forward bookings for 2014, on a like-for-like basis, are currently 11% ahead of those for 2013 (adjusted for biennials and acquisitions)
- Three recent strategic acquisitions - SIUF(China), Komatek (Turkey) and Cardio (US)
- £10m equity fundraising maintains balance sheet strength

Financial Results

	2013	**2012**	**2011**
Revenue (£m)	75.9	51.5	61.7
Like-for-like* revenue growth	11%	13%	8%
Adjusted profit before tax* (£m)	24.2	14.8	16.8
Profit before tax (£m)	15.9	8.4	3.0
Adjusted EPS* (pence)	20.0	12.2	17.0
Dividend (pence)	7.3	6.8	6.3
Net Debt (£m)	28.6	15.7	13.7

Neville Buch, Chairman of Tarsus, commented:

"Our “Quickening the Pace” growth strategy gained momentum in 2013. Visitor numbers were strong and we increased our share of revenues from Emerging Markets and the US. The moves made during the year into Indonesia and Mexico substantially complete our geographical footprint. Our strategy to replicate our major brands across our Emerging Market portfolio continues to gather pace.

"We have made a good start to 2014 operationally and the recent strategic acquisitions will provide us with additional momentum and opportunity. Despite the recent currency headwinds affecting some of our markets, with our portfolio of leading event brands we are confident Tarsus can deliver a strong performance in 2014."

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Tarsus Group plc:

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Neville Harris	07909 976 044

The Company will be hosting a presentation to analysts at 11.00am today at the offices of Investec Bank plc, 2 Gresham St, London, EC2V 7QP. A webcast of the presentation will be made available on Tarsus's website (www.tarsus.com) from 9.30 am on 5 March 2014.

Glossary *

Like-for-like revenue:
Constant exchange rates adjusted for biennial events, excluding acquisitions impacting for the first time in 2013, prior year disposals and non-recurring products and items.

Adjusted profit before tax:
Profit before tax adjusted for exceptional items, share option charges / credits, amortisation charges, impairment of intangibles, profit / loss on disposal of intangibles and tangible fixed assets, profit on sale of subsidiary and unwinding of discount for contingent consideration.

Adjusted EPS:
Profit after tax attributable to equity shareholders adjusted for exceptional items, share option charges / credits, amortisation charges, impairment of intangibles, profit / loss on disposal of intangibles and tangible fixed assets, profit on sale of subsidiary and unwinding of discount - contingent consideration.

Strategic overview

At the start of 2013 Tarsus launched the next phase of its growth strategy - "Quickening the Pace." This followed the completion ahead of schedule of the Group's Project 50/13 target of deriving 50% of revenues from Emerging Markets by 2013.

The core focus of the "Quickening the Pace" strategy is to accelerate financial returns to the Company's shareholders. This is being driven by a combination of geographical replications of major brands into fast growth economies; organic growth from the existing portfolio; tight cost control and selective small strategic acquisitions in the US and Emerging Markets which the Group believes will continue to outpace mature Western economies.

During 2013, the Group made progress on all fronts. Visitor numbers at its key events showed strong increases; margins were maintained and the Group launched a number of replications of GZ Auto and Zuchex into new territories.

Financial Results

Group revenues for the full year were strong at £75.9m (2012: £51.5m) and up 23% on a biennial basis (2011: £61.7m). Like-for-like revenues, excluding acquisitions and foreign exchange movements, increased by 11%.

Group adjusted profit before tax was £24.2m (2012: £14.8m) and up 44% on a biennial basis (2011: £16.8m). Net interest expense rose to £1.5m (2012: £1.2m) reflecting increased debt levels across 2013 as a result of acquisitions completed. Reported profit before tax was £15.9m (2012: £8.4m).

The Group incurred a number of one-off costs relating to acquisitions and the extension of the Group's banking facilities during the year. These costs, amounting to £1.4m, have been excluded from adjusted profits. Additionally, a £3.9m impairment has been booked against the carrying value of goodwill of some of the older French IT events and a £2.5m credit resulting from a reduction in put/ call option liabilities based on fair value movements. None of these adjustments have been included in the adjusted profit figure.

The adjusted tax charge of £3.6m (2012: £2.2m) represents 15% (2012: 15%) of the Group's adjusted profit before tax. The reported tax charge is £2.7m (2012: £1.8m). The Group continues to focus on tax efficiency and generates nearly all of its profits outside of the UK, including markets with significantly lower tax rates.

Adjusted earnings per share were 20.0p (2012: 12.2p), 18% up on a biennial basis (2011: 17.0p). Basic earnings per share for 2013 were 12.2p (2012: 5.6p).

The Group generated £24.5m (2012: £12.2m) of cash from operations, an increase of 100% against 2011, the comparative biennial year (2011: £11.8m).

Acquisition costs during the year were offset by the strong operational cash generation. The Group's net debt at 31 December 2013 was £28.6m (2012: £15.7m).

The Board is proposing a final dividend of 5.0p per share, bringing the total for the year to 7.3p per share (2012: 6.8p per share), up 7%.

The final dividend, subject to Shareholder approval, will be paid on 9 July 2014 to Shareholders on the Register of Members on 30 May 2014. A scrip dividend will continue to be offered as an alternative.

Corporate Activity

The Group made two small acquisitions during the year. In January 2013, it acquired 51% of Indonesian exhibition organiser PT Infrastructure Asia ("PTIA") and in November 2013 it acquired 50% of two Mexican events from EJ Krause. These acquisitions, in two attractive markets, mean that the Group's desired geographical footprint is now substantially complete.

