Tarsus Group plc

8 March 2010

Annual Results for the Year Ended 31 December 2009

Increasing Emerging Markets Exposure Drives Record Results

Tarsus Group plc ("Tarsus" or "the Group"), the international business-to-business media group is pleased to announce record results for the year ended 31 December 2009.

During the year the Group has continued to implement its strategy of increasing its focus on its Emerging Markets division. These operations contributed approximately 33% of Group revenues in 2009 with management looking to increase this proportion to around 50% by 2013 ("Project 50/13").

Financial Highlights

- Revenue up 35% to £57.5m (up 25% on 2007).
- Adjusted profit before tax up 36% to £14.6m (up 12% on 2007).
- Like-for-like revenues up 1% - ahead of peer group.
- Net debt reduced by 10% to £30.7m - better than expectations.
- Proposed final dividend of 4p making a total of 6p for the year (up 20% on 2007) - nearly three times covered by adjusted earnings per share.

Operational Highlights

- Emerging Markets division continued to grow strongly and constituted a third of Group revenues in 2009.
- Visitor numbers increased across the portfolio by 7%, substantially ahead of industry trends.
- The Dubai Airshow, the Group's largest event, grew revenues by 19%, with attendance up 18%.
- Labelexpo Europe and Asia (China) both produced record results.
- New Food and Drink exhibition launched in India.
- New growth plan launched - "Project 50/13" - to accelerate emerging market scale.

Outlook

- Forward bookings represent approximately 49% of anticipated full year revenues (2008: 48%).
- Good brand progress – well placed for economic recovery.

Financial Results

	2009	2008	2007	2009/2007 (%)
Revenue (£m)	57.5	42.5	46.0	25
Like-for-like revenue growth	+1%	+9%	+17%	n/a
Adjusted profit before tax (£m)	14.6	10.7	13.0	12
Adjusted EPS	17.4p	13.1p	16.6p	5
Dividend	6.0p	6.0p	5.0p	20
Operating Cash Flow (£m)	10.1	17.0	8.2	23

IFRS Results

	2009	2008	2007	2009/2007 (%)
Profit before tax and after exceptional items (£m)	6.8	5.7	11.9	(43)
Basic EPS	6.3p	5.7p	15.2p	(59)

Neville Buch, Chairman of Tarsus, commented:

"During the last few years the Group's management has been focused on developing a portfolio of large, high quality, market leading events, diverse by both industry and geography, with an increasing focus on emerging markets, in order to ensure that Tarsus is resilient throughout the economic cycle.

The success of this strategy and strength of the portfolio is illustrated not only by this very strong set of financial results, but also by the significant increase in visitor numbers that has been generated across the portfolio. This performance is against the trend for the industry and against a backdrop of a weak economic environment. Nearly all the events in our portfolio are now located outside the UK, with plans for the Emerging Markets division to increase to around 50% of Group revenues by 2013.

Whilst no country is immune to the economic climate, emerging markets are expected to exhibit much higher growth than the developed economies of the world. Our strategy, combined with our experienced management team and an ongoing focus on tight cost control, will ensure that the Group remains resilient in the short term and well positioned for the economic recovery which we are beginning to experience in our US division.

Encouragingly, forward bookings for 2010 remain strong, standing at 49% of anticipated full year revenues compared with 48% for 2008 (as adjusted for biennial events)."

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The Company will be hosting a presentation to analysts at 12.30pm today at the offices of Investec, 2 Gresham Street, London EC2V 7QP. A webcast of the presentation will be made available on Tarsus's website (www.tarsus.com) from 9.30am tomorrow.

Chairman's and Managing Director's Statement

Overview

Tarsus's strategy has remained unchanged, with the Group focused on delivering high quality products and market leading events to its international customer base. In what has been a challenging economic environment the face-to-face B-2-B communications channel that is central to the exhibitions market has continued to take a larger share of corporate marketing spend. Buyers and sellers are able to develop real relationships, showcase and review the latest products, generate and track sales and the return on their capital and time invested.

Since its creation in 1998 Tarsus has pursued its strategy of developing a portfolio of market-leading events, with strong brand recognition, across Europe, the US and the Emerging Markets. These events now include Labelexpo, Off-Price, World Anti-Aging Congress, Heavent and one of our most recent and significant acquisitions, the Dubai Air Show.

In the last six years Tarsus' emerging markets exposure has increased significantly and the Group continues to increase its focus on its Emerging Markets division. These operations contributed approximately 33% of Group revenues in 2009 and management expects this proportion to increase to around 50% by 2013. Whilst no country is immune to the economic climate, this strategic decision leaves the Group well positioned to benefit from the higher growth rates that these markets are expected to exhibit compared to the developed economies of the world.

The announcement of our "Project 50/13" campaign moves the Group into the next stage of its development. This campaign builds upon the business infrastructure that has been developed within Tarsus to facilitate the continued development of the Group. Last week's announcement of the appointment of Gary Marshall to the Board as CEO for Asia will help accelerate our growth in that region. In addition, the second quarter of this year will see the relocation of certain management from the UK to the Middle East and the opening of offices in Hong Kong and Abu Dhabi.

The Group has evolved during the last ten years from a UK based exhibitions operator to a business that offers investors direct exposure to the significant growth in media and marketing that is forecast for the emerging markets.

Financial Results

We are pleased to report that 2009 was a record year for Tarsus.

Group revenues were strong, increasing 35% to £57.5m (2008: £42.5m); profit before tax after exceptional items was up 19% to £6.8m (2008: £5.7m); and adjusted profit before tax was up 36% to £14.6m (2008: £10.7m). Like-for-like revenue growth, excluding any currency movements, increased by 1%. Basic earnings per share were 6.3p (2008: 5.7p) and adjusted earnings per share were 17.4p (2008: 13.1p).

