



Annual Report 2016

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## About Us

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Dods is a specialist content, media services and events company delivering information and analysis across multiple platforms.

We provide the key information and insights required by our global client base to understand, navigate and engage in the political and public policy environments across the United Kingdom and European Union.

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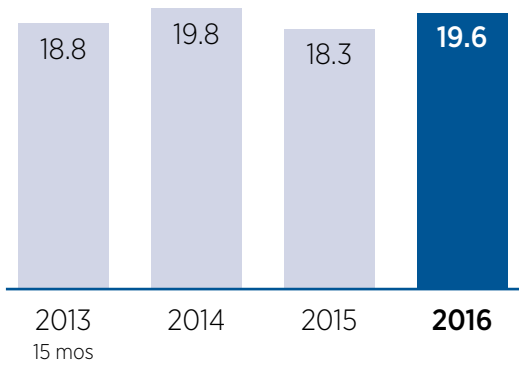
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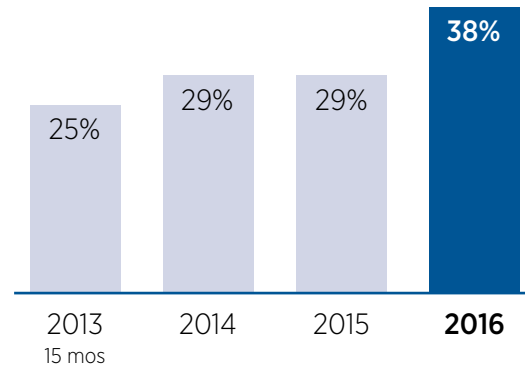
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# Strategic Highlights

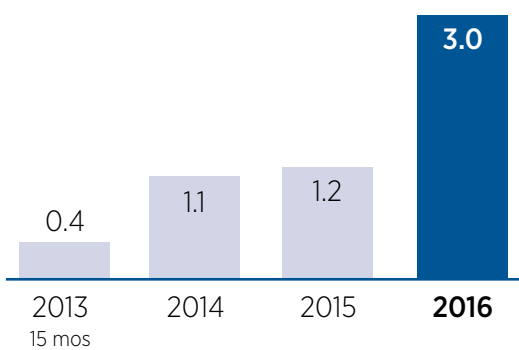
## Revenue (£m)



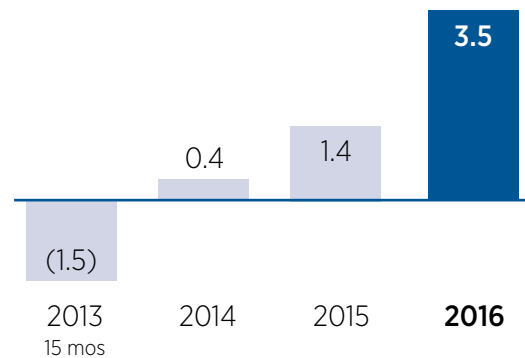
## Gross profit margin



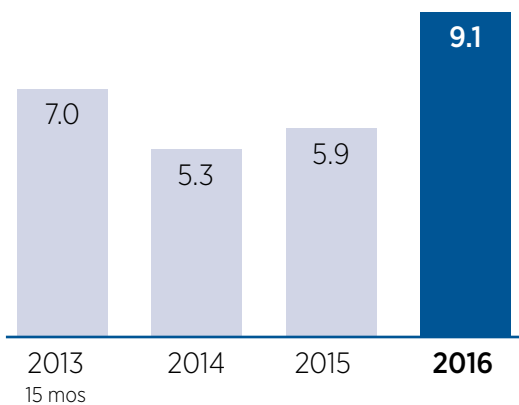
## Adjusted\* EBITDA (£m)



## Cash generated from operations (£m)



## Net cash (£m)



\*Adjusted EBITDA is calculated as earnings before interest, tax, depreciation, amortisation, share based payments and non-recurring items.

# Chairman's statement

I am pleased to report Dods Group achieved a strong set of results for the fiscal year ending 31 March 2016. This was a pivotal year for Dods in the development and early execution of the Group's business plan.

## Performance

During the year, Dods' revenue increased 7% to £19.6m. Gross margin for the Group increased to 38% compared to 29% in the prior year. The Group achieved adjusted EBITDA of £3.0m versus £1.2m in the comparative period. Adjusted EPS for the fiscal year was 0.66p compared to 0.13p for the prior year.

The increase in adjusted EBITDA is a result of top line growth and restructuring initiatives. Initial efficiency plan results are reflected in the increase in gross margin.

Cash generated from operations was £3.5m versus £1.4m in the prior fiscal year. Cash benefitted from improvements made in operational process, particularly the timeliness and operational flow of information from the sales and service functions into the back office. Additionally, cash benefitted from an improvement of debtor days from 42 days in the prior year to 37 days in the current year. The Group will continue its emphasis on both cash conversion and cash generation going forward as an essential component of the Dods' business model.

## Progress

During the year, the events and training areas of the business were realigned to a more specialised, scalable operational structure. Timely completion of this realignment was a significant priority to prepare the teams for the expected increase in demand for these services.

A go-to-market effectiveness review of the information and media areas was concluded. As a result, a client portfolio marketing approach was introduced to the business, augmenting the existing product sales method. This enhancement will further support the development of client-centric and sector specific service programmes for our subscriber and subscriber led businesses in the coming fiscal year.

The service delivery infrastructure of our diverse portfolio of digital media products is being consolidated into a singular development and content management platform. This initiative is foundational to support a premium client experience and new content monetisation strategies.

Certain initiatives planned for the information area of the business were not concluded. At the time of this report, the information business is being refocussed to allow expansion of our research and insight products, to further the development of client work flow solutions and to support retention programs.

Dods' business model is reliant on digital platforms to provide a premium client experience and efficient workflow. Leadership committed to pursuing International Organisation for Standardisation (ISO) certification and formalised an internal program during the fiscal year. Specifically, ISO 27001:2013 defines best practice for an information security management system which is a set of policies concerned with the management of technology related risk.

In parallel to the Group's pursuit of ISO certification, Dods received Cyber Essentials PLUS certification in March 2016. Cyber Essentials is a government-backed, industry support scheme to help organisations protect themselves against cyber-attacks. Both of these certifications are important to assist in the protection of our clients and shareholders from related risks. Moreover, these certifications require a disciplined process approach and help institutionalise continuous improvement in service delivery and efficiency programmes.