Tarsus agreed in December 2013 to acquire 50% of China (Shenzhen) International Brand Underwear Fair ("SIUF") in China, which runs the leading Asian show for underwear, to increase the percentage representation of China's economy in the Group's portfolio. Tarsus believes that SIUF will provide synergies with its US Off-Price business where lingerie is one of the largest categories.

Also in December 2013, the Group acquired the outstanding 25% of the issued share capital of Istanbul-based IFO having purchased the initial 75% in June 2011. IFO has shown strong growth under Tarsus' ownership and the acquisition will further consolidate the Group's position in the fast-growing Turkish market.

Early in 2014 the Group made two small acquisitions – 60% of Komatek, which runs Turkey's leading construction event and 100% of the assets of HealthScienceMedia Inc. in the US which organises the Cardiometabolic Health Congress ("Cardio"). These moves extend the Group's existing construction portfolio into a dominant position in Ankara, Turkey and further accelerate the development of its highly successful Medical Division in the US.

Operating Review

Emerging Markets

(£m)	**2013**	**2012**	**2011**
Biennial revenue	21.1	4.2	15.9
Annual revenue	16.0	14.4	8.9
Total revenue	37.1	18.6	24.5
Adjusted profit before tax	14.0	5.4	7.2

Dubai

The Group's major event of 2013 was the biennial Dubai Air Show in November which was held for the first time at a new purpose-built venue. The event was a great success for exhibitors who received world record customer orders of $206bn. The performance of the event was ahead of expectations with revenues 25% higher than the 2011 show coupled with strong rise in visitor numbers of 11% on a like-for-like basis.

Earlier in the year, the education event GESS performed very well with excellent visitor attendance and revenues up 22%. Gulf Pack and Print also performed well in a difficult local commercial print market.

Turkey

The portfolio continued its impressive performance with like-for-like revenues increasing 13%. Zuchex (housewares and gifts) recorded a strong performance whilst Ideal Home (housewares and gifts) recorded revenues in line with expectations, its growth limited by venue constraints. Asansor (elevators) performed well with revenues up significantly on its previous edition. Yapi Decoor (decorative construction) held its first edition under Tarsus' ownership in Ankara, performing slightly ahead of pre-acquisition expectations. REW (recycling, environment technologies and waste management) had its third edition under Tarsus' ownership and again achieved revenue growth in line with management's expectations.

The Group has launched a number of replications of Zuchex into new territories beginning with Jakarta in Indonesia in November 2014.

China

Hope, the Group's Chinese joint venture, again performed well in 2013 with like-for-like revenues up 22%. Growth was driven primarily by a strong performance of the medical equipment portfolio in Central China.

GZ Auto (auto aftermarket) had its first event under Tarsus' ownership, following its purchase in late 2012, and delivered a very good result. This brand has been launched into other territories in 2014 including Indonesia and Thailand.

Labelexpo Asia, in its tenth edition, saw visitor numbers up 19% and revenues up 11%.

Indonesia

PTIA owns and organises three annual exhibitions and one seminar series in Indonesia, providing Tarsus with an important hub in the fast growing Indonesian exhibition market. It will enable the Group to develop a range of infrastructure sector exhibitions and provide a platform with which to launch a number of new exhibitions drawing on Tarsus' existing brands. PTIA held its infrastructure show in November 2013 which performed very strongly and is expected to benefit in 2014 from the joint venture with EJ Krause to run Expo Comm (information and communications) alongside it.

Mexico

In November 2013, the Group acquired 50% of two Mexican events from EJ Krause. These were Plastimagen, the leading event for the plastics industry in Mexico and Expo Manufactura, a leading event in metalworking and manufacturing. This joint venture provides a platform to launch Tarsus' brands into Mexico and to expand EJ Krause's brands into Tarsus' territories, beginning with Expo Comm in Jakarta in November 2014.

US

(£m)	**2013**	**2012**	**2011**
Biennial revenue	-	4.5	-
Annual revenue	18.7	18.1	16.2
Total revenue	18.7	22.6	16.2
Adjusted profit before tax	8.8	11.0	7.6

Medical

Overall, the Medical division's revenues for the year were slightly ahead of the previous year. This division's largest event was held in December 2013 in Las Vegas and performed well, with revenues up 24%. The Group is continuing to see a change in the mix of its education revenue streams with more being delivered online and a reduction in the volumes of on-site educational revenues.

The Group's acquisition of Cardio in early 2014 compliments Tarsus' existing Medical business and provides an established audience for the division's recently launched new mainstream product, the Metabolic Medicine Institute ("MMI"), in addition to a number of possible synergies with the Group's existing Medical division.

Off-Price

The February 2013 Off-Price show in Las Vegas was a record event and the 2013 August show also recorded good growth. Overall, revenues were up 4%.

Europe

(£m)	**2013**	**2012**	**2011**
Biennial revenue	9.0	-	8.4
Annual revenue	11.1	10.3	15.9
Total revenue	20.1	10.3	24.3
Adjusted profit before tax	4.8	1.1	5.1

Labelexpo Europe

Labelexpo Europe took place in September 2013 in Brussels. It produced record increases of 11% in both like-for-like revenue and visitor attendance. As a result of this very strong event, re-bookings of 87% for the 2015 exhibition were secured.

France

Trading in the Group's French business ended the year broadly in line with the Board's expectations. The larger events were positive held back by IT shows and directories.

In January 2014 the Group sold up to 18% of its French business for €1.5m to Romuald Gadrat, the incumbent Managing Director of the division who will continue to run the business. This is in line with the Group's strategy of reducing its exposure in France.