Considering the biennial nature of the Group's revenues, a like-for-like comparison of the 2009 results should be made with those from 2007. This illustrates a strong performance for Tarsus over the period. Group revenue increased by 25% from £46.0m in 2007 to £57.5m in 2009; adjusted profit before tax by 12% from £13.0m to £14.6m; and adjusted earnings per share up by 5% from 16.6p to 17.4p.

Tarsus now produces nearly all of its profits from outside the UK. Last year, the Group decided to change its domicile to be tax resident in the Republic of Ireland. This resulted in the Group's adjusted effective tax rate reducing from 20% to 17%.

The Group has incurred exceptional one-off costs in 2009 resulting from the integration of F&E (Dubai) offices into the main UK operation and the expected costs of a historical European tax dispute. These costs, which together totalled £1.8m, have been excluded from adjusted profits.

The Directors are proposing a final dividend of 4p per share, bringing the total for the year to 6p per share and covered approximately three times by adjusted earnings per share. The final dividend, which is subject to Shareholder approval, is proposed to be paid on 5 July 2010 to Shareholders on the Register of Members of the Company on 28 May 2010. A scrip dividend will continue to be offered as an alternative.

Debt

Management has continued its focus on cash generation, tight cost control and making selective investments in the portfolio to generate longer term growth, whilst ensuring that debt is reduced.

During the year the Group generated £10.1m (2008: £17.0m) of cash from continuing operations, an increase of 23% against 2007, the biennial comparative year. Net debt at 31 December 2009 was £30.7m, a reduction of £3.3m or 10% against 31 December 2008, better than expectations.

Operating Review

Geographical Analysis

A summary of the performance of each of our divisions during the period is as follows.

USA - has performed well, with a strong performance for Off-Price and MCII resilient, particularly the December event in Las Vegas.

Europe - whilst trading conditions for the smaller exhibitions in the French division remain challenging, Labelexpo Europe remains a flagship exhibition in the portfolio and produced its best results in 30 years.

Emerging Markets - Dubai and China produced another good performance with significant growth in revenues and attendance and a new Food & Drink exhibition was launched in India.

	Emerging Markets			**Europe**			**USA**		
(£m)	**2009**	**2008**	**2007**	**2009**	**2008**	**2007**	**2009**	**2008**	**2007**
Revenue	19.1	3.9	10.2	26.7	23.4	25.7	11.7	15.2	10.1
Adjusted profit before tax	5.5	-	2.2	6.2	5.1	8.4	5.5	8.2	4.2

Emerging Markets

Dubai

The second edition of the Dubai Airshow under our ownership took place in November and delivered revenues 19% ahead of the previous event in 2007. Attendance at this business-to-business exhibition, the Group's largest, was up an exceptional 18%. The event is becoming the leading exhibition in the industry and is well placed geographically in one of the key growth regions in the world. The outlook for the next edition is strong.

The Gulf Pack and Print exhibition recorded a strong performance, with revenues up 26% and attendance up 2%. Our educational exhibition, GESS, also had a successful second edition with strong revenue and visitor growth. We also successfully launched two new events in the year - MRO (aircraft maintenance, repair and overhaul) and the Dubai Label Summit.

Towards the end of the year, following the completion of the F&E acquisition earn-out period, Tarsus started integrating the business into the rest of the Group. This process is now substantially complete.

China

Our Chinese event portfolio continued to develop well in 2009. Our strategy of increased focus on emerging markets was validated by the outstanding performance of Labelexpo Asia, with revenues up 46% and attendance up 19%. In volume terms, from a standing start six years ago, Labelexpo Asia is now our seventh largest exhibition, illustrating the potential growth that can be generated from new launches in both this division and the wider region.

Our Chinese business, Hope, one of the largest independent exhibition organisers in the key Central China region, made good progress growing revenues 21% and acquiring three exhibitions and launching six new events in the year.

We are continuing to build and deepen our Chinese business and have now set up a subsidiary company - a wholly owned foreign enterprise (WOFE) - in Shanghai.

India

Tarsus launched its first food exhibition, International Food and Drink Exhibition, in New Delhi in December. The exhibition was a success and it is planned to hold it again in 2010.

Europe

Labelexpo Europe

Labelexpo Europe in September, the Group's second largest event, produced like-for-like revenue growth of 14%.

The event was the most successful in its 30 year history with exhibitor expectations being exceeded in terms of attendance and buying interest. Re-bookings have also exceeded internal expectations with an 80% rebook rate, thereby providing Tarsus with a high level of visibility for the 2011 event.

French Portfolio

The French exhibition market is the second largest in Europe, after Germany. Tarsus owns and manages a portfolio of exhibitions in five key sectors - IT, marketing, education, facilities management and clothing accessories. It also publishes a portfolio of related trade directories and websites.

Our French portfolio and other small products in Europe continued to find the economic environment difficult. The French business has performed broadly in line with our reduced expectations at the interim stage, with 2009 revenues declining 12% compared with 2008. However, the new management team appointed in 2009 has continued to take proactive action to address the key issues, implementing a number of new initiatives, with strong cost control reducing the impact of the revenue decline upon margins.

Whilst there are early signs of economic stabilisation, the Group continues to adopt a cautious stance for 2010 in this part of the portfolio.

United States

Off-Price

Tarsus has been the owner and organiser of exhibitions for the Off-Price (discount) clothing and accessories industries in Las Vegas since 1999.

