4 March 2015

Tarsus Group plc

Final results for year ended 31 December 2014

Strong results and 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 2014.

Tarsus continued to concentrate on the execution of its "Quickening the Pace" strategy, which is focused on accelerating the pace of financial returns to shareholders. Despite strong currency headwinds for much of 2014, the Group made good progress in strengthening and investing in its portfolio of events to drive organic growth.

Financial results

	2014	2013	2012
Revenue (£m)	60.6	75.9	51.5
Like-for-like* revenue growth	10%	11%	13%
Adjusted profit before tax* (£m)	17.0	24.2	14.8
Profit before tax (£m)	8.2	15.9	8.4
Adjusted EPS* (pence)	12.7	20.0	12.2
Dividend (pence)	7.8	7.3	6.8
Net debt (£m)	38.4	28.6	15.7

Financial highlights

- Revenue up 18% compared with 2012
- Group like-for-like revenues* up 10%
- Proposed final dividend of 5.4p - total for year up 7% to 7.8p (2013: 7.3p)
- Cash flow from operations up 31% against 2012
- Banking facilities extended to 2019

Operational highlights

- Combined emerging markets and US revenues comprised 80% of Group revenue
- Good visitor growth across the portfolio of 6%
- Major events performed well
- Five strategic acquisitions in key geographical markets
- Two brand replications successfully launched with editions of AAITF and Zuchex held in Jakarta
- US medical business successfully repositioned for renewed growth

Current trading and outlook

- Good performances from major shows in January and February 2015
- Forward bookings for 2015, on a like-for-like basis, are currently over 10% ahead of those for 2014 (adjusted for biennials and acquisitions)
- Planned launch of 13 brand replications in 2015 in targeted geographies
- Outlook for the Group’s two largest exhibitions, Labelexpo Europe and the Dubai

Airshow, is very promising
- Outlook for 2015 increasingly positive

Douglas Emslie, Group Managing Director of Tarsus, commented:

"Our 'Quickening the Pace' growth strategy gained further traction in 2014. Visitor numbers were up by 6%, our major events performed well and we made good progress with our brand replication strategy to drive organic growth.

"The quality of our assets and the geographical positioning of our portfolio, targeted at faster-growing economies, is a key differentiator for the Group. In addition, our ability to offer our partners an entrepreneurial culture in which to further expand their business has enabled us to capture attractive strategic opportunities in 2014.

"Owing to the timing of our large exhibitions trading is heavily biased in favour of odd years. Forward bookings for the Group's major events in 2015 are strong across the board and the two largest exhibitions, Labelexpo Europe and the Dubai Airshow, are well ahead of their previous editions. Given the current global geopolitical environment we have been deliberately cautious in our budgeting for 2015 but are increasingly positive about our trading prospects."

For further information contact:

Tarsus Group plc:

Douglas Emslie, Group Managing Director Dan O'Brien, Group Finance Director	020 8846 2700
Neville Harris, Investor Relations	07909 976 044

The Company will be hosting a presentation to analysts at 11.00am today at the offices of Deloitte LLP, 2 New Street Square, EC4A 3BZ. A webcast of the presentation will be made available on Tarsus's website (www.tarsus.com) from 9.30 am on 5 March 2015.

Glossary *

Like-for-like revenue:
Constant exchange rates adjusted for biennial events, excluding acquisitions impacting for the first time in 2014, 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

The Group made further progress in delivering its "Quickening the Pace" strategy which is focused on accelerating financial returns to shareholders. This is being achieved through a combination of organic growth from the existing portfolio, geographical replications of major brands across faster growth economies and the identification of small strategic acquisitions in our selected geographies.

Tarsus made five strategic acquisitions in the year and these additions were aided by the attractiveness of the Group's entrepreneurial culture to the vendors of those businesses. The Group's size, flexibility and willingness to work with vendors to develop their businesses in partnership with Tarsus is becoming increasingly attractive to partners and helps accelerate the overall strategy.

The Group assesses its performance against three KPIs:

1. *Accelerating EPS growth*

Through targeting underlying growth at its exhibitions in growth markets, the Group aims to deliver enhanced financial returns to its shareholders. By proactively managing its portfolio of events, adjusted EPS grew (on a constant currency basis over the biennial cycle) 5% to 12.7p, against a 5-10% growth target.

2. *Increasing share of revenues from emerging markets and the US*

The Group has identified geographies (certain emerging markets and the US) which it believes provide higher potential for growth. For the year ended 31 December 2014 the Group recorded 80% of revenues from its emerging markets and US events, ahead of its 75% target.

3. *Driving visitor growth*

The Group aims to drive visitor attendance at its events and growth of 6% in 2014 compares favourably with the CEIR index (a key barometer of the US exhibition industry) where visitor attendance was up just 1.8% in 2014.

Financial results

The financial results were in line with Board's expectations. Group revenues for the full year were £60.6m (2013: £75.9m), up 18% on a biennial basis (2012: £51.5m). Like-for-like revenues, at constant exchange rates, increased by 10%. Revenues were 7% adversely impacted by foreign exchange in 2014.