Outlook

The Group's major events continue to go from strength to strength underlining the importance of our continuing to invest in Tarsus' market leading brands. Moves into Mexico and Indonesia in 2013 substantially complete the footprint of the geographical markets Tarsus is aiming to develop, whilst the Group's corporate activity in early 2014 will strengthen the portfolio and promote additional growth opportunities.

In the US, the purchase Cardio and the launch of MMI in February 2014 will enhance the prospects for the Medical business as it moves progressively into the mainstream.

Like-for-like bookings for 2014 are tracking 11% ahead of the equivalent time last year.

Off-Price was held in Las Vegas in February 2014 with revenues in line with expectations.

Owing to the incidence of large biennial events within the portfolio, profits generated in odd years are typically larger than those generated in even years. Adjusting for this biennial effect, the Group remains confident of delivering a good performance in 2014 on a constant currency basis.

Neville Buch
Chairman

Douglas Emslie
Group Managing Director

4 March 2014

Financing and Net Assets

The geographical composition of Tarsus' international event portfolio means that revenues and profits are generated in a range of currencies, principally US Dollars, Euros, Turkish Lira and Sterling. In 2013 approximately 49% of revenues were generated in US Dollars, 14% in Euros, 14% in Turkish Lira, 14% in Sterling and 8% in Chinese Renminbi. As a result, the Group's Sterling translated trading results are significantly affected by any changes in prevailing exchange rates during the year. The average exchange rates applicable for 2013 were:

- US$: 1.58 - a strengthening against Sterling of 1% compared with 2012
- Euro: 1.18 - a strengthening against Sterling of 3% compared with 2012
- Turkish Lira: 3.05 - a weakening against Sterling of 6% compared with 2012

2014 budgeted exchange rates are US$: 1.65, Euro: 1.20 and Turkish Lira: 3.60.

Cash flows

Tarsus continues to generate strong cash flows from its operations. The larger events typically have a positive working capital cycle and the business in general has a low capital investment requirement.

The biennial nature of the Group's event portfolio results in an increase in working capital (excluding cash) in odd years, including 2013, which include the two largest events. This occurs as previously deferred income relating to these is released from the balance sheet and recognised as income.

During 2013, the Group generated £24.5m of cash from operations (2012: £12.2m).

The key non-operating cash flows in 2013 included:

- Dividends paid of £6.3m
- Deferred consideration payments totalling £18.8m
- Tax and interest paid totalling £4.8m
- Acquisition of PTIA and EJ Krause £5.5m

Net debt

The Group's funding objective is to ensure that the business has sufficient resources, secured on competitive terms, to meet its various financial commitments as they arise. It achieves this objective by actively monitoring its cash flows and requirements on both an historic and forward looking basis. The Group is cautious in its approach, applying appropriate sensitivities to both the quantum and timing of its projections.

Tarsus' external bank debt facility was extended in November 2013 to £60m and is a multi-currency facility which is in place until September 2017. Where foreign currency borrowings do exist they are hedged using forward currency contracts. At 31 December 2013 98% of all borrowings were denominated in Sterling with the remainder denominated in US dollars. The Group has entered into interest rate swaps to fix the interest rates payable under its banking facilities.

The Group's net debt was £28.6m at 31 December 2013 (31 December 2012: £15.7m).

Net Assets

As at 31 December 2013, the Group had net assets of £40.2m (31 December 2012: £47.0m).

Intangible assets

Intangible assets comprise goodwill, trademarks and customer lists. The carrying value of intangible assets at 31 December 2013 was £98.0m (31 December 2012: £102.6m).

Working capital

It is the Group's policy to recognise profits upon the completion of an event. Until completion, revenues and costs are held on the Statement of Financial Position. Included in net current liabilities as at 31 December 2013 is deferred income of £18.4m (2012: £25.3m). Prepaid event costs of £2.8m (2012: £2.5m) are included in trade and other receivables.

Acquisitions

On 28 February 2013 the Company acquired 51% of the issued share capital of PTIA.

On 26 November 2013 the Company acquired a 50% interest in a company that owns exhibitions in Mexico from E.J. Krause & Associates, Inc. ("EJK") to establish a joint venture (the "JV") with EJK.

On 18 December 2013 the Group agreed to acquire a 50% interest in the China (Shenzhen) International Brand Underwear Fair ("SIUF").

On 20 December 2013 the Group acquired the outstanding 25% of the issued share capital of Istanbul based IFO not already owned by Tarsus from Mr Selahattin Durak, a related party of the Company. The total consideration for the remaining 25% acquisition of IFO is capped at TL12.57m (approximately £3.7m) payable in cash. The Company purchased the initial 75% of IFO in June 2011.

Post balance sheet events

On 6 January 2014 the Company sold up to 18% of its French business to Romuald Gadrat, the incumbent Managing Director of the division and a related part of the Company, for €1.5m in cash.

On 7 February 2014 the Company acquired 60% of SADA Uzmanlik Fuarlari A.S. ("SADA") in Turkey. SADA organises a single event – Komatek – which is Turkey's largest trade exhibition for construction equipment and related products.

On 10 February 2014 the Company acquired 100% of the assets of HealthScienceMedia Inc. in the US. The total consideration for the acquisition of the assets is US$14.0m in aggregate payable in cash.

The Company also raised £10m (gross) through the placing of 5.0m new ordinary shares with existing and new investors on 10 February 2014 reducing the Company's gearing level following these acquisitions to be in-line with the Board's preferred and conservative target of 1.5 times net debt:EBITDA.