## Priorities

The Group competes within a dynamic marketplace and on a daily basis there are opportunities for both progression and distraction. In order to provide continued improvement in financial results and drive an appropriate return to our shareholders, the cornerstone of Company's business approach must be to remain vigilantly focussed on its stated priorities.

Moreover, Dods recognises that in this highly dynamic marketplace, it needs to align the organisation to a unified set of objectives which underpin a “Client for Life” philosophy. Accordingly, Dods’ priorities have been set out as:

- Choose the markets we wish to lead, and lead them
- Recognise emerging market trends – look around the corner
- Employ talented and skilled staff
- Drive commercial sustainability through process integrity
- Practice intelligent use of resources – think like owners
- Achieve speed-to-market solutions

#### Outlook

The Board of Directors believes that by employing the aforementioned approach, the Company is well-positioned to achieve its financial objectives and marketplace goals in the coming year. As the financial performance of the Company improves, the Board of Directors will consider the payment of dividends in the future, taking into account the Company’s available cash resources. The Board also believes that the Company’s strengthening platform allows opportunities for acquisitive growth. Dods will closely monitor the market in order to identify the most attractive acquisition targets.

In March 2016, the Board announced that Martin Beck stepped down as a director with immediate effect and resigned as Chief Executive Officer. Guy Cleaver was promoted to the role of Chief Operating Officer, and assumed responsibility for all the Group’s businesses with immediate effect. The Board plans to finalise the structure of the management team in the near term.

On behalf of the Board, I would like to recognise the efforts of management and each of the associates of Dods Group, and thank them for their determination and spirit of excellence. While Dods is not yet the Company it intends to become, this was a pivotal year in building the foundation for continued development and future performance.

#### Cheryl C. Jones

Chairman  
23 May 2016

*“BT has seen a real culture change in how Dods has changed its commercial approach for the better, a change that has engaged with their clients in a more strategic manner and resulted in BT becoming a long term partner which is what any client would want with its media partners.”*

**MIKE PARFITT**, SENIOR MARKETING MANAGER,  
CENTRAL GOVERNMENT SECTOR, BT BUSINESS  
AND PUBLIC SECTOR MARKETING

# Strategic report

## Our business

Dods is a specialist content, media services and events company delivering information and analysis across multiple platforms. We provide the key information and insights required by our global client base to understand, navigate and engage in the political and public policy environments across the United Kingdom and European Union.

Specifically, content and expert insight is provided through a range of full-service mediums including, live events, online engagement programmes, face-to-face training, digital, print, and bespoke research. The Dods Group portfolio of brands, products and services include:

### *Digital & Print Media*

Dods' print, web and social media operations deliver unique news, comment and expert analysis, while providing channels for our customers to engage with senior decision-makers. Our brands are all market leaders in their fields and include The House, Total Politics, PoliticsHome, Civil Service World, Holyrood, Training Journal, Le Trombinoscope, and Parliament Magazine.

### *Events*

Our media brands are leveraged by our event organisers, reflecting each title's mission, audience and authority. Our full array of engagement events include: exhibitions, summits and round tables that allow targeted engagement between customers and decision-makers; policy briefing events that explain recent developments to attendees and inform them of the likely impact on their organisations and sectors; training programmes for UK and international public servants designed to provide them the skills to formulate and deliver policy; and organise awards events to celebrate best practice and achievement.

### *Information & Insight Services*

Dods is the market-leading brand for information monitoring, political and public sector insight services and bespoke research for institutions and stakeholders in the UK and EU. Dods also provides the most comprehensive and current source for contact and biographical data on political and public sector figures, both through online subscriptions and in print media format.

We ensure our customers are kept informed of pertinent policy developments and enable clients to use this data to track and communicate with decisions-makers across areas of strategic importance to their organisation. In addition, Dods provides in depth research, survey and polling services

across our markets allowing customers to gain insight and gauge the attitudes of decision-makers. These insights feed into our clients' corporate, communications, and public affairs strategies.

## Business review

During fiscal year 2016, revenue increased to £19.6m, representing 7% growth over the prior year. Adjusted EBITDA was £3.0m versus £1.2m in the prior year. Cash generated from operations was £3.5m compared to £1.4m in the prior year.

The improvement in adjusted EBITDA is a result of improved operational focus, restructuring initiatives, and the benefits derived from the initial stage of efficiency planning. The results of these programmes are also reflected in the year-over-year increase in gross profit margin to 38%.

Beginning in the first quarter of fiscal year 2016, the programme development and service delivery teams of the events and training areas were realigned to provide scalability and enable the company to capture the immediate market growth potential for these services. These efforts were successful and the events and training businesses increased revenues by 16% year over year.

The initiatives required for the information and media products were not completed in the fiscal year as envisaged. Therefore, subscriber base expansion and retention programs were delayed. Year-over-year revenue for these businesses were relatively flat with less than 2% growth.

At the time of writing of this document, the information business is being refocused to allow expansion of our research and insight products and further develop client work flow solutions. In addition, the service delivery infrastructure of our diverse portfolio of digital media products is being consolidated to a singular development and content management platform. These initiatives are paramount to support an enhanced user experience, future growth opportunities and new content monetisation strategies.

The business strategy today is reliant on digital platforms and delivery systems, requires an efficient infrastructure, and is dependent on technology-enabled workflows for subscribers and clients. Accordingly, leadership has committed to pursue International Organization for Standardization (ISO) certification.

*“The **Dods Events team** that ran our annual conference were extremely professional, a pleasure to work with and all our objectives were met. Not only was the event feedback excellent, but Dods dramatically increased both revenue and profitability.”*

**ADRIAN HANCOCK**, CHIEF EXECUTIVE, SOCITM

Specifically, ISO 27001:2013 defines best practice for an information security management system (ISMS) which is a set of policies concerned with the management of technology-related risk. The ISMS itself is a coherent and documented set of policies, processes and systems to manage risks to a company's information assets (hardware, software, confidential information), protecting them from illicit use, disclosure, distribution and/or theft resulting in loss to the organisation.

In parallel to the Group's pursuit of ISO certification, Dods received Cyber Essentials PLUS certification in March 2016. Cyber Essentials is a government-backed, industry support scheme to help organisations protect themselves against cyber-attacks. From 1 October 2014, government requires all suppliers bidding for certain sensitive and personal information handling contracts to be certified against the Cyber Essentials scheme. Additionally, subcontractors must be equally compliant.