Group adjusted profit before tax was £17.0m (2013: £24.2m), up 15% on a biennial basis (2012: £14.8m). Net interest expense of £1.7m (2013: £1.5m) reflected increased debt levels across 2014 as a result of acquisitions. Reported profit before tax was £8.2m (2013: £15.9m).

The adjusted tax charge of £2.5m (2013: £3.6m) represents 15% (2013: 15%) of the Group's adjusted profit before tax. The reported tax charge is £1.4m (2013: £2.7m). 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 12.7p (2013: 20.0p), 4% up on a biennial basis (2012:

12.2p). Basic earnings per share for 2014 were 5.0p (2013: 12.2p).

The Group generated £16.0m (2013: £24.5m) of cash from operations, an increase of 31% against 2012, the comparative biennial year (2012: £12.2m). The Group's net debt as at 31 December 2014 increased to £38.4m (2013: £28.6m).

The board is proposing a final dividend of 5.4p per share, bringing the total for the year to 7.8p per share (2013: 7.3p per share), up 7%.

The final dividend, subject to Shareholder approval, will be paid on 8 July 2015 to Shareholders on the Register of Members on 29 May 2015. A scrip dividend will continue to be offered as an alternative.

Corporate activity

Five strategic acquisitions were completed during the year.

In December 2013, the Group agreed to acquire 50% of China (Shenzhen) International Brand Underwear Fair ("SIUF"), which runs the leading Asian show for underwear. The acquisition completed in March 2014.

Early in 2014, the Group purchased 60% of Komatek, which runs Turkey's leading construction equipment event, thereby expanding the Group's existing construction portfolio into a dominant position in Ankara. The first event under Tarsus' ownership will take place in May 2015 and bookings tracking in-line with management expectations.

In March 2014, the Group purchased 100% of the assets of HealthScienceMedia Inc. in the US, which organises the Cardiometabolic Health Congress ("CMHC"). In November 2014, Tarsus bought 100% of the South Beach Symposium ("SBS"), a leading dermatology event based in Florida. Both of these acquisitions will further accelerate the development and repositioning of the medical business in the US.

In July 2014, the Group acquired 60% of 3D Printshow, which owns a portfolio of market leading annual events in London, Paris and New York. 3D Printshow is in a fast developing sector and has strong growth opportunities.

The Group also agreed to sell up to 18% of its French business to its French management, in line with a previously stated strategy to reduce its exposure to France.

Operating Review

Emerging Markets

(£m)	2014	2013	2012
Biennial revenue	4.3	21.1	4.2
Annual revenue	19.4	16.0	14.4
Total revenue	23.7	37.1	18.6
Adjusted profit before tax	7.3	14.0	5.4

Dubai

The two principal events in 2014 were GESS (education) and MEBA (business aviation). Both produced strong performances in terms visitor numbers and revenues. In 2015, the GESS brand is being extended with two replications in Mexico and Indonesia, while MEBA is launching the first ever business aviation event into Morocco.

Turkey

This portfolio of events performed well. The larger shows, Zuchex, Ideal Home, The Flower Show and Sign, again recorded strong performances. Zuchex (housewares and gifts) was launched into Jakarta in November 2014 attracting over 150 exhibitors.

Looking ahead, 2015 will feature the first edition under Tarsus' ownership of Komatek (construction) as well as the next biennial edition of Asansor (lifts).

China

Hope, the Group's Central China operation has continued to perform well with revenues significantly ahead of 2013, led by its medical equipment events.

As previously announced, AAITF, held in February 2014, was behind the previous edition owing to protracted venue discussions. This event was moved to Shenzhen in January 2015 where it performed well. With an increasing focus on in-car electronics and vehicle customisation, forward bookings for 2016 are encouraging and a return to growth is expected. The brand was successfully launched into Indonesia in 2014. 2015 will see a further launch of the AAITF brand into Thailand.

The Group's presence in China was strengthened by the acquisition of 50% of SIUF, the leading Asian show for underwear. The first edition under Tarsus' ownership in May 2014 performed well.

Mexico

In Mexico, the Group established a 50% joint venture ("JV") with EJ Krause in late 2013, based initially around Expo Manufactura, the country's premier metalworking/manufacturing exhibition and Plastimagen (plastics). Both produced strong results in 2014 and the latest Expo Manufactura edition held in February 2015 also performed well.

This JV provides a foothold for Tarsus in Mexico and an opportunity to expand EJ Krause's brands into Tarsus' territories. This initiative began with Expo Comm being launched in Jakarta in November 2014. The JV plans to launch two further shows in 2015, replicating GESS and Industrial Print Expo (IPE) into Mexico.

Indonesia

The Group's infrastructure event showed good progress. Construction accounts for approximately 10% of Indonesian GDP representing a market in transition with strong growth potential. The Group has formed a JV with DMG Events to launch a "Big 5 Construct" building materials exhibition in Jakarta in May 2015. DMG Events currently organize similar events using this major brand in Dubai, Saudi Arabia, Kuwait and India.