Key Performance Indicators

The Group measures its performance using a number of financial and operational measures which are commented upon throughout the Operating Review. These financial measures principally include like-for-like revenue growth, adjusted profit before tax, adjusted EPS and dividend per share.

The Group also focuses on the geographical and divisional composition of its business with the stated strategy of increasing the proportion of revenues from Emerging Markets and the US. Tarsus also has an operational target to grow the number of visitors attending its events by at least 5% per annum.

Dan O'Brien
Group Finance Director
4 March 2014

CONSOLIDATED INCOME STATEMENT

	Note	Year to 31 December 2013	Year to 31 December 2012
		£'000	£'000
Group revenue	2	75,861	51,538
Operating costs excluding exceptional items		(54,179)	(39,207)
Impairment loss		(3,947)	-
Exceptional operating credits/ (costs)	3	80	(2,244)
Total operating costs		(58,046)	(41,451)
Share of profit of Joint Ventures		1,266	-
Group operating profit	2,3	19,081	10,087
Net finance costs		(3,181)	(1,726)
Profit before taxation		15,900	8,361
Taxation expense	4	(2,674)	(1,809)
Profit for the financial year		13,226	6,552
Profit for the financial year attributable to equity shareholders of the parent company		11,582	5,196
Profit for the financial year attributable to non-controlling interests		1,644	1,356
		13,226	6,552

	Note	Year to 31 December 2013	Year to 31 December 2012
Earnings per share (pence)	6		
- basic		12.2	5.6
- diluted		12.1	5.6
		£'000	£'000
Dividends	5		
Equity - ordinary			
Final 2012 dividend paid		4,377	3,949
Interim 2013 dividend paid		2,050	1,800
Minority dividend paid		550	-
		6,977	5,749

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year to 31 December 2013	Year to 31 December 2012
	£'000	**£'000**
Profit for the financial year	13,226	6,552
Other comprehensive expense:		
Cash flow hedge reserve - movement in fair value	512	(125)
Foreign exchange translation differences	(7,975)	(2,631)
Tax effect of foreign exchange translation differences	-	461
Other comprehensive expense	(7,463)	(2,295)
Total comprehensive income/(expense) for the year	5,763	4,257
Attributable to:		
Equity shareholders of the parent company	4,119	2,901
Non-controlling interests	1,644	1,356
Total comprehensive income/(expense) for the year	5,763	4,257

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at 31 December 2013	As at 31 December 2012
	£'000	£'000
NON-CURRENT ASSETS		
Property, plant and equipment	1,239	1,424
Intangible assets	97,967	102,592
Investment in Joint Ventures	15,432	11,058
Other investments	1	1
Deferred tax assets	2,703	1,122
	117,342	116,197
CURRENT ASSETS		
Trade and other receivables	25,030	22,679
Cash and cash equivalents	12,142	10,255
	37,172	32,934
CURRENT LIABILITIES		
Trade and other payables	(26,336)	(32,376)
Deferred income	(18,384)	(25,335)
Provisions	(73)	-
Liabilities for current tax	(3,964)	(2,299)
	(48,757)	(60,010)
NET CURRENT LIABILITIES	(11,585)	(27,076)
TOTAL ASSETS LESS CURRENT LIABILITIES	105,757	89,121
NON-CURRENT LIABILITIES		
Other payables	(19,286)	(12,645)
Deferred tax liabilities	(4,449)	(3,929)
Interest bearing loans and borrowings	(41,800)	(25,519)
	(65,535)	(42,093)
NET ASSETS	40,222	47,028
EQUITY		
Share capital	4,797	4,772
Share premium account	37,689	37,484
Other reserves	(14,862)	(7,398)
Retained earnings	8,767	9,387
Issued capital and reserves attributable to equity shareholders of the parent	36,391	44,245
NON-CONTROLLING INTERESTS	3,831	2,783
TOTAL EQUITY	40,222	47,028

The financial statements of Tarsus Group plc, registered number 101579 (Jersey), were approved by the board and authorised for issue on 4 March 2014 and signed on its behalf by:

J D Emslie
Group Managing Director

D P O'Brien
Group Finance Director

CONSOLIDATED STATEMENT OF CASH FLOWS

	Year to 31 December 2013	Year to 31 December 2012
	£'000	£'000
Cash flows from operating activities		
Profit for the year	13,226	6,552
Adjustments for:		
Depreciation	613	588
Amortisation & Impairment	7,630	3,296
Other (gains)/losses	(2,823)	-
Loss on disposal of tangible assets	4	-
Share option charge	1,041	430
Taxation charge	2,674	1,809
Interest payable	3,181	1,726
Share of joint venture profits	(1,266)	-
Dividend received from joint venture company	775	-
Operating cash flow before changes in working capital	25,055	14,401
Increase in trade and other receivables	(755)	(5,791)
Increase in trade and other payables	83	3,608
Increase in provisions	102	-
Cash generated from operations	24,485	12,218
Interest paid	(1,393)	(1,347)
Income taxes paid	(3,371)	(2,314)
Net cash from operating activities	19,721	8,557
Cash flows from investing activities		
Proceeds from sale of tangible fixed assets	30	-
Acquisition of property, plant & equipment	(261)	(317)
Acquisition of intangible fixed assets	(801)	(731)
Acquisition of subsidiary - cash paid	(2,698)	(12,116)
Acquisition of joint venture - cash paid	(2,812)	(643)
Acquisition of subsidiary - cash acquired	4	1,289
Deferred and contingent consideration paid	(18,829)	(2,257)
Net cash outflow from investing activities	(25,367)	(14,775)
Cash flows from financing activities		
Drawdown of borrowings	15,263	4,000
Bank facility fees	(176)	(1,072)
Proceeds from the issue of share capital	-	11,366
Cost of share issue	(76)	(390)
Dividends paid to shareholders in parent company	(6,279)	(5,695)
Dividends paid to non-controlling interests in subsidiaries	(550)	-
Net cash outflow/(inflow) from financing activities	8,182	8,209
Net increase in cash and cash equivalents	2,536	1,991
Opening cash and cash equivalents	10,255	8,505
Foreign exchange movements	(649)	(241)
Closing cash and cash equivalents	12,142	10,255