Against a background of a severely depressed retail environment in the US, the February Off-Price show produced a credible performance, with strong attendee numbers and buying activity. Lower US Dollar revenues were more than compensated for by the weakness of Sterling resulting in strong growth in reported revenues.

The August 2009 Off-Price Show in Las Vegas also performed well. Sales improved strongly from the February show and were slightly up compared with the previous August edition. The February 2010 show was a major success with revenues up 20% on 2009.

Anti-Ageing & Preventative Medicine

Through the acquisition of 80% of MCII in 2006 Tarsus owns and manages global events in the field of anti-ageing and preventive medicine. These events comprise conferences, educational fellowships and exhibitions.

Against a difficult economic background our medical division saw total revenues fall 7% in 2009, primarily reflecting a change in the mix of revenue streams towards higher margin education and training streams. The ability of this division to generate revenues from a number of different streams provides an element of flexibility for the Group, enabling it to be responsive to the requirements of its customers and the prevailing economic environment.

Encouragingly, revenues for the Las Vegas event in December were unchanged on the 2008 edition.

Developments – 2010

As announced separately today, the Company has entered into a conditional agreement to acquire the outstanding 20% of the issued share capital of Medical Conferences International (MCI) that it does not already own, for a consideration of $10.75 million (£6.6 million). The consideration will be satisfied by the issue of 5,820,878 Tarsus ordinary shares to Dr Robert Goldman and Dr Ronald Klatz.

The acquisition of the remaining 20% of MCI provides Tarsus with an opportunity to secure 100% of the anticipated upside in this business, with the acquisition expected to be earnings enhancing in the current year.

Outlook

Within each two-year cycle, odd years are by far the larger in profit terms for the Group as they contain both Labelexpo Europe and the Dubai Airshow, replaced in even years by Labelexpo Americas.

Trading in the first quarter of the year has continued to reflect the trends seen in 2009, with the Group's large events performing extremely well and smaller products, in line with the rest of the industry, being impacted by difficult macro economic conditions. As the portfolio continues to evolve its focus towards larger events, the overall performance of the business and the returns for shareholders will increasingly reflect the ongoing success of these larger and more resilient exhibitions.

There were two significant events in the first quarter of 2010. The Off-Price Show in Las Vegas produced revenues considerably ahead of the equivalent event in 2009 and the Mod'amont fashion accessories exhibition in Paris which produced revenues behind last year albeit in-line with our expectations. The small Dubai exhibitions in the first quarter were of a similar size to their previous editions.

During the last few years the Group's management has been focused on developing a portfolio of events that is diverse by both industry and geography in order to ensure that Tarsus is resilient throughout the economic cycle. This strategy, combined with a focus on market-leading events with an increasing bias towards emerging markets, has been successful in generating strong results for our shareholder. The Group is well positioned for the economic recovery which we are beginning to experience in our US division.

Encouragingly, forward bookings for 2010 remain strong, standing at 49% of anticipated full year revenues compared with 48% for 2008 (as adjusted for biennial events).

Neville Buch	Douglas Emslie
Chairman	Group Managing Director
8 March 2010	8 March 2010

FINANCIAL REVIEW

TRADING RESULTS

An analysis of the Group's trading results is set out in the Chairman's and Managing Director's Statement.

The geographic composition of Tarsus's International event portfolio means that our revenues and profits are generated in a range of currencies, principally the US Dollar, the Euro and Sterling. In 2009 approximately 46% of our revenues were generated in US dollars, 30% in Euros, 20% in Sterling and 4% others. As a result, our Sterling translated trading results may be significantly affected by any changes to the prevailing exchange rates during the year. The average exchange rates applicable for 2009 were:

US$: £1.57 – a strengthening against Sterling of 11 % compared with 2008
Euro: £1.10 – a strengthening against Sterling of 12% compared with 2008

Our 2010 budgeted exchange rates are US$:£1.65 and Euro:£1.10.

Joint ventures

During the year Tarsus gained control of its joint venture, Hope, in China and now fully consolidates the results from this operation.

Interest expense

The Group's interest cost of £1.5m (2008: £1.8m) principally relates to the cost of servicing external bank debt and has fallen by 17% in 2009 reflecting both the reduction in net debt over the period and lower interest rates.

Profit before tax

Reported profit before tax was £6.8m (2008: £5.7m). Adjusted profit before tax was £14.6m (2008: £10.7m). Adjusted profits exclude one-off exceptional charges of £1.8m (2008: £2.4m) resulting from the integration of F&E (Dubai) offices into the main UK operation and expected costs of a historical European tax dispute.

Taxation

The reported tax charge is £1.9m (2008: £1.7m). The adjusted tax charge of £2.5m (2008: £2.1m) represents 17% (2008: 20%) of the Group's Adjusted profit before tax. This reflects that fact that Tarsus generates nearly all of its profits from outside of the UK, including markets with significantly lower tax rates. The reduction in the adjusted effective tax rate has been achieved as a result of the Group reorganisation announced in October 2008.

Earnings per share

The Group reported basic earnings per share in 2009 of 6.3p (2008: 5.7p) and adjusted earnings per share of 17.4p (2008: 13.1p). Diluted earnings per share were 6.3p (2008: 5.6p).

Dividends

The Director's have proposed a final dividend of 4.0p per share, maintaining the total for the year ended 31 December 2009 at 6.0p (2008: 6.0p).

FINANCING

Cash flows

Tarsus continues to generate strong cash flows from its operations. The larger events typically have a positive working capital cycle and our 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 the years, including 2009, which include the two largest events. This occurs as previously deferred income relating to these events is released from the balance sheet and recognised as income.