In line with its “Quickening the Pace” strategy two replicated events were launched in Jakarta in 2014, AAITF in May and Zuchex in November - both events were well received by customers.

US

(£m)	**2014**	**2013**	**2012**
Biennial revenue	5.1	-	4.5
Annual revenue	19.5	18.7	18.1
Total revenue	24.6	18.7	22.6
Adjusted profit before tax	11.7	8.8	11.0

Medical

The Group’s established anti-aging events in Orlando (May) and Las Vegas (December) were both strong shows with record attendances in 2014.

Overall, 2014 was a year of transition for the medical business. Changes to its end markets, including the introduction of Obamacare, have created some uncertainty owing to a lack of visibility over reimbursements to doctors. The Group has embarked on its stated strategy of broadening its preventative medical education offering by moving into the mainstream medical market with the launch of the Metabolic Medical Institute ('MMI'). Tarsus made two strategic acquisitions addressing different areas of preventative medicine. In February 2014, CMHC (cardiology) was purchased and in November 2014 SBS (dermatology) was added.

The Group took the opportunity to reposition its educational offering with the assistance of highly regarded medical universities, such as George Washington. In 2015, Tarsus intends to launch new education products, leveraging the databases acquired with CMHC and SBS. In addition it will look to replicate CMHC events regionally within the US to drive organic growth.

Labelexpo

Labelexpo Americas, the Group's largest event in 2014, took place in September 2014 in Chicago and produced an excellent performance with revenues up by 13%, strong visitor attendance and record re-bookings for the 2016 event.

Offprice

Both Offprice events in Las Vegas during 2014 performed well with solid revenue growth. Importantly, given increased competition for exhibition space in Las Vegas, the Group extended its venue contract to 2019.

Europe

(£m)	2014	2013	2012
Biennial revenue	-	9.0	-
Annual revenue	12.3	11.1	10.3
Total revenue	12.3	20.1	10.3
Adjusted profit before tax	1.2	4.8	1.1

France

Trading in the Group's French business ended the year in line with Board expectations. In January 2014 agreement was reached to sell up to 18% of the French business for €1.5m to its French management. This is in line with the Group's strategy of reducing its exposure in France.

UK

The Group purchased the 3D Printshow in July 2014 giving exposure to a rapidly transitioning market which has synergies with Tarsus' existing business. The events in London and Paris were very successful and the business has in place an aggressive launch plan for 2015 which will see the addition of four new events worldwide.

Outlook

Trading for the first two months of 2015 has been strong. AAITF performed well in its new venue in Shenzhen and we are very encouraged by the move. Offprice produced another good show and Expo Manufactura performed well. In Dubai, AIME, MRO and GESS were succesful. In addition, we are beginning to see some early benefit from the broadening of our position into the mainstream medical market.

Forward bookings for the Group's major events in 2015 are strong and the two largest exhibitions, Labelexpo Europe and the Dubai Airshow, are well ahead of their previous editions. Across the portfolio, bookings are tracking 10%+ ahead on a like-for-like basis.

Tarsus' revenues are very heavily US dollar orientated and we are currently benefiting from its strength. This current strength, if maintained, will be beneficial to the Group's reported results for 2015.

Given the current global geopolitical environment we have been deliberately cautious in our budgeting for 2015 but are increasingly positive about our trading prospects.

Neville Buch, Chairman
Douglas Emslie, Group Managing Director

4 March 2015

Financing

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 2014 approximately 49% of revenues were generated in US Dollars, 16% in Euros, 13% in Turkish Lira, 7% in Sterling and 11% 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 2014 were:

- US$: 1.61 - a weakening against Sterling of 2% compared with 2013
- Euro: 1.24 - a weakening against Sterling of 5% compared with 2013
- Turkish Lira: 3.53 - a weakening against Sterling of 16% compared with 2013

2015 budgeted exchange rates are US$: 1.60, Euro: 1.25 and Turkish Lira: 3.60.

Cash flows

Tarsus continues to generate strong cash flows from its operations. The larger events in the Group’s portfolio 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 a decrease in working capital (excluding cash) in even years, including 2014, which do not include the Group’s two largest events. This occurs as deferred income relating to these events builds up in the Statement of Financial Position ahead of the events in the following year.

During 2014, the Group generated £16.0m of cash from operations (2013: £24.5m; 2012: £12.2m).

The key non-operating cash flows in 2014 included:

- Dividends paid of £7.0m
- Deferred consideration payments totaling £5.1m
- Tax and interest paid totaling £3.4m
- Acquisition of SIUF, 3D Print, Komatek, Cardio and SBS £17.9m
- Net proceeds from issue of shares £9.6m
- Proceeds from agreement to part dispose of France £0.8m

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.

In July 2014 Tarsus' external bank debt facility of £60m was extended to remain in place until September 2019. At 31 December 2014 93% 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 £38.4m at 31 December 2014 (31 December 2013: £28.6m).

Net assets

As at 31 December 2014, the Group had net assets of £37.5m (31 December 2013: £40.2m).