The Group is aligning all strategic objectives and initiatives to underpin our overarching “Client for Life” philosophy. Below are the primary pillars that support our priorities and guide the use of our resources.

- **One Company** – Provide a unified, easy-to-understand and navigate client experience
- **Process Driven Infrastructure** – Provide consistently reliable product and service by ensuring internal teams are functionally aligned and operating efficiently
- **Go-to-Market Effectiveness** – Speed to market, product innovation, emerging trends
- **Content Monetisation** – Enhance client and user experience by offering modular product and service solutions and drive consumer awareness through the continual cross-promotion of product and service offerings

## Key Financial Information

	Year ended 31 Mar 2016	Year ended 31 Mar 2015	Year ended 31 Mar 2014
	£'000	£'000	£'000
<b>Revenue</b>	<b>19,620</b>	<b>18,301</b>	19,775
Gross Profit Margin	<b>38%</b>	<b>29%</b>	29%
<b>Reported earnings before tax</b>	<b>1,122</b>	<b>(4,971)</b>	(1,488)
<i>Adjustments*</i>			
Adjustment to amortisation of intangible assets acquired through business combinations following product reviews	-	<b>2,781</b>	-
Non recurring restructuring costs	<b>518</b>	<b>632</b>	294
Non recurring amortisation cost following software and systems review	-	<b>578</b>	-
Non recurring other items	<b>26</b>	<b>340</b>	181
<b>Adjusted EBIT</b>	<b>1,666</b>	<b>(640)</b>	(1,013)
Net finance costs	<b>21</b>	<b>63</b>	44
Depreciation of property, plant and equipment	<b>230</b>	<b>228</b>	225
Amortisation of software intangible assets	<b>412</b>	<b>763</b>	803
Amortisation of intangible assets acquired through business combinations	<b>629</b>	<b>791</b>	1,026
<b>Adjusted EBITDA</b>	<b>2,958</b>	<b>1,205</b>	1,085

# Strategic report (cont'd)

## Principal risks and uncertainties

### Risks & uncertainties

The Directors consider that the principal risks and uncertainties facing the Group are:

Risks	Mitigating Actions	Opportunity
<b>Exposure to uncertain economic conditions due to potential turbulence in the Eurozone</b>	Dods continues focus towards a diverse range of customers, in different markets, which helps mitigate this risk	To be well positioned with a balanced portfolio of customers and markets
<b>Uncertainty regarding the UK's governmental relationships within itself and with the EU</b>	Maintain a market leading positions in London, Edinburgh and Brussels	Dods is well positioned to take advantage of opportunities created by potential change
<b>A fast-changing technology marketplace is potentially lowering the barriers to entry in business information services</b>	Continuing to focus on efficiency programmes in service delivery platforms	As the volume of information grows, and becomes more readily available there is a greater need for users to receive the type of curated information provided by Dods.
<b>Migration of traditional print media to online</b>	Dods continues to invest in digital expertise and platforms	Capitalise on our diverse brand portfolio



*“Dods Monitoring Service allows us to keep track of key policy areas in the UK and devolved Parliaments and Assemblies. Our trusted relationship and the experience of our Dods consultant means that we are able to be informed of public affairs developments that are very important to our daily engagement with stakeholders.”*

**ROBERT JERVIS-GIBBONS**, PUBLIC AFFAIRS MANAGER (UK & EU), ELECTRICAL SAFETY FIRST

## Finance report

### Revenue and Operating Results

The results for the year show revenue of £19.6 million compared to £18.3 million for the previous year, and an Adjusted EBITDA of £3.0 million (2015: £1.2 million). Amortisation of intangible assets acquired through business combinations totalled £0.6 million (2015: £1.9 million). Amortisation of software was £0.4 million (2015: £0.8 million)

The statutory profit before tax for the year was £1.1 million compared to the loss for the year ended 31 March 2015 of £5.0 million.

### Non-recurring items

As disclosed in note 4, non-recurring items for the year totalled £0.5 million (Year ended 31 March 2015: £1.6 million). The majority of these expenses related to people costs incurred in internal re-organisation of the business.

### Taxation

Tax payments relating to overseas operations (£30,000) were made during the year. These, together with the utilisation of historic tax losses against current year profits has led to a low income tax charge of £36,000 for the year (Year ended 31 March 2015: tax credit of £0.3 million). Whilst the Group continues to seek to optimise its tax position going forward, it is expected that the effective tax rate will increase.

### Earnings per Share

Normalised earnings per share (before non-trading items, discontinued operations, share based payments credits and amortisation of intangible assets acquired through business combinations) was 0.66 pence (2015: earnings 0.13 pence per share). Basic profit per share was 0.32 pence (2015: loss of 1.38 pence per share).

### Dividends

The Directors do not propose to pay a dividend.

### Liquidity and Capital Resources

Interest and finance costs payable during the 12 months amounted to £21,000 (2015: £57,000). During the period, underlying cash conversion was in line with expectations. The Group generated £3.5 million (2015: £1.4 million) of cash from its operating activities. The Group used £0.3 million in investing activities. £0.2 million of which was investment in software and hardware for our technology platforms. At the year-end, the Group had net cash of £9.1 million (2015: £5.9 million).

### Derivatives and Other Instruments

The Group's financial instruments comprised of cash deposits and other items such as normal trade receivables and payables. The main purpose of these financial instruments is to finance the Group's day-to-day operations. The Group's policy is that no speculative trading in derivatives is permitted.

### Going Concern

The directors believe, having reviewed the Group's forecasts and its existing banking facilities, that the Group has adequate resources available to continue its operations for the foreseeable future, being a period of at least twelve months from the date of this report. Consequently, the going concern basis has been applied in preparing the financial statements for the 12 months ended 31 March 2016.

By Order of the Board  
23 May 2016

# Directors' report

## Principal activities and business review

The Group's principal activity is the curation and aggregation of high quality information and data and the provision of services through a combination of online information and digital services, training courses, conferences and events, publications and other media. The Group operates primarily in the UK, Belgium and France and has market-leading positions in much of its portfolio. A review of the Group's performance during the year and its position at the year end, including commentary on its financial performance, likely future developments and prospects, is set out on pages 4 to 7 and should be read in conjunction with this Report. A description of the principal risks and uncertainties facing the Group can be found in this Report on page 6. The purpose of the Annual Report is to provide information to the members of the Company. The Annual Report contains certain forward-looking statements with respect to the operations, performance and financial condition of the Group. By their nature, these statements involve risk and uncertainty, since future events and circumstances can cause results and developments to differ from those anticipated. Nothing in this Annual Report should be construed as a profit forecast.