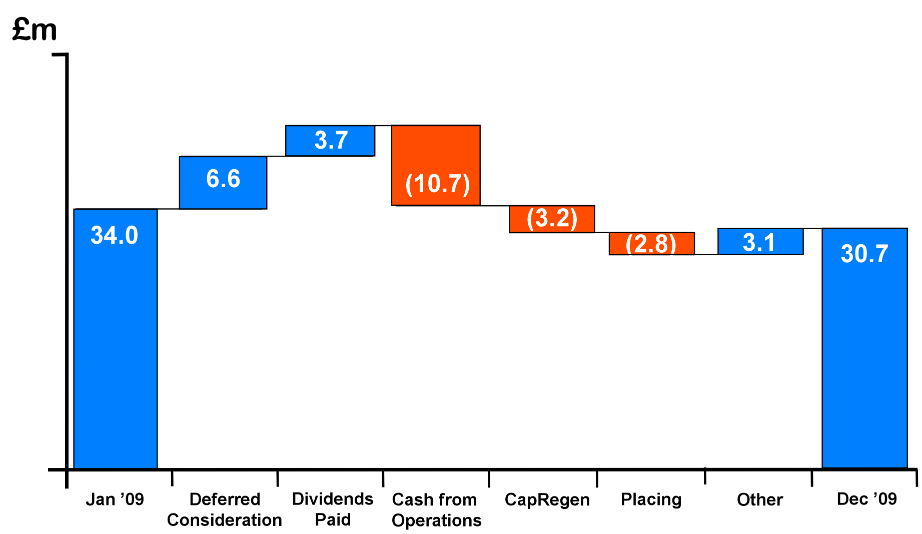
During 2009, the Group generated £10.1m of cash from operations (2008: £17.0m) an increase of 23% against 2007, the biennial comparative year.

The key non-operating cash flows in 2009 included:

- Net proceeds from Share Placing in July £2.8m
- Net cash acquired on the acquisition of CapRegen plc £3.2m
- Dividends paid of £3.7m
- Deferred consideration payments totalling £6.6m

Net debt

The Group's Net Debt reduced by £3.3m to £30.7m at 31 December 2009 (31 December 2008: £34.0m), including cash of £10.3m (2008: £7.7m).



Tarsus's external bank debt is denominated in US Dollars (typically 70%), Euros (typically 20%) and Sterling (typically 10%). Forward currency contracts have been put in place to hedge the balance sheet carrying value of the Group's foreign currency denominated debt. At 31 December 2009 90% of the Group's currency debt was specifically hedged in this way. The remainder is naturally hedged against trading cash deposits. The forward currency contracts mature at various dates between January 2010 and September 2011, to match the maturity dates of the banking facilities.

Capital

On 6 July 2009, the Group announced the successful placing of 3,076,923 new ordinary shares of 5 pence each, raising additional net cash of £2.8m. The purpose of this fundraising, in addition to providing additional financial flexibility was to facilitate future growth, principally in emerging markets. On 14 September 2009 the Group announced that it had agreed to invest additional capital into its Hubei Hope business to fund acquisitions and new launches in its key medical and industrial equipment sectors in central China.

Acquisitions

On 9 June 2009, the Group announced a recommended offer for the outstanding share capital of CapRegen plc that it did not already own, with the offer being declared unconditional following Court approval on 22 July 2009. The trading results of CapRegen plc are not material to the results of the Group and the net cash of £3.2m acquired on acquisition has been used to reduce group indebtedness.

Liquidity

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, borrowing facilities and requirements on both a historic and forward looking basis. The Group is cautious in its approach, applying appropriate sensitivities to both the quantum and timing of its projections.

The Group manages its liquidity using both operating cash deposits and external borrowing. In September 2008 the Group refinanced its external borrowing facilities and has in place multi-currency borrowing facilities with three independent banks with a Sterling equivalent value of £38.3 million (stated at 31 December 2009 exchange rates) maturing in September 2011.

Interest is charged on the Group's external borrowings based upon the relevant Libor of the currency of borrowing. The applicable margin added to Libor is dependent upon the ratio of Net Debt to EBITDA on a rolling twelve month basis and falls within the range 200 – 325 basis points.

STATEMENT OF FINANCIAL POSITION

	31 December 2009 £'m	31 December 2008 £'m
Non-current assets		
- Intangible assets	95.3	107.0
- Other non-current assets	3.0	5.8
	98.3	112.8
Current assets		
- Trade and other receivables	14.7	25.2
- Cash and cash equivalents	10.3	7.7
	25.0	32.9
Current liabilities		
- Trade and other payables	(21.0)	(29.4)
- Deferred income	(14.9)	(23.3)
- Other current liabilities	(14.9)	(8.8)
	(50.8)	(61.5)
Non current liabilities	(37.3)	(45.1)
Net assets	35.2	39.1

As at 31 December 2009 the Group had net assets of £35.2m (31 December 2008: £39.1m)

Intangible assets

Intangible assets comprise goodwill, trademarks and customer lists. The balance has reduced to £95.3m at 31 December 2009 as a result of foreign exchange retranslation and amortisation of trademarks and lists in accordance with Group accounting policy. The amortisation charge of £5.7m (2008: £2.3m) includes additional amounts in respect of the acquisition of CapRegen plc and the acceleration of amortisation of certain intangible assets within our portfolio.

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 Balance Sheet. Included in net current liabilities at 31 December 2009 is deferred income of £14.9m (2008: £23.3m). Prepaid event costs of £1.3m (2008: £2.9m) are included in debtors at 31 December 2009.