Intangible assets

Intangible assets comprise goodwill, trademarks and customer lists. The carrying value of intangible assets at 31 December 2014 was £126.8m (31 December 2013: £98.0m).

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 2014 is deferred income of £28.5m (2013: £18.4m; 2012: £25.3m). Prepaid event costs of £3.7m (2013: £2.8m; 2012: £2.5m) are included in Trade and other receivables.

Dan O'Brien
Group Finance Director
4 March 2015

CONSOLIDATED INCOME STATEMENT

	Note	Year to 31 December 2014	Year to 31 December 2013
		£000	£000
Group revenue	2	60,568	75,861
Operating costs excluding exceptional items		(46,508)	(54,175)
Impairment loss		-	(3,947)
Exceptional operating (costs) / income		(3,014)	76
Total operating costs		(49,522)	(58,046)
Share of profit of Joint Ventures		698	1,266
Group operating profit		11,744	19,081
Net finance costs		(3,569)	(3,181)
Profit before taxation		8,175	15,900
Taxation expense	4	(1,422)	(2,674)
Profit for the financial year		6,753	13,226
Profit for the financial year attributable to equity shareholders of the parent company		4,989	11,582
Profit for the financial year attributable to non-controlling interests		1,764	1,644
		6,753	13,226

	Note	Year to 31 December 2014	Year to 31 December 2013
Earnings per share (pence)	6		
- basic		5.0	12.2
- diluted		5.0	12.1
		£000	£000
Dividends	5		
Equity - ordinary			
Final 2013 dividend paid		4,996	4,377
Interim 2014 dividend paid		2,179	2,050
Minority dividend paid		1,224	550
		8,399	6,977

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year to 31 December 2014	Year to 31 December 2013
	£000	£000
Profit for the financial year	6,753	13,226
Cash flow hedge reserve - movement in fair value	(910)	512
Foreign exchange translation differences	1,977	(7,975)
Other comprehensive income/(expense)	1,067	(7,463)
Total comprehensive income for the year	7,820	5,763
Attributable to:		
Equity shareholders of the parent company	6,056	4,119
Non-controlling interests	1,764	1,644
Total comprehensive income for the year	7,820	5,763

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	Note	As at 31 December 2014	As at 31 December 2013
		£000	£000
NON-CURRENT ASSETS			
Property, plant and equipment		1,278	1,239
Intangible assets		126,756	97,967
Investment in Joint Ventures		15,924	15,432
Other investments		1	1
Deferred tax assets		5,006	2,703
		148,965	117,342
CURRENT ASSETS			
Trade and other receivables		32,178	25,030
Cash and cash equivalents	7	12,347	12,142
		44,525	37,172
CURRENT LIABILITIES			
Trade and other payables		(28,661)	(26,336)
Deferred income		(28,519)	(18,384)
Provisions		(130)	(73)
Liabilities for current tax		(3,689)	(3,964)
		(60,999)	(48,757)
NET CURRENT LIABILITIES		(16,474)	(11,585)
TOTAL ASSETS LESS CURRENT LIABILITIES		132,491	105,757
NON-CURRENT LIABILITIES			
Other payables		(35,953)	(19,286)
Deferred tax liabilities		(8,048)	(4,449)
Interest bearing loans and borrowings	7	(50,957)	(41,800)
		(94,958)	(65,535)
NET ASSETS		37,533	40,222
EQUITY			
Share capital		5,060	4,797
Share premium account		47,424	37,689
Other reserves		(13,794)	(14,862)
Retained (loss)/earnings		(6,601)	8,767
Issued capital and reserves attributable to equity shareholders of the parent		32,089	36,391
NON-CONTROLLING INTERESTS		5,444	3,831
TOTAL EQUITY		37,533	40,222

CONSOLIDATED STATEMENT OF CASH FLOWS

	Note	Year to 31 December 2014	Year to 31 December 2013
		£000	£000
Cash flows from operating activities			
Profit for the year		6,753	13,226
Adjustments for:			
Depreciation		535	613
Amortisation & Impairment		4,504	7,630
Other gains		(1,669)	(2,823)
(Loss)/profit on disposal of tangible assets		(24)	4
Share option charge		1,180	1,041
Taxation charge		1,422	2,674
Interest payable		3,569	3,181
Share of joint venture profits		(698)	(1,266)
Dividend received from joint venture company		-	775
Operating cash flow before changes in working capital		15,572	25,055
Increase in trade and other receivables		(6,799)	(755)
Increase in trade and other payables		7,146	83
Increase in provisions		85	102
Cash generated from operations		16,004	24,485
Interest paid		(1,760)	(1,393)
Income taxes paid		(1,682)	(3,371)
Net cash from operating activities		12,562	19,721
Cash flows from investing activities			
Proceeds from sale of tangible fixed assets		39	30
Acquisition of property, plant & equipment		(645)	(261)
Acquisition of intangible fixed assets		(1,120)	(801)
Acquisition of subsidiaries - cash paid		(16,757)	(2,698)
Acquisition of joint venture - cash paid		-	(2,812)
Proceeds on entering forward contract		833	-
Acquisition of subsidiaries - cash acquired		152	4
Deferred and contingent consideration paid		(5,083)	(18,829)
Net cash outflow from investing activities		(22,581)	(25,367)
Cash flows from financing activities			
Drawdown of borrowings		9,157	15,263
Bank facility fees		(330)	(176)
Proceeds from the issue of share capital		10,000	-
Cost of share issue		(388)	(76)
Dividends paid to shareholders in parent company		(6,975)	(6,279)
Dividends paid to non-controlling interests in subsidiaries		(1,224)	(550)
Net cash inflow from financing activities		10,240	8,182
Net increase in cash and cash equivalents		221	2,536
Opening cash and cash equivalents		12,142	10,255
Foreign exchange movements		(16)	(649)
Closing cash and cash equivalents	7	12,347	12,142