## Results and dividends

The Group's financial results for the year are shown in the Consolidated Income Statement on page 18. The Board of Directors believe it is in the best interests of the Group to maintain its cash resources to execute on its growth strategy and therefore, as in previous years, has decided not to pay a dividend. The Board keeps this policy under review.

## Financial instruments

Details of financial instruments can be found in notes 17 and 18 to the accounts.

## Directors

The Directors who held office during the period and up to the date of signing these financial statements were:

Cheryl C. Jones    Non-executive Director and Chairman  
The Lord Adonis    Non-executive Director  
Sir William Wells    Non-executive Director

As previously reported, on 24 March 2016 Martin Beck resigned as an Executive Director of the Company.

*“MPs use **PoliticsHome** to stay on top of the new agenda, communicate their views and read what other MPs and organisations are campaigning on. In my opinion, it is an essential part of keeping up to date with UK politics.”*

**JOHN HEALEY MP**

## Director's biographies

### **Cheryl C. Jones** (A R)

*Chairman, Non-executive Director*

Cheryl is currently non-executive Chairman of AIM listed Caribbean Investments Holdings Limited, a financial services company, since 2007 and became non-executive Chairman in 2011. In May 2015, Cheryl became a director in Hawley Group Limited, a BSX listed company. She was previously Chairman of AIM listed Impellam Group PLC, a managed services and specialist staffing company with revenues of £1.2 billion, having joined the Board in 2008 and serving as executive Chairman until November 2012. Cheryl was Chairman and CEO of OneSource Holdings Limited from 2001 to 2005 at which time it became AIM listed OneSource Services, Inc., a managed services and facility services company with revenues of \$835 million. Cheryl served as CEO of OneSource Services, Inc. until the company was sold to a trade competitor in 2007. Throughout her career, Cheryl has held senior positions in strategic and transformational planning, marketing and programme development, and operational change management. She holds a BS in Management from Purdue University and a MBA from DePaul University. Cheryl was appointed as non-executive Director to the Board in May 2014 and was appointed as non-executive Chairman in September 2014.

### **The Lord Adonis** (R)

*Non-executive Director*

Lord Andrew Adonis was appointed as Chairman of the National Infrastructure Commission on 5 October 2015. He was formerly the Director of the Institute for Government, an independent charity with cross-party and Whitehall governance, working to increase government effectiveness. Prior to this, he spent twelve years in government as a minister and special adviser, latterly as Secretary of State for Transport. Previously he was Minister for Schools, Head of the No.10 Policy Unit and senior No.10 adviser on education, public services and constitutional reform. Before joining government, he was Public Policy Editor of the Financial Times and a Fellow of Nuffield College Oxford. He is also a director of two charities – the Baker-Dearing Trust and Edge. He has been a member of the House of Lords since 2005 and was appointed to the Dods (Group) PLC Board in January 2011.

### **Sir William Wells** (A R)

*Non-executive Director*

Sir William Wells joined the Board on 1st December 2010 as a Non-executive Director. His career encompasses senior positions in public health, commercial property, insurance and business services. He was Managing Partner and then Chairman of Chesterton Chartered Surveyors for 34 years, where he oversaw their transition from a private partnership to a listed company. His other experience includes non-executive director roles with AMP (UK), Henderson Group plc and Exel plc, which was subsequently acquired by Deutsche Post. Sir William is Chairman of ADL plc, a care home provider, Restore plc, a data handling business, CMG plc, a specialist in the care of adults with learning difficulties, and The Practice Ltd, a leading provider of primary healthcare. He was previously the Chairman of the Department of Health's Commercial Advisory Board, and the NHS Appointments Commission.

A *Member of the Audit Committee*

R *Member of the Remuneration Committee*

## Directors' interests

Details of the directors' interests (including those of their immediate families and any connected persons) in the share capital of the Company at the beginning and end of the year are set out below. Save as disclosed, no contracts or arrangements were entered into during the year or subsisted at the year-end in which a director had, directly or indirectly, a material interest which was significant in relation to the Group's business.

	Interest in ordinary shares		Interest in options over ordinary shares		
	At 01/04/15	At 31/03/16	At 01/04/15	Lapsed	At 31/03/16
<b>Martin Beck</b> (resigned 24 March 2016)	452,600	987,600	1,535,000	(1,000,000)	-
<b>Lord Adonis</b>	-	-	-	-	-
<b>Sir William Wells</b>	1,320,000	2,072,000	-	-	-
<b>Cheryl C. Jones</b>	4,825,000	5,165,000	-	-	-

There have been no other changes in the directors' beneficial or non-beneficial interests between the year-end and 23 May 2016, the date on which this Report has been signed. Save as disclosed, none of the directors had any interest in the securities of the Company or any Subsidiary.

The market-price of a Company share during the 12 months was as follows: share price on 1 April 2015 6.25 pence; share price on 31 March 2016 13.65 pence; average share price during the year 8.73 pence.

### Share listing

The Company's Ordinary shares are listed on the Alternative Investment Market (AIM), which is regulated by the London Stock Exchange.

### Employee involvement

Dods aims to attract, retain and motivate its employees by encouraging and rewarding high performance, both on an individual and team contribution basis, through competitive remuneration and incentive arrangements. Efforts are made to provide employees with continuing opportunities to develop their full potential and advance to positions of greater responsibility by gaining the relevant skills and experience required to deliver upon both the Group's business objectives and the individual's own personal objectives. The Group is committed to providing equality of opportunity to all existing and prospective employees without unlawful or unfair discrimination. In addition, it is supportive of the employment and advancement of disabled persons. All operations within the Group actively encourage employee involvement and communication, both through regular employee briefings and by direct access to managers and directors at all levels.

### Employee share schemes

Share options have been granted under two discretionary share incentive schemes for executive directors, senior management and key employees from those principal countries in which the Group operates. Further details of these share option schemes are set out in note 25 to the accounts.

### Political and charitable donations

No charitable or political donations were made in the year (2015: nil).