POST BALANCE SHEET EVENTS

On 8 March 2010 the Group announced that it had entered into a conditional agreement to acquire the remaining 20 per cent. of the issued share capital of MCI that it does not already own, for a consideration of US$10.75 million. The vendors of this shareholding are a related party under the UKLA Listing Rules and the transaction is therefore subject to shareholder approval which will be sought at a general meeting of shareholders. Consideration will take the form of Tarsus Group plc ordinary shares.

Ashley Milton
Group Finance Director
8 March 2010

GLOSSARY

Adjusted profit before tax:
Calculated using profit before tax adjusted for share option charges, amortisation charges, exceptional costs, tax on profit from joint ventures and excludes profit/loss on disposal of intangible assets.

Adjusted effective tax rate:
Calculated using the reported tax charge adjusted for the tax effect of share option charges, amortisation charges, exceptional costs and the profit/loss on disposal on intangible assets.

Adjusted EPS:
Calculated using profit after tax attributable to equity shareholders adjusted for share option charges, amortisation charges, exceptional costs and excludes profit/loss on disposal of intangible assets.

Like-for-like revenue:
Calculated at constant exchange rates adjusted for biennial events, excluding acquisitions impacting for the first time in 2009, disposals and non-recurring products and items.

CONSOLIDATED INCOME STATEMENT

	Notes	Year to 31 December 2009 £000	Year to 31 December 2008 £000
Group revenue	2	57,491	42,508
Operating costs excluding exceptional items		(47,448)	(32,915)
Exceptional operating costs		(1,863)	(2,410)
Total operating costs		(49,311)	(35,325)
Group operating profit		8,180	7,183
Share of profit from joint ventures (post tax)		90	247
Interest receivable		1	4
Interest payable and other financial expenses		(1,475)	(1,752)
Profit before taxation	3	6,796	5,682
Income taxation expense	4	(1,897)	(1,687)
Profit for the financial year		4,899	3,995
Profit for the financial year attributable to equity shareholders of the parent company		4,098	3,489
Profit for the financial year attributable to minority interests		801	506
		4,899	3,995

	Notes	Year to 31 December 2009	Year to 31 December 2008
Earnings per share (pence)	6		
- basic		6.3	5.7
- diluted		6.3	5.6

	Notes		
Dividends	5	**£000**	**£000**
Equity - ordinary			
Final dividend paid (2008/2007)		2,444	2,130
Interim dividend paid (2009/2008)		1,370	1,223
		3,814	3,353

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	Year to 31 December 2009 £000	Year to 31 December 2008 £000
Profit for the financial year	4,899	3,995
Other comprehensive income:		
Foreign exchange translation differences	(11,157)	3,826
Revaluation of available for sale investment	(43)	4
Income tax relating to components of other comprehensive income	-	-
Other comprehensive income	(11,200)	3,830
Total comprehensive income for the year	(6,301)	7,825
Attributable to:		
Equity shareholders of the parent company	(7,102)	7,319
Minority interest	801	506
Total comprehensive income for the year	(6,301)	7,825

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	31 December 2009 £000	31 December 2008 £000
NON-CURRENT ASSETS		
Property, plant and equipment	1,141	1,221
Intangible assets	95,315	107,036
Investments in joint ventures	-	1,832
Other investments	-	849
Deferred tax assets	1,917	1,897
	98,373	112,835
CURRENT ASSETS		
Trade and other receivables	14,673	25,165
Cash and cash equivalents	10,288	7,692
	24,961	32,857
CURRENT LIABILITIES		
Trade and other payables	(21,043)	(29,395)
Deferred income	(14,925)	(23,259)
Provisions	(1,195)	-
Bank overdrafts	(1,002)	-
Other interest bearing loans and borrowings	(8,356)	(7,074)
Liabilities for current tax	(4,315)	(1,751)
	(50,836)	(61,479)
NET CURRENT LIABILITIES	(25,875)	(28,622)
TOTAL ASSETS LESS CURRENT LIABILITIES	72,498	84,213
NON-CURRENT LIABILITIES		
Other payables	(4,426)	(5,443)
Deferred tax liability	(4,798)	(5,046)
Interest bearing loans and borrowings	(28,057)	(34,581)
	(37,281)	(45,070)
NET ASSETS	35,217	39,143
EQUITY		
Share capital	3,422	3,095
Share premium account	6,033	-
Other reserves	(4,205)	6,995
Retained earnings	28,494	28,311
Issued capital and reserves attributable to equity holders of the parent	33,744	38,401
MINORITY INTEREST	1,473	742
TOTAL EQUITY	35,217	39,143

TARSUS GROUP PLC
Consolidated Statement of Changes in Equity

	Share capital account	Share premium account	Re-organisation account (Other Reserves)	Capital redemption reserve (Other Reserves)	Fair Value reserve (Other Reserves)	FX reserve (Other Reserves)	Retained earnings	MI	Total
As at 31 December 2009									
Recognised FX losses for period	-	-	-	-	-	(11,157)	-	-	(11,157)
Revaluation of trade investment	-	-	-	-	(43)	-	-	-	(43)
Profit attributable to shareholders	-	-	-	-	-	-	4,098	-	4,098
MI for period	-	-	-	-	-	-	-	801	801
Total comprehensive income for the period	-	-	-	-	(43)	(11,157)	4,098	801	(6,301)
Scrip dividend	9	136	-	-	-	-	-	-	145
New share capital subscribed	318	6,019	-	-	-	-	-	-	6,337
Cost of shares issued	-	(122)	-	-	-	-	-	-	(122)
Share option charge	-	-	-	-	-	-	218	-	218
Movement in reserves relating to deferred tax	-	-	-	-	-	-	(319)	-	(319)
Dividend paid	-	-	-	-	-	-	(3,814)	-	(3,814)
Dividend paid to MI	-	-	-	-	-	-	-	(70)	(70)
Net change in shareholders' funds	327	6,033	-	-	(43)	(11,157)	183	731	(3,926)
Opening equity shareholders' funds	3,095	-	6,013	(443)	43	1,382	28,311	742	39,143
Closing equity shareholders' funds	3,422	6,033	6,013	(443)	-	(9,775)	28,494	1,473	35,217