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

	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
As at 1 January 2014	4,797	37,689	6,013	(443)	92	(20,523)	8,766	3,831	**40,222**
Recognised foreign exchange losses for the period	-	-	-	-	-	1,977	-	-	**1,977**
Profit for the period:	-	-	-	-	-	-	-	-	**-**
– Attributable to equity shareholders	-	-	-	-	-	-	4,989	-	**4,989**
– Attributable to non-controlling interests	-	-	-	-	-	-	-	1,764	**1,764**
Cash flow hedge reserve	-	-	-	-	(910)	-	-	-	**(910)**
Total comprehensive income (expense) for the period	-	-	-	-	(910)	1,977	4,989	1,764	**7,820**
Scrip dividend	5	195	-	-	-	-	-	-	**200**
New share capital subscribed	258	9,927	-	-	-	-	-	-	**10,185**
Cost of shares issued	-	(387)	-	-	-	-	-	-	**(387)**
Share option charge	-	-	-	-	-	-	1,180	-	**1,180**
Movement in reserves relating to deferred tax	-	-	-	-	-	-	(208)	-	**(208)**
Other movements in reserves	-	-	-	-	-	-	(1,917)	-	**(1,917)**
Dividend paid	-	-	-	-	-	-	(7,175)	-	**(7,175)**
Dividend paid to non-controlling interests	-	-	-	-	-	-	-	(1,224)	**(1,224)**
Written Put/Call options over non-controlling interests	-	-	-	-	-	-	(12,236)	-	**(12,236)**
Non-controlling interests arising on acquisition	-	-	-	-	-	-	-	1,073	**1,073**
Net change in shareholders' funds	263	9,735	-	-	(910)	1,977	(15,367)	1,613	**(2,689)**
As at 31 December 2014	**5,060**	**47,424**	**6,013**	**(443)**	**(818)**	**(18,546)**	**(6,601)**	**5,444**	**37,533**

	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 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)
Profit for the period:	-	-	-	-	-	-	-	-	-
– Attributable to equity shareholders	-	-	-	-	-	-	11,582	-	11,582
– Attributable to non-controlling interests	-	-	-	-	-	-	-	1,644	1,644
Cash flow hedge	-	-	-	-	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 arising on acquisition	-	-	-	-	-	-	(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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PREPARATION

The results for the year ended 31 December 2014 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 2013 and to be adopted for the financial year ended 31 December 2015. 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 2014 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 2014 or 2013 but is derived from those accounts. Statutory accounts for 2013 have been delivered to the Jersey Financial Services Commission Companies Registry. Those for the year ended 31 December 2014 will be delivered following the Company's Annual General Meeting on 22 June 2015.

This financial information has been extracted from the Group's Annual Report and Accounts for the year ended 31 December 2014. 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 2014 Annual Report and Accounts in March 2015.

2. SEGMENTAL ANALYSIS

As at 31 December 2014, 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 2014				
Revenue by sector	**Emerging Markets £000**	**USA £000**	**Europe £000**	**Central Costs £000**	**Group £000**
Group revenue	23,736	24,557	12,275	-	60,568
Profit/(loss) from operating activities	7,323	11,694	1,234	(8,507)	11,744
Net financing costs	-	-	-	(3,569)	(3,569)
Profit/(loss) before taxation	7,323	11,694	1,234	(12,076)	8,175
Exceptional debits	-	-	-	2,088	2,088
Share option charge	-	-	-	1,180	1,180
Share of Joint Venture tax	-	-	-	412	412
Amortisation charge	-	-	-	3,213	3,213
Unwinding of discount	-	-	-	1,884	1,884
Adjusted profit/(loss) before tax	7,323	11,694	1,234	(3,299)	16,952
Segment non-current assets	70,468	55,237	18,254	-	143,959
Segment current assets	21,462	10,112	12,951	-	44,525
	91,930	65,349	31,205	-	188,484
Deferred tax assets					5,006
Total assets					193,490
Segment liabilities	(51,962)	(16,804)	(75,454)	-	(144,220)
Liabilities for current tax					(3,689)
Deferred tax liabilities					(8,048)
Total liabilities					(155,957)

	31 December 2013				
	Emerging			Central	
	Markets	USA	Europe	Costs	Group
Revenue by sector	£000	£000	£000	£000	£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 costs	-	-	-	(1,117)	(1,117)
Share option charge	-	-	-	1,041	1,041
Amortisation charge	-	-	-	2,710	2,710
Impairment of tangibles	-	-	-	3,947	3,947
Unwinding of discount	-	-	-	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)	(57,534)	-	(105,878)
Liabilities for current tax					(3,964)
Deferred tax liabilities					(4,449)
Total liabilities					(114,291)

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, tax on joint venture profits and adjustments to contingent consideration.