### Retirement and rotation of Directors

Pursuant to the Company's Articles of Association, all Directors are subject to re-election at least every three years. The service contracts of the executive directors and the letters of appointment of the non-executive directors are available for inspection by shareholders at the Company's registered office during normal business hours.

### Directors' and Officers' indemnity insurance

The Group has taken out an insurance policy to indemnify the directors and officers of the Company and its subsidiaries in respect of certain liabilities which may attach to them in their capacity as directors or officers of the Group, as far as permitted by law. This insurance policy subsisted throughout the year and remains in place at the date of this report. The Group has also given directors a limited indemnity as allowed under the Companies Act 2006.

**Substantial shareholdings**

As at 11 May 2016, the Company had been notified of the following interests in 3% or more of its issued share capital:

Lord Ashcroft	44.15%
Livingbridge VC LLP	20.09%
Sasqua Fields Capital Partners I LLC	5.99%
Schroder Investment Management Limited	5.53%
Artemis Investment Management	5.41%

**Share capital**

The issued share capital of the Company is 340,305,953 ordinary shares of £0.01 each.

**Health, safety and environmental**

The Chief Operating Officer and the Chief Technology Officer are responsible to the Board for the health, safety and environmental performance of the Group. Local management has been delegated responsibility for practical day-to-day compliance with relevant legislation at operating unit level. This includes the requirement for a local policy statement, the provision of appropriate related training as well as the communication to all employees of the need to create and maintain a safe and healthy working environment. In appreciating the importance of good environmental practice, Dods seeks to ensure that its operations and products cause minimum detrimental impact to the environment. The Group's objective is to comply with environmental legislation in all countries in which it operates and to promote effective environmental management throughout its business.

**Directors' statement on disclosure of information to Auditors**

The directors who held office at the date of approval of this Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of such information.

**Auditor**

A resolution to reappoint Grant Thornton UK LLP as auditor and to authorise the directors to determine their remuneration will be proposed at the forthcoming AGM.

**Annual General Meeting**

The Annual General Meeting of the Company will be held on 28 July 2016 at the offices of Cenkos Securities PLC in London, at which the directors will present their annual report together with the audited financial statements of Dods (Group) PLC (the "Company") and its subsidiaries (together, the "Group") for the 12 months ended 31 March 2016.

The Notice of Meeting, Explanation of Special Business and a reply-paid Form of Proxy accompanies this document.

**By Order of the Board**

23 May 2016

# Corporate governance

It is a requirement of Rule 26 of the AIM Rules for Companies that the Company's website contains details of the corporate governance code that Dods has decided to apply and how the Company complies with that code.

As a company listed on AIM, Dods is not required to comply with the UK Corporate Governance Code. The corporate governance code that the Directors have decided to apply instead, so far as it is reasonable and practical to do so given the size of the Group, is the Corporate Governance Code for Small and Mid-Size Quoted Companies (2013) produced by the Quoted Companies Alliance (the "QCA Code"). The Board notes that the QCA Code refers to certain minimum disclosures which must be seen to be addressed in order for a company to say that it complies with the QCA Code.

## **The Board**

The Board currently comprises the Non-executive Chairman and two Non-executive Directors. Short biographical details of each of the Directors are set out on page 9. The Board is responsible to the shareholders for the proper management of the Group and generally meets quarterly to set the overall direction and strategy of the Group.

The roles of Chief Executive Officer and Non-executive Chairman are intended to be separate and there will be a clear division of their responsibilities when there is again a Chief Executive Officer in office. All Directors are subject to re-election at least every three years.

## **Board committees**

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### **Remuneration committee**

The composition of the Remuneration Committee is disclosed on page 9 and comprises solely of Non-Executive Directors. The Remuneration Committee, on behalf of the Board, meets as and when necessary to review and approve as appropriate the contract terms, remuneration and other benefits of Executive Directors. The Remuneration Committee also approves the remuneration of the senior management and remuneration plans for the Group as a whole as part of the budget.

The Remuneration Committee approves the setting of objectives for Executive Directors and authorises their annual bonus payments for achievement of objectives.

The Remuneration Committee aims to put in place remuneration packages that are sufficient to attract, retain and motivate Executive Directors required to run the Group successfully, but seeks not to pay more than is necessary for their services.

The Remuneration Committee is empowered to recommend the grant of share options under the Group's share option plans.

The Remuneration Committee considers there to be an appropriate balance between fixed and variable remuneration and between short-term and long-term variable components of remuneration. All the decisions of the Remuneration Committee on remuneration matters in the 12 months ended 31 March 2016 were reported to and endorsed by the Board.

### **Audit Committee**

The Audit Committee comprises solely of Non-Executive Directors. By invitation, the meetings of the Audit Committee may be attended by the other Directors and the external auditor. The Committee meets not less than twice annually. The Audit Committee oversees the monitoring of the adequacy and effectiveness of the Group's internal controls, accounting policies and financial reporting and provides a forum for reporting by the Group's external auditor. Its duties include keeping under review the scope and results of the audit and its cost effectiveness, consideration of management's response to any major audit recommendations and the independence and objectivity of the auditor.

*“Dods Training delivered an international visitors’ programme on our behalf. We were very pleased with feedback from the participants and the Dods team was well organised, proactive, managed a range of activities and were on hand to find solutions.”*

**SUZANNE KING**, SENIOR COMMUNICATIONS OFFICER, ELECTORAL COMMISSION

### Company Secretary

The Company Secretary is responsible for advising the Board through the Non-executive Chairman on all governance issues. All Directors have access to the advice and services of the Secretary.

### Attendance at Board and Committee meetings

The Directors attended the following Board and Committee meetings during the year ended 31 March 2016.

	Board	Remuneration	Audit
<b>Total meetings held</b>	8	2	2
<b>Martin Beck (resigned 23 March 2016)</b>	6	-	2
<b>Sir William Wells</b>	8	2	2
<b>Lord Adonis</b>	8	2	2
<b>Cheryl C. Jones</b>	8	2	2

### Board performance and evaluation

In addition to the re-election of Directors every three years the Board will carry out an evaluation of its own performance. During the year, the Board has not completed a process for evaluation of its own performance.