	Share capital account	Share premium account	Re-organisation account (Other Reserves)	Capital redemption reserve (Other Reserves)	Fair Value reserve (Other Reserves)	FX reserve (Other Reserves)	Retained earnings	MI	Total
As at 31 December 2008									
Recognised FX losses for period	-	-	-	-	-	3,826	-	-	3,826
Revaluation of trade investment	-	-	-	-	4	-	-	-	4
Profit attributable to shareholders	-	-	-	-	-	-	3,489	-	3,489
MI for period	-	-	-	-	-	-	-	506	506
Total comprehensive income for the period	-	-	-	-	4	3,826	3,489	506	7,825
Scrip dividend	6	173	-	-	-	-	-	-	179
New share capital subscribed	47	135	-	-	-	-	-	-	182
Cost of shares issued	-	(542)	-	-	-	-	-	-	(542)
Capital restructuring	-	(45,078)	6,013	-	-	-	39,065	-	-
Share option charge	-	-	-	-	-	-	263	-	263
Movement in reserves relating to deferred tax	-	-	-	-	-	-	(142)	-	(142)
Dividend paid	-	-	-	-	-	-	(3,353)	-	(3,353)
Dividend paid to MI	-	-	-	-	-	-	-	(322)	(322)
Other	-	-	-	-	-	(8)	(6)	-	(14)
Net change in shareholders' funds	53	(45,312)	6,013	-	4	3,818	39,316	184	4,076
Opening equity shareholders' funds	3,042	45,312	-	(443)	39	(2,436)	(11,005)	558	35,067
Closing equity shareholders' funds	3,095	-	6,013	(443)	43	1,382	28,311	742	39,143

CONSOLIDATED STATEMENT OF CASH FLOWS

	Year to 31 December 2009 £000	Year to 31 December 2008 £000
Cash flows from operating activities		
Profit for the year	4,899	3,995
Adjustments for:		
Depreciation	378	128
Amortisation	5,713	2,324
Profit on disposal of intangible assets	(46)	(91)
Share option charge	218	263
Share of operating profit in joint venture	(135)	(327)
Taxation charge – joint ventures	45	80
Taxation charge - other	1,897	1,687
Net interest	1,474	1,748
Operating profit before changes in working capital and provisions	14,443	9,807
Decrease/(increase) in trade and other receivables	11,557	(3,665)
(Decrease)/increase in current trade and other payables	(15,902)	10,863
Cash generated from operations	10,098	17,005
Interest paid	(362)	(2,236)
Income taxes paid	989	(2,384)
Net cash from operating activities	10,725	12,385
Cash flows from investing activities		
Interest received	-	6
Proceeds from sale of intangible fixed assets	1,014	297
Acquisition of property, plant and equipment	(280)	(631)
Acquisition of intangible fixed assets	(3,165)	(1,990)
Acquisition of subsidiaries, net of cash acquired	3,427	-
Acquisition of other investments	(56)	(1,198)
Deferred and contingent consideration paid	(6,617)	(3,178)
Net cash outflow from investing activities	(5,677)	(6,694)
Cash flows from financing activities		
(Repayment)/drawdown of borrowings	(2,056)	128
Proceeds from the issue of share capital	2,817	183
Cost of share issue	(32)	(60)
Dividends paid to shareholders in parent company	(3,669)	(3,174)
Dividends received from joint venture	-	118
Dividends paid to minority shareholders in subsidiaries	(70)	(322)
Net cash outflow from financing activities	(3,010)	(3,127)
Net increase in cash and cash equivalents	2,038	2,564
Opening cash and cash equivalents	7,692	2,840
Foreign exchange movements	(444)	2,288
Closing cash and cash equivalents	9,286	7,692

1. BASIS OF PREPARATION

The preliminary results for the year ended 31 December 2009 have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the EU and are in line with the Group's accounting policies, as stated in the Group's 2008 Annual Report and Accounts.

The financial information set out above does not constitute the Company's statutory accounts for the years ended 31 December 2009 or 2008 but is derived from those accounts. Statutory accounts for 2008 have been delivered to the Registrar of Companies. Those for the year ended 31 December 2009 will be delivered following the Company's Annual General Meeting. The auditors have reported on those accounts; their reports were unqualified.

2. SEGMENTAL ANALYSIS

As at 31 December 2009, the Group was organised into three main geographical segments – Europe, US and Emerging Markets. These segments are the basis on which the Group reports its primary segment information.