	2014	**2013**
	£000	**£000**
Profit before taxation	8,175	15,900
Add back:		
Exceptional debit/(credit)	2,088	(1,117)
Share option charge	1,180	1,041
Amortisation charge (excluding amounts charged to costs of sale)	3,213	2,710
Impairment of intangible assets	-	3,947
Tax on Joint Venture profits	412	-
Unwinding of discount	1,884	1,691
Adjusted profit before tax	16,952	24,172
Tax thereon	(2,546)	(3,618)
Adjusted profit after tax	14,406	20,554

In 2014, debits include exceptional one-off costs of £1.3 million resulting from acquisitions or potential acquisitions, £0.3 million of one-off joint venture costs, and £0.7 million from bank refinancing. A £0.2 million credit was booked against the carrying value of put/call option liabilities.

4. INCOME TAX EXPENSE

	2014 £000	2013 £000
Corporation tax:		
Overseas tax on profits for the period	2,736	3,839
Adjustments to overseas corporation tax in respect of previous periods	(628)	(575)
Current tax charge for the period	2,108	3,264
Deferred tax:		
Origination and reversal of timing differences	215	(556)
Adjustment in respect of previous periods (tax losses recognised)	-	-
Adjustments in respect of previous periods (timing difference recognised)	(901)	(34)
Total deferred tax	(686)	(590)
Tax charge for the year	1,422	2,674

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

	2014 £000	2013 £000
Profit before taxation	8,175	15,900
Tax on profit on ordinary activities at 25% (2013 - 25%)	2,044	3,975
Effects of:		
Net expenses not deductible	2,808	1,185
Current period losses unrecognised	-	291
Recognition of previously unrecognised losses	(104)	-
Tax effect of results in associates	(175)	(317)
Utilisation of brought forward losses unrecognised	(80)	(73)
Effect of tax rates in overseas jurisdictions	(667)	(1,948)
(Over)/under provision in respect of prior periods	(1,529)	(608)
Current period (credit)/charge for current and historic exposures	(875)	169
Tax on profit on ordinary activities	1,422	2,674

	2014 £000	2013 £000
Current tax on exercised employee share options	557	88
Deferred tax on losses and prepaid expenses	(23)	-
Deferred tax on intangible assets	(292)	160
Deferred tax on unexercised employee share options	(450)	441
Total tax recognised in equity	(208)	689

5. DIVIDENDS

	2014 £000	2013 £000
Dividend paid in cash or scrip		
2013/2012 interim dividend (2.3p / 2.2p per share)	2,179	2,050
2013/2012 final dividend (5.0p / 4.6p per share)	4,996	4,377
	7,175	6,427
Dividend paid and proposed post year end		
2014/2013 interim dividend paid (2.4p / 2.3p per share)	2,416	2,179
2014/2013 final dividend proposed (5.4p / 5.0p per share)	5,494	4,989
	7,910	7,168

An interim dividend of 2.4p per share (2013: 2.3p) was paid on 15 January 2015 to shareholders on the Register of Members of the Company as at 5 December 2014.

The directors announced the proposed final dividend for 2014, of 5.4p per share, on 4 March 2015. Subject to approval at the Annual General Meeting on 22 June 2015, the proposed date of payment is 8 July 2015 to Shareholders on the Register of Members as at 29 May 2015.

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

	2014 Pence	2013 Pence
Basic earnings per share	5.0	12.2
Diluted earnings per share	5.0	12.1
Adjusted earnings per share	12.7	20.0
Adjusted diluted earnings per share	12.6	19.7

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):

	2014 Number	2013 Number
Weighted average number of ordinary shares	99,643,016	94,636,411
Dilutive effect of share options	540,814	1,238,069
Weighted average number of ordinary shares (diluted)	100,183,830	95,874,480

Dilutive and anti-dilutive share options were determined using the average closing price for the period. The average share price used was 212.68 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. OVERDRAFTS AND OTHER INTEREST-BEARING LOANS AND BORROWINGS

	2014	2013
	£000	£000
Less than one year		
Bank loans	-	-
One to two years		
Bank loans	-	-
Two to five years		
Bank loans	50,957	41,800
Total financial liabilities	50,957	41,800
Cash balances	(12,347)	(12,142)
Net financial liabilities and cash balances	38,610	29,658
Capitalised bank fees	(1,018)	(937)
Fair value of interest rate swaps	818	(92)
Net debt	38,410	28,629

The bank loans are secured by a fixed and floating charge over the undertakings and property of certain subsidiaries. The parent and subsidiaries also act as guarantors for the loans.