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share Capital Account £000	Share Premium Reserve £000	Reorgan-isation Reserve* £000	Capital Redemptn Reserve £000	Fair Value Reserve £000	Foreign Exchange Reserve £000	Retained Earnings £000	Non-Controlling Interests £000	Total £000
As at 1 January 2013	4,772	37,484	6,013	(443)	(420)	(12,548)	9,387	2,783	**47,028**
Recognised foreign exchange losses for the period	-	-	-	-	-	(7,975)	-	-	**(7,975)**
Tax effect of foreign exchange translation differences	-	-	-	-	-	-	-	-	**-**
Profit for the period:	-	-	-	-	-	-	-	-	**-**
– Attributable to equity shareholders	-	-	-	-	-	-	11,582	-	**11,582**
– Attributable to non-controlling interests	-	-	-	-	-	-	-	1,644	**1,644**
Cash flow hedge reserve	-	-	-	-	512	-	-	-	**512**
Total comprehensive income (expense) for the period	-	-	-	-	512	(7,975)	11,582	1,644	**5,763**
Scrip dividend	3	144	-	-	-	-	-	-	**147**
New share capital subscribed	22	61	-	-	-	-	-	-	**83**
Share option charge	-	-	-	-	-	-	1,041	-	**1,041**
Movement in reserves relating to deferred tax	-	-	-	-	-	-	476	-	**476**
Dividend paid	-	-	-	-	-	-	(6,427)	-	**(6,427)**
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	(550)	**(550)**
Written Put/Call options over non-controlling interests	-	-	-	-	-	-	(4,431)		**(4,431)**
Non-controlling interests	-	-	-	-	-	-	(2,862)	(46)	**(2,908)**
Net change in shareholders' funds	25	205	-	-	512	(7,975)	(621)	1,048	**(6,806)**
As at 31 December 2013	**4,797**	**37,689**	**6,013**	**(443)**	**92**	**(20,523)**	**8,766**	**3,831**	**40,222**

***The reorganisation reserve was created as a result of the Scheme of Arrangement effective from 26 November 2008. Tarsus Group Limited, previously Tarsus Group plc, registered in England and Wales under company number 2000544, entered into a "Share for Share" exchange on a one-for-one basis with Tarsus Group plc, registered in Jersey under company number 101579.**

	Share Capital Account £000	Share Premium Reserve £000	Reorgan-isation Reserve £000	Capital Redemption Reserve £000	Fair Value Reserve £000	Foreign Exchange Reserve £000	Retained Earnings £000	Non-Controlling Interests £000	Total £000
At 1 January 2012	4,342	26,884	6,013	(443)	(295)	(10,378)	15,371	912	42,406
Recognised foreign exchange losses for the period	-	-	-	-	-	(2,631)	-	-	(2,631)
Tax effect of foreign exchange translation differences	-	-	-	-	-	461	-	-	461
Profit for the period:	-	-	-	-	-	-	-	-	-
– Attributable to equity shareholders	-	-	-	-	-	-	5,196	-	5,196
– Attributable to non-controlling interests	-	-	-	-	-	-	-	1,356	1,356
Cash flow hedge	-	-	-	-	(125)	-	-	-	(125)
Total comprehensive income (expense) for the period	-	-	-	-	(125)	(2,170)	5,196	1,356	4,257
Scrip dividend	2	52	-	-	-	-	-	-	54
New share capital subscribed	428	10,938	-	-	-	-	-	-	11,366
Cost of shares issued	-	(390)	-	-	-	-	-	-	(390)
Share option charge	-	-	-	-	-	-	430	-	430
Movement in reserves relating to deferred tax	-	-	-	-	-	-	559	-	559
Dividend paid	-	-	-	-	-	-	(5,749)	-	(5,749)
Written Put/Call options over non-controlling interests	-	-	-	-	-	-	(6,420)	(329)	(6,749)
Non-controlling interests arising on acquisition	-	-	-	-	-	-	-	844	844
Net change in shareholders' funds	430	10,600	-	-	(125)	(2,170)	(5,984)	1,871	4,622
As at 31 December 2012	4,772	37,484	6,013	(443)	(420)	(12,548)	9,387	2,783	47,028

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The results for the year ended 31 December 2013 have been prepared using accounting policies and methods of computation consistent with those used in the Group's annual report for the year ended 31 December 2012 and to be adopted for the financial year ended 31 December 2014. The results have also been presented and prepared in a form consistent with that which will be adopted in the Group's annual report for the year ended 31 December 2013 and in accordance with the recognition and measurement requirements of International Financial Reporting Standards as adopted by the European Union.

The financial information set out above does not constitute the Company's statutory accounts for the years ended 31 December 2013 or 2012 but is derived from those accounts. Statutory accounts for 2012 have been delivered to the Jersey Financial Services Commission Companies Registry. Those for the year ended 31 December 2013 will be delivered following the Company's Annual General Meeting on 23 June 2014.