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 business segments:

2. SEGMENTAL ANALYSIS (CONTINUED)

	31 December 2009				
	Europe £000	US £000	Emerging markets £000	Central costs £000	Group £000
Group revenue	26,742	11,673	19,076	-	57,491
Profit/(loss) from operating activities	4,665	5,487	5,080	(7,052)	8,180
Net financing costs	-	-	-	(1,474)	(1,474)
Share of profit from joint ventures (post tax)	90	-	-	-	90
Profit/(loss) before taxation	4,755	5,487	5,080	(8,526)	6,796
Profit on disposal of intangible asset	(46)	-	-	-	(46)
Exceptional costs	1,443	-	420	-	1,863
Amortisation of intangible assets	-	-	-	5,713	5,713
Cost of share options	-	-	-	218	218
Tax on share of joint venture profit	45	-	-	-	45
Adjusted profit/(loss) before tax	6,197	5,487	5,500	(2,595)	14,589
Segment assets	51,040	45,619	24,715	-	121,374
Unallocated assets	-	-	-	43	43
Total assets	51,040	45,619	24,715	43	121,417
Deferred tax assets					1,917
Total assets					123,334
Segment liabilities	(40,361)	(27,104)	(10,177)	-	(77,642)
Unallocated liabilities	-	-	-	(1,362)	(1,362)
Total liabilities	(40,361)	(27,104)	(10,177)	(1,362)	(79,004)
Liabilities for current tax					(4,315)
Deferred tax liabilities					(4,798)
Total liabilities					(88,117)

2. SEGMENTAL ANALYSIS (CONTINUED)

	31 December 2008				
	Europe £000	US £000	Emerging markets £000	Central costs £000	Group £000
Group revenue	23,331	15,235	3,942	-	42,508
Profit/(loss) from operating activities	4,325	8,154	(32)	(5,264)	7,183
Net financing costs	-	-	-	(1,748)	(1,748)
Share of profit from joint ventures (post tax)	247	-	-	-	247
Profit/(loss) before taxation	4,572	8,154	(32)	(7,012)	5,682
Profit on disposal of intangible asset	-	-	-	(91)	(91)
Exceptional costs	460	-	-	1,950	2,410
Amortisation of intangible assets	-	-	-	2,324	2,324
Cost of share options	-	-	-	263	263
Tax on share of joint venture profit	80	-	-	-	80
Adjusted profit/(loss) before tax	5,112	8,154	(32)	(2,566)	10,668
Segment assets	57,274	52,504	31,106	-	140,884
Share of joint venture assets	686	-	1,146	-	1,832
Unallocated assets	-	-	-	1,079	1,079
Total assets	57,960	52,504	32,252	1,079	143,795
Deferred tax assets					1,897
Total assets					145,692
Segment liabilities	(45,661)	(31,793)	(20,259)	-	(97,713)
Unallocated liabilities	-	-	-	(2,039)	(2,039)
Total liabilities	(45,661)	(31,793)	(20,259)	(2,039)	(99,752)
Liabilities for current tax					(1,751)
Deferred tax liabilities					(5,046)
Total liabilities					(106,549)

3. PROFIT AND LOSS ANALYSIS

The following analysis illustrates the performance of Tarsus's activities and reconciles the Group's statutory profit to adjusted profits. Adjusted results are presented to provide a better indication of overall 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 charges, tax on profit from joint ventures and profit on disposal of intangible assets.

	2009 £000	2008 £000
Group revenue	57,491	42,508
Operating costs	(49,311)	(35,325)
Group operating profit	8,180	7,183
Share of profit from joint ventures (post tax)	90	247
Net interest	(1,474)	(1,748)
Profit before taxation	6,796	5,682
Add back:		
Exceptional costs	1,863	2,410
Share option charge	218	263
Amortisation charge	5,713	2,324
Tax on share of profit from joint ventures	45	80
Profit on disposal of intangible assets	(46)	(91)
Adjusted profit before tax	14,589	10,668

In 2009 the Group incurred exceptional one-off costs resulting from the integration of F&E (Dubai) offices into the main UK operation (£0.4 million) and expected costs of a historical European tax dispute (£1.4 million).

Exceptional operating costs in 2008 relate to professional fees incurred on the Group's redomicile to Ireland (£2.0 million) and the restructuring of our French division (£0.4 million).

4. INCOME TAX EXPENSE

	2009 £000	2008 £000
Corporation tax:		
Overseas tax on profits for the period	2,140	3,200
Adjustments to overseas corporation tax in respect of previous periods	369	(676)
Overseas tax recoverable	-	(742)
Current tax charge for the period	2,509	1,782
Deferred tax:		
Origination and reversal of temporary differences	(584)	(406)
Adjustment in respect of previous periods (tax losses recognised)	(24)	199
Adjustments in respect of previous periods (temporary difference recognised)	(4)	112
Total deferred tax	(612)	(95)
Tax charge for the year	1,897	1,687

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

	2009 £000	2008 £000
Profit before taxation	6,796	5,682
Tax at the rate of 25% (2008: 28.5%)	1,699	1,619
Effects of:		
Expenses not deductible	238	1,150
Deductions for tax purposes	-	(22)
Overseas current period losses unrecognised	161	725
Utilisation of unrecognised losses	-	(251)
Effect of tax rates in overseas jurisdictions	(1,233)	169
Under/(over) provision in respect of prior periods	341	(365)
Current period debit/(credit) for historic exposures	829	(522)
Other temporary differences	(138)	(50)
Overseas tax recoverable	-	(741)
Other	-	(25)
Tax on profit on ordinary activities	1,897	1,687

5. DIVIDENDS

	2009 £000	2008 £000
Dividend paid in cash or scrip		
2008/2007 final dividend (4.0p/3.5p per share)	2,444	2,130
2009/2008 interim dividend (2.0p/2.0p per share)	1,370	1,223
	3,814	3,353
Dividend proposed		
Dividend proposed in the period (4.0p/4.0p per share)	2,709	2,476

The directors announced the proposed final dividend for 2009, of 4.0p per share, on 8 March 2010. Subject to approval at the Annual General Meeting on 16 June 2010, the proposed date of payment is 5 July 2010 to Shareholders on the Register of Members on 28 May 2010.