	2014	2013
	£000	£000
Current liabilities		
Secured bank loans	-	-
Non-current liabilities		
Secured bank loans	50,957	41,800
Total financial liabilities	50,957	41,800

8. ACQUISITION OF SUBSIDIARY

i) On 7 February 2014, the Group acquired 100% of the trade and assets of Cardiometabolic Health Congress ("CMHC"), 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:

	Book Value £000	Adjustments £000	Fair value £000
Property, plant and equipment	-	-	-
Other intangibles	-	2,772	2,772
Trade and other receivables	-	-	-
Cash and cash equivalents	-	-	-
Trade and other payables	(247)	(150)	(397)
Deferred tax liability	-	(186)	(186)
	(247)	2,436	2,189
Net assets acquired			2,189
Goodwill arising on acquisition			5,868
			8,057
Consideration paid and costs incurred:			
Satisfied in cash			6,942
Contingent consideration (less than one year)			1,115
Contingent consideration (over one year)			-
Total consideration incurred			8,057
Consideration paid in cash			6,942
Cash acquired			-
Total net cash outflow			6,942

The values used in the 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. Since the release of the Interim Financial Statements the Group has reviewed the values used in accounting for the intangible assets, goodwill and liabilities related to the acquisition. The change in the acquisition accounting estimates has changed due to more accurate forecasts on the performance of CMHC, and are therefore measurement period adjustments.

From the date of acquisition to 31 December 2014, the acquisition has contributed £2.6m of revenue to the Group.

Goodwill of £5.9 million, recognised on this acquisition, relates to certain assets that cannot be separated and reliably measured. These items include sector knowledge, relationships of key staff members with customers, customer loyalty and the anticipated future profitability that the Group can bring to the business acquired. Consistent with other media companies, goodwill makes up a large percentage of the fair value of the acquisition.

The Group incurred transaction costs of £48,000 in respect of the acquisition, which were expensed.

ii) On 5 February 2014, the Group acquired 60% of the share capital of Sada Uzmanhk Fuarlari A.S. ("Sada"), 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:

	Book Value	Adjustments	Fair value
	£000	£000	£000
Property, plant and equipment	3	-	3
Other intangibles	-	560	560
Trade and other receivables	70	-	70
Cash and cash equivalents	74	-	74
Trade and other payables	(44)	-	(44)
Deferred tax asset	-	-	-
Deferred tax liability	-	(112)	(112)
	103	448	551
Non-controlling interest (40%)			(220)
Net assets acquired			331
Goodwill arising on acquisition			1,351
			1,682
Consideration paid and costs incurred:			
Satisfied in cash			1,407
Stamp duty paid			81
Contingent consideration (less than one year)			-
Contingent consideration (over one year)			194
Total consideration incurred			1,682
Consideration paid in cash			1,407
Cash acquired			(74)
Total net cash outflow			1,333

Tarsus and the vendor hold put/call options over the remaining 40% of the shares of the business, exercisable from now until 2019 and enforceable by either party, with consideration payable based on a multiple of annualised EBIT in the relevant year. The Group has recognised a liability for this in accordance with IAS 32, "Financial Instruments", with a corresponding debit in equity. The non-controlling interest is measured at their proportionate share of the fair value of net assets.

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 performance of the exhibition occurring in 2015 and 2017.

From the date of acquisition to 31 December 2014, the acquisition has contributed £nil of revenue to the Group, as the event did not occur in 2014.

Goodwill of £1.4 million, recognised on this acquisition, relates to certain assets that cannot be separated and reliably measured. These items include sector knowledge, relationships of key staff members with customers, customer loyalty and the anticipated future profitability that the Group can bring to the business acquired. Consistent with other media companies, goodwill makes up a large percentage of the fair value of the acquisition.

The Group incurred transaction costs of £25,000 in respect of the acquisition, which were expensed.

iii) On 18 March 2014, the Group acquired 50% of the share capital of Shenzhen Shengshi Jiuzhou Exhibition Co. Ltd ("SIUF"), 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:

	Book Value £000	Adjustments £000	Fair value £000
Property, plant and equipment	-	-	-
Other intangibles	-	1,099	1,099
Trade and other receivables	566	(174)	392
Cash and cash equivalents	122	-	122
Trade and other payables	(505)	-	(505)
Deferred tax asset	-	-	-
Deferred tax liability	-	(275)	(275)
	183	650	833
Non-controlling interest (50%)			(444)
Net assets acquired			389
Goodwill arising on acquisition			6,171
			6,560
Consideration paid and costs incurred:			
Satisfied in cash			3,857
Contingent consideration (less than one year)			29
Contingent consideration (over one year)			2,674
Total consideration incurred			6,560
Consideration paid in cash			3,857
Cash acquired			(122)
Total net cash outflow			3,735

The values used in the 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 net assets. Since the release of the Interim Financial Statement the Group has reviewed the values used in accounting for the intangible assets, goodwill and liabilities related to the acquisition. The change in the acquisition accounting estimates has changed due to more accurate forecasts on the performance of SIUF, and are therefore measurement period adjustments.