This financial information has been extracted from the Group's Annual Report and Accounts for the year ended 31 December 2013. The auditors have reported on these accounts; their reports were unqualified, did not draw attention to any matters by the emphasis without qualifying their report and did not contain statements under s.113B(3) or (4) Companies (Jersey) Law 1991 or equivalent preceding legislation. The Group intends to publish its 2013 Annual Report and Accounts in March 2014.

2. SEGMENTAL ANALYSIS

As at 31 December 2013, the Group was organised into three main segments – Europe, USA and Emerging Markets.

The main activities of all segments are the production of exhibitions supported by other media activities related to those exhibitions.

The following table sets out the revenue and profit information and certain asset and liability information for the Group's reportable segments:

	31 December 2013				
Revenue by sector	**Emerging Markets £'000**	**USA £'000**	**Europe £'000**	**Central Costs £'000**	**Group £'000**
Group revenue	37,089	18,719	20,053	-	75,861
Profit/(Loss) from operating activities	13,955	8,796	4,770	(8,440)	19,081
Net financing costs	-	-	-	(3,181)	(3,181)
Profit/(Loss) before taxation	13,955	8,796	4,770	(11,621)	15,900
Exceptional credits	-	-	-	(1,121)	(1,121)
Share option charge	-	-	-	1,041	1,041
Amortisation charge	-	-	-	2,710	2,710
Impairment of intangibles	-	-	-	3,947	3,947
Loss on disposal of tangible assets	-	-	-	4	4
Unwinding of discount - contingent consideration	-	-	-	1,691	1,691
Adjusted profit/(Loss) before tax	13,955	8,796	4,770	(3,349)	24,172
Segment non-current assets	65,419	37,824	11,396	-	114,639
Segment current assets	13,809	7,566	15,797	-	37,172
	79,228	45,390	27,193	-	151,811
Deferred tax assets					2,703
Total assets					154,514
Segment liabilities	(35,354)	(12,990)	(57,535)	-	(105,879)
Liabilities for current tax					(3,964)
Deferred tax liabilities					(4,449)
Total liabilities					(114,292)

Revenue by sector	31 December 2012 Emerging Markets £'000	USA £'000	Europe £'000	Central Costs £'000	Group £'000
Group revenue	18,551	22,638	10,349	-	51,538
Profit/(Loss) from operating activities	5,395	10,952	1,112	(7,372)	10,087
Net financing costs	-	-	-	(1,726)	(1,726)
Profit/(Loss) before taxation	5,395	10,952	1,112	(9,098)	8,361
Exceptional costs	-	-	-	2,244	2,244
Share option charge	-	-	-	430	430
Amortisation charge	-	-	-	3,204	3,204
Unwinding of discount - contingent consideration	-	-	-	513	513
Adjusted profit/(Loss) before tax	5,395	10,952	1,112	(2,707)	14,752
Segment non-current assets	58,276	37,896	18,903	-	115,075
Segment current assets	17,453	4,839	10,642	-	32,934
	75,729	42,735	29,545	-	148,009
Deferred tax assets					1,122
Total assets					149,131
Segment liabilities	(40,753)	(14,912)	(40,210)	-	(95,875)
Liabilities for current tax					(2,299)
Deferred tax liabilities					(3,929)
Total liabilities					(102,103)

3. PROFIT AND LOSS ANALYSIS

The following analysis illustrates the performance of the Group's activities and reconciles the Group's pre-tax profit to adjusted profit. Adjusted results are presented to provide an indication of underlying financial performance and to reflect how the business is managed and measured on a day-to-day basis. The adjusted profit before tax excludes exceptional costs, share option charges, amortisation and impairment charges, profit on sale of subsidiary, profit or loss on disposal of tangible and intangible assets and adjustments to contingent consideration.

	2013	**2012**
	£000	**£000**
Group revenue	75,861	51,538
Operating costs	(56,780)	(41,451)
Group operating profit	19,081	10,087
Finance cost	(3,181)	(1,726)
Profit before taxation	15,900	8,361
Add back:		
Exceptional credit	(1,121)	2,244
Share option charge	1,041	430
Amortisation charge (excluding amounts charged to costs of sale)	2,710	3,204
Impairment of intangible assets	3,947	-
Loss on disposal of tangible fixed assets	4	-
Unwinding of discount – contingent consideration	1,691	513
Adjusted profit before tax	**24,172**	**14,752**
Tax thereon	(3,618)	(2,191)
Adjusted profit after tax	**20,554**	**12,561**

In 2013, the Group incurred exceptional one-off costs of £1.4 million resulting from acquisitions or potential acquisitions. A £2.5 million credit was booked against the carrying value of put/call option liabilities.

4. INCOME TAX EXPENSE

	2013 £'000	2012 £'000
Corporation tax:		
Overseas tax on profits for the period	3,839	2,077
Adjustments to overseas corporation tax in respect of previous periods	(575)	24
Current tax charge for the period	3,264	2,101
Deferred tax:		
Origination and reversal of timing differences	(556)	(472)
Adjustment in respect of previous periods (tax losses recognised)	-	2
Adjustments in respect of previous periods (timing difference recognised)	(34)	178
Total deferred tax	(590)	(292)
Tax charge for the year	2,674	1,809

The tax charge below differs from the tax at the effective rate on the profit for the year. The differences are explained below:

	2013 £'000	2012 £'000
Profit before taxation	15,900	8,361
Tax on profit on ordinary activities at 25% (2012 - 25%)	3,975	2,090
Effects of:		
Net expenses not deductible	933	344
Current period losses unrecognised	291	(287)
Utilisation of brought forward losses unrecognised	(73)	(30)
Effect of tax rates in overseas jurisdictions	(1,948)	(339)
(Over)/under provision in respect of prior periods	(608)	204
Current period charge for current and historic exposures	169	309
Current period credit for intangible assets	(65)	(482)
Tax on profit on ordinary activities	2,674	1,809