### Relationships with shareholders

The Board recognises the importance of effective communication with the Group’s shareholders to ensure that its strategy and performance is understood and that it remains accountable to shareholders. The Group communicates with investors through Interim Statements, audited Annual Reports, press releases and the Company’s website [www.dodsgroupplc.com](http://www.dodsgroupplc.com). Shareholders are welcome at the Group’s AGM, (notice of which is provided with this Report), where they will have an opportunity to meet the Board.

### Internal controls

The Board acknowledges its responsibility for establishing and maintaining the Group’s system of internal controls and will continue to ensure that management keeps these processes under regular review and improves them where appropriate.

### Going concern

The Directors have reviewed the budget for the year ending 31 March 2017 and extended for a three month period to 30 June 2017 which has been adjusted to take account of the current trading environment. The Directors consider the forecasts to be prudent and have assessed the impact of them on the Group’s cash flow, facilities and headroom within its banking covenants. Further, the Directors have assessed the future funding requirements of the Group and compared them with the level of available borrowing facilities. Based on this work, the Directors are satisfied that the Group has adequate resources to continue in operational existence for the foreseeable future, being a period of at least twelve months from the date of this report. For this reason they continue to adopt the going concern basis in preparing the financial statements.

**Corporate social responsibility**

The Board recognises the growing awareness of social, environmental and ethical matters and it endeavours to take into account the interests of the Group's stakeholders, including its investors, employees, suppliers and business partners when operating the business.

**Employment**

The Board recognises its legal responsibility to ensure the wellbeing, safety and welfare of its employees and to maintain a safe and healthy working environment for them and for its visitors.

**Environment**

By their nature the Group's regular operations are judged to have a low environmental impact and are not expected to give rise to any significant inherent environmental risks over the next 12 months.

**By Order of the Board**

23 May 2016



# Directors' Responsibilities Statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the Group financial statements in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and have elected to prepare the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice. Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs and profit or loss of the Company and Group for that period.

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

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

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

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## AIM rule compliance report

Dods (Group) PLC is traded on AIM and as a result the Group has complied with AIM Rule 31 which requires the following:

- sufficient procedures, resources and controls to enable its compliance with the AIM Rules;
- the Company to seek advice from Nominated Advisor ("Nomad") regarding its compliance with the Rules whenever appropriate and take that advice into account;
- the Company to provide the Nomad with any information it reasonably requests in order for the Nomad to carry out its responsibilities under the AIM Rules and the AIM Rules for Nominated Advisors, including any proposed changes to the Board and provision of draft notifications in advance;
- the Company to ensure that each of the Directors accepts full responsibility, collectively and individually, for compliance with the AIM Rules; and
- the Company to ensure that each Director discloses without delay all information which the Group needs in order to comply with AIM Rule 17 (Disclosure of Miscellaneous Information) insofar as that information is known to the Director or could with reasonable diligence be ascertained by the Director.

**By Order of the Board**

23 May 2016

# Report of the independent Auditor to the members of Dods (Group) PLC

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We have audited the financial statements of Dods (Group) PLC for the 12 months ended 31 March 2016 which comprise the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity, the consolidated statement of cash flows and the related notes, the company balance sheet and the notes to the company financial statements. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRS) as adopted by the European Union. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

## Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 15, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

## Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

## Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2016 and of the group's profit for the 12 months then ended;
- the group financial statements have been properly prepared in accordance with IFRS as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006

## Opinion on other matter prescribed by the Companies Act 2006

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

## Matters on which we are required to report by exception

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

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

## Mark Henshaw

Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
London  
23 May 2016

*“We approached **Dods Training** to develop a bespoke policy management diploma. What sets Dods apart from other training providers is their attention to detail, access to exceptional tutors and guest speakers, and considerable flexibility in delivering a solution that fully met our needs.*

*We were also impressed by the commitment Dods showed in getting to know our organisation – this was invaluable and made us feel an important part of the development process.*

*Feedback on the content and quality of the diploma has been exceptional and has generated significant interest from other Government entities. We would have no hesitation whatsoever in recommending Dods. They are very much a key partner for us in helping the organisation achieve its vision.”*

**SIMON NEWMAN**, STRATEGIC ADVISOR, POLICY, ABU DHABI POLICE GHQ, ABU DHABI, UAE

### Consolidated income statement *(for the year ended 31 March 2016)*

	Note	Year ended 31 March 2016 £'000	Year ended 31 March 2015 £'000
<b>Continuing Operations</b>			
Revenue	3	19,620	18,301
Cost of sales		(12,172)	(13,104)
<b>Gross profit</b>		<b>7,448</b>	<b>5,197</b>
<b>Administrative expenses:</b>			
Non-recurring items	4	(544)	(1,550)
Amortisation of intangible assets acquired through business combinations	5, 13	(629)	(1,904)
Impairment of intangible assets acquired through business combinations	5, 13	-	(1,668)
Other administrative expenses	5	(5,132)	(4,989)
<b>Total administrative expenses</b>		<b>(6,305)</b>	<b>(10,111)</b>
<b>Operating profit/(loss)</b>		<b>1,143</b>	<b>(4,914)</b>
Finance income	8	26	32
Financing costs	9	(47)	(89)
<b>Profit/(loss) before tax</b>	5	<b>1,122</b>	<b>(4,971)</b>
Income tax (charge)/credit	10	(36)	292
<b>Profit/(loss) for the year attributable to equity holders of parent company</b>		<b>1,086</b>	<b>(4,679)</b>
<b>Profit/(loss) per share</b>			
Basic	11	0.32 p	(1.38) p
Diluted	11	0.32 p	(1.35) p

### Consolidated statement of comprehensive income *(for the year ended 31 March 2016)*

	Year ended 31 March 2016 £'000	Year ended 31 March 2015 £'000
<b>Profit/(loss) for the year</b>	<b>1,086</b>	<b>(4,679)</b>
<b>Items that will be subsequently reclassified to Profit and Loss</b>		
Exchange differences on translation of foreign operations	(2)	(62)
<b>Other comprehensive income for the year</b>	<b>(2)</b>	<b>(62)</b>
<b>Total comprehensive income in the year attributable to equity holders of parent company</b>	<b>1,084</b>	<b>(4,741)</b>