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

	2009 Pence	2008 Pence
Basic earnings per share	6.3	5.7
Diluted earnings per share	6.3	5.6
Adjusted earnings per share	17.4	13.1
Adjusted diluted earnings per share	17.4	12.9

Basic earnings per share
Basic earnings per share has been calculated on profits after tax attributable to ordinary shareholders for the year of £4,098,956 (2008: £3,488,519) and 64,876,159 (2008: 61,291,256) ordinary shares, being the weighted average number of shares in issue during the year.

Diluted earnings per share
Diluted earnings per share has been calculated on profits after tax attributable to ordinary shareholders for the year of £4,098,956 (2008: £3,488,519) and 65,024,534 (2008: 62,100,858) ordinary shares, being the weighted average number of shares in issue during the year.

Weighted average number of ordinary shares (diluted):

	2009	2008
Weighted average number of ordinary shares	64,876,159	61,291,256
Dilutive effect of share options	148,375	809,602
Weighted average number of ordinary shares (diluted)	65,024,534	62,100,858

Dilutive and anti-dilutive share options were determined using the average closing price for the period. The average share price used was 93 pence.

Adjusted earnings per share
Adjusted earnings per share is calculated using profit after tax attributable to equity shareholders, adjusted for the post tax effect of exceptional costs, share option charges, amortisation charges and profit on disposal of intangible assets, of £11,289,037 (2008: £8,028,594) and 64,876,159 (2008: 61,291,256) ordinary shares, being the weighted average number of shares in issue during the year.

Adjusted diluted earnings per share
Adjusted diluted earnings per share is calculated using profit after tax attributable to equity shareholders, adjusted for the post tax effect of exceptional costs, share option charges, amortisation charges and profit on disposal of intangible assets, of £11,289,037 (2008: £8,028,594) and 65,024,534 (2008: 62,100,858) ordinary shares, being the weighted average number of shares in issue during the year.

7. 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.

8. PRINCIPAL RISKS AND UNCERTAINTIES

In accordance with the Disclosure and Transparency Rules issued by the Financial Services Authority and applicable to all listed companies, the Directors have identified below the key risks relating to the Group's business.

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

Tarsus' exhibitions businesses contribute approximately 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, will have an impact on the running of an event that year and will, therefore, affect reported revenues.

The Group operates in a highly competitive environment that is subject to rapid change and Tarsus must continue to invest and adapt to remain competitive.

The Group's business to business publishing and media businesses operate in highly competitive markets that continue to change in response to technological innovation and other factors. Tarsus cannot predict with certainty the changes that may occur and affect the competitiveness of its business. In particular, the means of delivering products and services may be subject to rapid technological changes. Tarsus cannot predict whether technological innovations will, in the future, make some of the Group's products or services, particularly those printed in traditional formats, wholly or partially obsolete. If this were to occur, the Group may be required to invest resources to adapt further to the changing competitive environment.

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

As a result of acquisitions and organic growth, the Group has operations in many geographic regions such as China, India, the United Arab Emirates 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 Tarsus 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 for Tarsus in attracting and retaining 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 net assets and the 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. The Group has an element of natural hedge within its costs and revenues and since January 2009 uses forward foreign exchange contracts to hedge the balance sheet carrying value of its foreign currency debt. The Group does not enter into any other external hedging arrangements for its foreign currency trading exposures.

Any increase in effective tax rates may adversely effect operating results

The Group operates in multiple jurisdictions and its profits are taxed pursuant to the tax laws of such jurisdictions. If Tarsus' effective tax rate increases in a future period, its operating results in general will be adversely impacted, and specifically its net profit and earnings per share will decrease. The Group's effective tax rate may be affected by changes in or interpretations of tax laws in any given jurisdiction, utilisation of net operating losses and tax credit carry forwards, changes in geographical allocation of income and expense, and changes in management's assessment of matters such as the ability to realise deferred tax assets. The Group's effective income tax rates in a given fiscal year reflect a variety of factors that may not be present in the succeeding fiscal year or years. As a result, the Group's effective corporation tax rate may increase in future periods.

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 Tarsus 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.

Economic and financial uncertainty.

Recent turmoil in the financial, debt and commodities markets has had a significant adverse impact on certain sectors of the economy, in particular property, retail, banking and financial services. Although, at present, the wider effect of such events is unknown, there is a significant risk that there will be a negative impact on businesses in other sectors (including Tarsus') and the wider economy. This may include, inter alia, difficulty of access to, or higher cost of, debt or equity financing, general economic weakness, restrained fiscal expenditure, higher taxes and inflationary pressures. Over the medium term (being longer than one year) this may impact the Group's revenues and margins and ultimately its earnings and share price.

Risks relating to Tarsus Shares.

The trading price of Tarsus shares may be volatile and subject to wide fluctuations. The share price may fluctuate as a result of a wide variety of factors, including further issues of shares, the operating and share price performance of other companies in the industry and markets in which the Group operates; speculation about the business of the Group in the press, media or the investment community; the publication of research reports by analysts; and general market conditions.

9. RESPONSIBILITY STATEMENT OF THE DIRECTORS

To the best of the knowledge of the Directors (whose names and functions are set out below), these condensed financial statements, prepared in accordance with International Financing Reporting Standards as adopted by the EU, give 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 includes 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	Chairman
Douglas Emslie	Group Managing Director
Ashley Milton	Group Finance Director
Robert Ware	Non Executive Director
Hugh Scrimgeour	Non Executive Director
Paul Keenan	Non Executive Director
Roger Pellow	Director

The Annual General Meeting will be held at 26 Upper Pembroke Street, Dublin, Ireland on 16 June, 2010 at 11.00am.

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