Tax charge/(credit) recognised directly other comprehensive income

	2013 £'000	2012 £'000
Current tax on exercised employee share options	88	106
Current and deferred tax on foreign exchange on loans, investments and intangible assets	-	461
Deferred tax on intangible assets	160	(198)
Deferred tax on unexercised employee share options	441	651
Total tax recognised in equity	689	1,020

5. DIVIDENDS

	2013 £000	2012 £000
Dividend paid in cash or scrip		
2012/2011 final dividend (4.6p / 4.2p per share)	4,377	3,949
2012/2011 interim dividend (2.2p / 2.1p per share)	2,050	1,800
	6,427	5,749
Dividend paid and proposed post year end		
2013/2012 interim dividend paid (2.3p / 2.2p per share)	2,179	2,089
2013/2012 final dividend proposed (5.0p / 4.6p per share)	4,989	4,376
	7,168	6,465

An interim dividend of 2.3p per share (2012: 2.2p) was paid on 16 January 2014 to shareholders on the Register of Members of the Company as at 6 December 2013.

The directors announced the proposed final dividend for 2013, of 5.0p per share, on 4 March 2014. Subject to approval at the Annual General Meeting on 23 June 2014, the proposed date of payment is 9 July 2014 to Shareholders on the Register of Members as at 30 May 2014.

Dividends are recognised as a liability in the period in which they are appropriately authorised and are no longer at the discretion of the entity.

6. EARNINGS PER SHARE

	2013 Pence	2012 Pence
Basic earnings per share	12.2	5.6
Diluted earnings per share	12.1	5.6
Adjusted earnings per share	20.0	12.2
Adjusted diluted earnings per share	19.7	12.1

Basic earnings per share
Basic earnings per share has been calculated on profit after tax attributable to ordinary shareholders for the year (as shown on the Consolidated Income Statement) and the weighted average number of ordinary shares in issue during the period (see below table).

Diluted earnings per share
Diluted earnings per share has been calculated on profit after tax attributable to ordinary shareholders for the year (as shown on the Consolidated Income Statement) and the diluted weighted average number of ordinary shares in issue during the period (see below table):

Weighted average number of ordinary shares (diluted):

	2013	2012
Weighted average number of ordinary shares	94,636,411	92,034,460
Dilutive effect of share options	1,238,069	672,596
Weighted average number of ordinary shares (diluted)	95,874,480	92,707,056

Dilutive and anti-dilutive share options were determined using the average closing price for the period. The average share price used was 229.77 pence.

Adjusted earnings per share
Adjusted earnings per share is calculated using adjusted profit after tax as reconciled in note 3 and the weighted average number of ordinary shares (as above) in issue in the year.

Adjusted diluted earnings per share
Adjusted diluted earnings per share is calculated using adjusted profit after tax as reconciled in note 3 and the weighted average number of diluted ordinary shares (as above) in issue in the year.

7. ACQUISITION OF SUBSIDIARY

On 28 February 2013, the Group acquired 51% of the share capital of PT Infrastructure Asia (“PTIA”), an exhibition business.

The following table sets out the book values of the identifiable assets and liabilities acquired and their fair value to the Group, in respect of this acquisition:

	PTIA	Adjustments	Fair value
	£'000	**£'000**	**£'000**
Property, plant and equipment	24	-	24
Other intangibles	-	1,974	1,974
Trade and other receivables	140	-	140
Cash and cash equivalents	4	-	4
Trade and other payables	(192)	-	(192)
Deferred tax liability	-	(395)	(395)
	(24)	1,579	1,555
Non-controlling interest (49%)			(762)
Net assets acquired			793
Goodwill arising on acquisition			1,238
			2,031
Consideration paid and costs incurred:			
Satisfied in cash			372
Contingent consideration (less than one year)			885
Contingent consideration (over one year)			774
Total consideration incurred			2,031
Consideration paid in cash			372
Cash acquired			(4)
Total net cash outflow			368

The values used in accounting for the identifiable assets and liabilities and related contingent consideration of this acquisition are estimates and are therefore provisional in nature at the balance sheet date. The non-controlling interest is measured as their proportionate share of the fair value of the net assets. Since the release of the Interim Statement the Group has reviewed the values used in accounting for the intangible assets, goodwill and liabilities related to the acquisition. The change in fair value has changed due to more accurate forecasts on the performance of PTIA.

Contingent consideration relates to payments to vendors, payable after completion, that are dependent on the outcome of future events. This contingent consideration is dependent on the future financial performances of the various exhibitions, conferences and publications acquired.

From the date of acquisition to 31 December 2013, the business has contributed £1.2 million to Group revenue and £0.3 million to profit before tax. If the acquisition had occurred on 1 January 2013, the business would have contributed £1.2 million to Group revenue and £0.3 million to profit before tax.

Goodwill of £1.2 million, recognised on this acquisition, relates to certain assets that cannot be separated and reliably measured. These items include sector knowledge, customer loyalty and the anticipated future profitability that the Group can bring to the business acquired.

As part of the acquisition of PTIA, a put option has been put in place by the Vendor for the further 49% of the shares of the business in 2017. The fair value of the put option liability is £3.3 million.

8. ACQUISITION IN JOINT VENTURES

On 26 November 2013 the Company acquired a 50% interest in a company that owns two major exhibitions in Mexico from E.J. Krause & Associates, Inc. ("EJK") to establish a joint venture (the "JV") with EJK. This JV with EJK enables Tarsus to acquire a stake in two leading events in Mexico - Plastimagen and Expo Manufactura. The estimated total consideration for the 50% acquisition of the JV is £3.4m.