## Consolidated statement of financial position *(as at 31 March 2016)*

	Note	2016 £'000	2015 £'000
Goodwill	12	13,282	13,282
Intangible assets	13	9,260	10,058
Property, plant and equipment	14	186	308
<b>Non-current assets</b>		<b>22,728</b>	23,648
Inventories	16	41	74
Trade and other receivables	18	2,190	2,971
Cash at bank and in hand	18,25	9,083	5,908
<b>Current assets</b>		<b>11,314</b>	8,953
Income tax payable		(5)	(30)
Trade and other payables	19	(7,469)	(7,168)
<b>Current liabilities</b>		<b>(7,474)</b>	(7,198)
<b>Net current assets</b>		<b>3,840</b>	1,755
<b>Total assets less current liabilities</b>		<b>26,568</b>	25,403
Deferred tax liability	21	(839)	(808)
<b>Non-current liabilities</b>		<b>(839)</b>	(808)
<b>Net assets</b>		<b>25,729</b>	24,595
<b>Equity attributable to equity holders of parent</b>			
Issued capital	22	17,083	17,078
Share premium		8,057	8,009
Other reserves		409	409
Retained profit/(deficit)		221	(882)
Share option reserve		27	47
Translation reserve		(68)	(66)
<b>Total equity</b>		<b>25,729</b>	24,595

The accompanying notes form an integral part of this consolidated statement of financial position.

These financial statements were approved by the Board of Directors and were signed on its behalf by:

**Cheryl C. Jones**

Chairman

23 May 2016

**Consolidated statement of changes in equity** *(for the year ended 31 March 2016)*

	Share capital	Share premium	Merger reserve	Retained earnings	Translation reserve	Share option reserve	Total shareholders' Funds
	£'000	£'000	£'000	£'000	£'000	£'000	£'000
At 31 March 2014	17,078	8,009	409	3,367	(4)	471	<b>29,330</b>
Total comprehensive loss							
Loss for the year	-	-	-	(4,679)	-	-	<b>(4,679)</b>
Other comprehensive loss							
Currency translation differences	-	-	-	-	(62)	-	<b>(62)</b>
Lapsed option transfer	-	-	-	430	-	(430)	-
Share based payment	-	-	-	-	-	6	<b>6</b>
<b>At 31 March 2015</b>	<b>17,078</b>	<b>8,009</b>	<b>409</b>	<b>(882)</b>	<b>(66)</b>	<b>47</b>	<b>24,595</b>
Total comprehensive loss							
Profit for the year	-	-	-	1,086	-	-	<b>1,086</b>
Other comprehensive loss							
Currency translation differences	-	-	-	-	(2)	-	<b>(2)</b>
Transactions with owners							
Exercise of share options	5	48	-	-	-	-	<b>53</b>
Lapsed option transfer	-	-	-	17	-	(17)	-
Share based payment	-	-	-	-	-	(3)	<b>(3)</b>
<b>At 31 March 2016</b>	<b>17,083</b>	<b>8,057</b>	<b>409</b>	<b>221</b>	<b>(68)</b>	<b>27</b>	<b>25,729</b>

## Consolidated statement of cash flows *(for the year ended 31 March 2016)*

	Note	Year ended 31 March 2016	Year ended 31 March 2015
		£'000	£'000
<b>Profit/(loss) for the year</b>		<b>1,086</b>	(4,679)
Depreciation of property, plant and equipment		230	228
Amortisation of intangible assets acquired through business combinations	13	629	1,904
Amortisation of other intangible assets	13	412	763
Accelerated amortisation of software intangibles	4	-	578
Impairment of intangible assets acquired through business combinations	13	-	1,668
Share based payments (credit)/charge		(3)	6
Net finance costs		21	57
Income tax charge/(credit)		36	(292)
Operating cash flows before movements in working capital		<b>2,411</b>	233
Change in inventories		33	50
Change in trade and other receivables		781	788
Change in trade and other payables		300	378
Cash generated by operations		<b>3,525</b>	1,449
Taxation paid		(30)	-
<b>Net cash from operating activities</b>		<b>3,495</b>	1,449
<b>Cash flows from investing activities</b>			
Interest and similar income received	8	26	32
Acquisition to property, plant and equipment	14	(108)	(73)
Additions to intangible assets	13	(244)	(638)
<b>Net cash used in investing activities</b>		<b>(326)</b>	(680)
<b>Cash flows from financing activities</b>			
Proceeds from issue of share capital	22	54	-
Interest and similar expenses paid	9	(47)	(89)
<b>Net cash from/(used) in financing activities</b>		<b>7</b>	(89)
<b>Net increase in cash and cash equivalents in continuing operations</b>		<b>3,176</b>	679
Opening cash and cash equivalents		5,908	5,291
Effect of exchange rate fluctuations on cash held		(1)	(62)
<b>Closing cash and cash equivalents in continuing operations</b>	24	<b>9,083</b>	5,908

# Notes to the financial statements

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31 March 2016

## 1. Statement of Accounting Policies

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Dods (Group) PLC is a Company incorporated in England and Wales.

The consolidated financial statements of Dods (Group) PLC have been prepared and approved by the directors in accordance with International Financial Reporting Standards as endorsed by the International Accounting Standards Board and as adopted by the EU ("adopted IFRS"). The Company has elected to prepare its parent company financial statements in accordance with FRS 102; these are presented after the notes to the consolidated financial statements.

The Group financial statements consolidate those of the Company and its subsidiaries (together referred to as the "Group"). The parent company financial statements present information about the Company as a separate entity and not about its group.

The accounting policies set out below, have, unless otherwise stated, been applied consistently to all periods presented in these Group financial statements.

Judgements made by the directors in the application of these accounting policies that have a significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2.

### Standards adopted

There are no IFRS or IFRIC interpretations that are effective for the first time for the financial year beginning on or after 1 April 2016 that have had a material impact on the group.

### Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules, except for derivative financial instruments which are stated at their fair value, and non-current assets and disposal groups held for sale which are stated at the lower of previous carrying value and fair value less costs to sell.

### Going Concern

The Group had net current assets as at 31 March 2016 of £3,840,000 (2015: £1,755,000). The Directors have considered the implications for Going Concern below.

The Board remains satisfied with the Group's funding and liquidity position.

The Board remains mindful regarding the uncertainties inherent in the current economic conditions. The Group's forecasts and projections, taking account of reasonable changes in trading performance given these uncertainties, show the Group operating within its current cash flow with significant headroom going forward.

On the basis of these forecasts, and given the level of available cash, the Board has concluded that the going concern basis of preparation continues to be appropriate.