Tarsus holds enforceable put/call options over a further 20% of the shares of the business, exercisable until May 2015, with consideration payables based on a multiple of EBIT in the relevant year. Tarsus and the vendors hold put/call options over this 20%, if not already exercised by Tarsus, from the lapse date above for a further 12 months. Tarsus and the vendor hold a final put/call option for 30% of the shares of the business, exercisable until 2022. Each option has consideration payables based on a multiple of EBIT in the relevant year. The Group has recognised a liability for this in accordance with IAS 32, "Financial Instruments", with a corresponding debit in equity. The non-controlling interest is measured at their proportionate share of the fair value of net assets.

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 performance of the exhibitions occurring in 2015.

From the date of acquisition to 31 December 2014, the acquisition has contributed £2.6 million of revenue to the Group.

Goodwill of £6.2 million, recognised on this acquisition, relates to certain assets that cannot be separated and reliably measured. These items include sector knowledge, relationships of key staff members with customers, customer loyalty and the anticipated future profitability that the Group can bring to the business acquired. Consistent with other media companies, goodwill makes up a large percentage of the fair value of the acquisition.

The Group incurred transaction costs of £56,000 in respect of the acquisition.

iv) On 30 July 2014, the Group acquired 60% of the share capital of 3D Print Limited ("3D Print"), 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:

	Book Value £000	Adjustments £000	Fair value £000
Property, plant and equipment	45	-	45
Other intangibles	-	1,695	1,695
Trade and other receivables	293	-	293
Cash and cash equivalents	(49)	-	(49)
Trade and other payables	(619)	-	(619)
Deferred tax asset	-	-	-
Deferred tax liability	-	(339)	(339)
	(330)	1,356	1,026
Non-controlling interest (40%)			(410)
Net assets acquired			616
Goodwill arising on acquisition			1,829
			2,445
Consideration paid and costs incurred:			
Satisfied in cash			520
Contingent consideration (less than one year)			570
Contingent consideration (over one year)			1,355
Total consideration incurred			2,445
Consideration paid in cash			520
Cash acquired			(49)
Total net cash outflow			471

Tarsus and the vendor hold put/call options over the remaining 40% of the shares of the business, exercisable from now until 2017 by consent of both parties or from 2017 to 2020, enforceable by either party, with consideration payables based on a multiple of annualised EBIT in the relevant year. The Group has recognised a liability for this in accordance with IAS 32, "Financial Instruments", with a corresponding debit in equity. The non-controlling interest is measured at their proportionate share of the fair value of net assets.

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 performance of the exhibitions occurring in 2015 and 2016.

From the date of acquisition to 31 December 2014, the acquisition has contributed £0.6 million of revenue to the Group.

Goodwill of £1.8 million, recognised on this acquisition, relates to certain assets that cannot be separated and reliably measured. These items include sector knowledge, relationships of key staff members with customers, customer loyalty and the anticipated future profitability that the Group can bring to the business acquired. Consistent with other media companies, goodwill makes up a large percentage of the fair value of the acquisition.

The Group incurred transaction costs of £4,000 in respect of the acquisition.

v) On 10 November 2014, the Group acquired 100% of the trade and assets of South Beach Symposium ("SBS"), 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:

	Book Value £000	Adjustments £000	Fair value £000
Property, plant and equipment	-	-	-
Other intangibles	-	1,857	1,857
Trade and other receivables	-	-	-
Cash and cash equivalents	-	-	-
Trade and other payables	(109)	-	(109)
Deferred tax asset	-	-	-
Deferred tax liability	-	(141)	(141)
	(109)	1,716	1,607
Net assets acquired			1,607
Goodwill arising on acquisition			4,851
			6,458
Consideration paid and costs incurred:			
Satisfied in cash			3,388
Contingent consideration (less than one year)			321
Contingent consideration (over one year)			2,749
Total consideration incurred			6,458
Consideration paid in cash			3,388
Cash acquired			-
Total net cash outflow			3,388

From the date of acquisition to 31 December 2014, the acquisition has contributed £nil of revenue to the Group, since no event has taken place since acquisition.

Goodwill of £4.9 million, recognised on this acquisition, relates to certain assets that cannot be separated and reliably measured. These items include sector knowledge, relationships of key staff members with customers, customer loyalty and the anticipated future profitability that the Group can bring to the business acquired. Consistent with other media companies, goodwill makes up a large percentage of the fair value of the acquisition.

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 performance of the online revenues occurring in 2018.

The Group incurred transaction costs of £38,000 in respect of the acquisition.

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 principal 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 2013 and to be adopted for the financial year ended 31 December 2014, 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
David Gilberston	Non-executive Director
Tim Haywood	Non-executive Director
Robert Ware	Non-executive Director

The Annual General Meeting will be held at the Writers Room, Radisson BLU Hotel Dublin Airport, Dublin, Ireland on 22 June 2015 at 11.00am.

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