The investment of £3.4 million as shown in the balance sheet represents the Group's 50 per cent share of the assets and liabilities as at 31 December 2013. As at the year end, the JV has no reported revenue.

	£'000
Consideration paid and costs incurred:	
Satisfied in cash	2,813
Contingent consideration (less than 1 year)	501
Contingent consideration (greater than 1 year)	83
Total consideration and costs incurred	3,397
Consideration paid in cash	2,813
Total net cash outflow	2,813

9. GOING CONCERN

After considering the current financial projections of the Group and taking into account the cash needs of the business and availability of funds, the Directors have a reasonable expectation that the Group has adequate resources to continue its operations for the foreseeable future. For this reason, they continue to adopt a "going concern" basis in preparing this Statement of Annual Results.

10. PRINCIPAL RISKS AND UNCERTAINTIES

The directors have identified below the key risks and uncertainties relating to the Group's business.

Tarsus' events and exhibitions business may be adversely affected by incidents which curtail travel, such as terrorist attacks, higher oil prices or health pandemics

Tarsus' exhibitions businesses contribute in excess of 90% of the Group's revenue. Visitors travel to these shows from around the world. Any incident that curtails travel, such as the 11 September 2001 terrorist attacks in the US, may have an impact on the running of the relevant event and may, therefore, affect reported revenues.

Expansion into new geographic regions subjects the Group to new operating risks

As a result of acquisitions and organic growth, the Group operates in many geographic regions such as China, India, the United Arab Emirates, Turkey, Indonesia and Latin America. Whilst the Group conducts its business on a global scale, growth in these regions presents logistical and management challenges due to different business cultures, laws and languages. This may result in incremental operational risks for the Group.

The ability of the Company to implement and execute its strategic plans depends on its ability to attract and retain the key management personnel required

The Group operates in a number of industry segments in which there is intense competition for experienced and highly qualified individuals. The Group cannot predict the future availability of suitably experienced and qualified people; it places significant emphasis on developing and retaining management talent. Accordingly, the Group has and will continue to implement a number of incentive schemes, to attract and motivate key senior managers. There can be no certainty that such retention policies and incentive plans will be successful in allowing the Company to attract and retain the right calibre of key management personnel.

Fluctuations in exchange rates may affect the reported results

The Group is exposed to movements in foreign exchange rates against Sterling for trading transactions and the translation of the net assets and income statements of overseas operations. The principal exposure is to the US Dollar and Euro exchange rates, which form the basis of pricing for the Group's customers.

Venue availability

Damage to or unavailability of a particular venue could impact specific events within the Group's portfolio.

There are inherent risks and uncertainties in connection with the Group's acquisition strategy

The Group will seek and effect appropriate acquisitions across various geographic regions, consequently exposing the Company to inherent risks and uncertainties associated with such acquisitions. The risks associated with such a strategy include the availability of suitable acquisitions, obtaining regulatory approval for any acquisition, and assimilating and integrating acquired companies into the Group. In addition, potential difficulties inherent in mergers and acquisitions may adversely affect the results of an acquisition. These include delays in implementation or unexpected costs or liabilities, as well as the risk of failing to realise operating benefits or synergies from completed transactions. Nor can there be any certainty that the benefits of acquisitions and strategic investments, including synergies, increased cash flows and other operational benefits, will be realised.

Breaches of the Group's data security systems or other unauthorised access to its databases, intellectual property or information could adversely affect its businesses and operations

The Group has valuable databases and intellectual property and, as part of its businesses, provides its customers with access to database information such as treatises, journals and publications as well as other data. There are persons who may try to breach the Group's data security systems or gain other unauthorised access to its databases in order to misappropriate such information for potentially fraudulent purposes. Due to the rapid change in the nature of these threats to the Group's databases, intellectual property and other information, it may be unable to anticipate or protect against the threat of breaches of data security or other unauthorised access. Such breaches could damage the Group's reputation and expose it to a risk of loss or litigation and possible liability, as well as increase the likelihood of more extensive governmental regulation of these activities in a way that could adversely affect this aspect of the Group's business. Legal actions against the Group could have a material adverse effect on the Group's business, financial condition and results of operations.

11. RESPONSIBILITY STATEMENT OF THE DIRECTORS

To the best of the knowledge of the Directors (whose names and functions are set out below), the preliminary announcement which has been prepared using accounting policies and methods of computation consistent with those used in the Group's annual report for the year ended 31 December 2012 and to be adopted for the financial year ended 31 December 2013, gives a true and fair view of the assets, liabilities, financial position and profit for the Company and the undertakings included in the consolidation taken as a whole; and

Pursuant to Disclosure and Transparency Rules, Chapter 4, the Directors' Report of the Company's annual report will include a fair review of the development and performance of the business and the position of the Company, and the undertakings included in the consolidation taken as a whole, together with a description of the principal risks and uncertainties faced by the business.

Neville Buch	Executive Chairman
Douglas Emslie	Group Managing Director
Dan O'Brien	Group Finance Director
Gary Marshall	Chief Executive Officer Asia
Hugh Scrimgeour	Non-executive Director
Robert Ware	Non-executive Director
Paul Keenan	Non-executive Director

The Annual General Meeting will be held at the Writers Room, Radisson BLU Hotel Dublin Airport, Dublin, Ireland on 23 June 2014 at 11.00am.

A copy of this report will also be available on the Group's website at www.tarsus.com.