Further information on the Group's business activities, together with factors likely to affect its future development, performance and position are set out in the Business and Financial review on pages 4 to 7, and in the Directors' Report on page 8. In addition, note 17 sets out the Group's objectives, policies and processes for managing its capital, financial risks, financial instruments and hedging activities, and its exposures to credit and liquidity risk.

### Basis of consolidation

Subsidiaries are entities controlled by the Group (parent company and its subsidiaries referred to as the "Group"). Control is achieved where the Group is exposed, or has rights to variable returns and has the ability to affect those returns. The results of subsidiaries acquired or sold are included in the consolidated financial statements from the date control commences to the date control ceases. Where necessary, adjustments are made to the results of the acquired subsidiaries to align their accounting policies with those of the Group. All intra-group transactions, balances, income and expenditure are eliminated on consolidation.

### Business combinations

Business combinations are accounted for using the acquisition method at the acquisition date, which is the date on which control is transferred to the Group. In assessing control, the Group takes into consideration potential voting rights that currently are exercisable.



The Group measures goodwill as the fair value of the consideration transferred (including the fair value of any previously-held equity interest in the acquiree) and the recognised amount of any non-controlling interest in the acquiree, less the net recognised amount (generally fair value) of the identifiable assets acquired and liabilities assumed, all measured as of the acquisition date. When the excess is negative, a bargain purchase gain is recognised immediately in profit or loss.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Costs related to the acquisition, other than those associated with the issue of debt or equity securities, that the Group incurs in connection with a business combination are expensed as incurred. Costs relating to acquisitions are shown in non-recurring items.

Any contingent consideration payable is recognised at fair value at the acquisition date. If the contingent consideration is classified as equity, it is not remeasured and settlement is accounted for within equity. Otherwise, subsequent changes to the fair value of the contingent consideration are recognised in profit or loss.

#### **Revenue recognition – sale of goods**

Revenue is measured at the fair value of consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, VAT and other sales-related taxes, and provisions for returns and cancellations.

Revenue on books or magazines provided for clients is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer and the amount of revenue can be measured reliably.

When books are sold on a sale or return basis, revenue is recognised on distribution less a provision for expected returns.

#### **Revenue recognition – sale of services**

Revenue in respect of subscription-based services, including online services and licensing, is recognised on a straight line basis over the period of subscription or licence. The unrecognised element is carried within creditors as deferred revenue.

Revenue in respect of advertising services is recognised on publication. Where publications are printed and distributed in more than one volume, the fair value of the revenue attributable to each volume is recognised as it is distributed.

Where long term training is provided together with training materials, the fair value of the materials provided to delegates is recognised as revenue upon distribution. The remaining revenue is recognised in stages as courses occur.

When long term training programmes are designed on a client's behalf, revenue relating to the conception, set-up and design of the programme is recognised when the first event occurs. Revenue in relation to the organisation and administration of the programme is recognised over the programme's life.

Revenue on all one-off events and conferences is recognised as they occur. Cash received in advance and directly attributable costs relating to future events are deferred. Losses anticipated at the balance sheet date are provided in full.

Revenue for recruitment services provided is recognised when an unconditional offer is accepted. Retainer revenue is recognised upon completion of the candidate's probationary period. Interim revenue is recognised for the period in which the interim staff member works.

#### **Leases**

When the Group enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a finance lease or similar hire purchase contract. All other leases are treated as operating leases.

Operating lease rentals are charged to the income statement on a straight line basis over the period of the lease.

Lease incentives are recognised in the income statement as an integrated part of the total lease expense.

#### **Post retirement benefits – defined contribution**

The Group contributes to independent defined contribution pension schemes. The assets of the schemes are held separately from those of the Group in independently administered funds. The amount charged to the profit and loss account represents the contributions payable to the schemes in respect of the accounting period.

#### **Post retirement benefits – defined benefit**

The Group's French subsidiary operated a defined benefit pension scheme which was open to all employees, who were entitled to a lump sum on retirement. Following the disposal of the major part of the French business in June 2008, the scheme remains available to 5 remaining French employees of the Group.

At the time of the transfer of the major part of the business, the liability was calculated by a qualified independent actuary to determine the net defined obligations. The liability was less than €500. The Directors consider this to be an immaterial amount and therefore have not given the disclosures required by IAS 19, "Employee Benefits".

#### **Share based payment**

The Group operates a number of equity-settled, share-based compensation plans. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense with a corresponding increase in equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, but excluding the impact of any non-market related vesting conditions. Non-market related vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the Group revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

Deferred tax is recognised where it is probable that tax relief will be available on the difference between exercise price and market price at the balance sheet date.

#### **Non-recurring items**

Non-recurring items are items which in management's judgement need to be disclosed by virtue of their size, incidence or nature. Such items are included within the income statement caption to which they relate and are separately disclosed either in the notes to the consolidated financial statements or on the face of the consolidated income statement.

Non-recurring items are not in accordance with any specific IFRS definition and therefore may be different to other companies' definition of "non-recurring items".

#### **Taxation**

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax is based on taxable profit for the year and any adjustment to tax payable in respect of previous years. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

The Group's assets and liabilities for current tax are calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax nor the accounting profit other than in a business combination.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future.

The carrying amount of the deferred tax asset is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates enacted or that are expected to apply (substantively enacted) at the balance sheet dated when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority or the Group intends to settle its current tax assets and liabilities on a net basis.

#### **Goodwill**

Goodwill represents the difference between the cost of acquisition of a business and the fair value of identifiable assets, liabilities and contingent liabilities acquired. Identifiable intangibles are those which can be sold separately or which arise from legal rights regardless of whether those rights are separable. Goodwill is stated at cost less any accumulated impairment losses. Goodwill is allocated to cash generating units and is tested annually for impairment. Any impairment is recognised immediately in profit or loss and is not subsequently reversed.

### Intangible assets

Intangible assets acquired by the Group are stated at cost less accumulated amortisation and impairment losses, if any. Intangible assets are amortised on a straight-line basis over their useful lives in accordance with IAS 38 "Intangible Assets". Assets are not revalued. The amortisation period and method are reviewed at each financial year end and are changed in accordance with IAS 8 "Accounting Policies, Changes in Accounting Estimates and Errors" if this is considered necessary. The estimated useful lives are as follows:

Publishing rights	10-75 years (one specific right is deemed to have a UEL of 75 years)
Brand names	15-20 years
Customer relationships	1-8 years
Customer lists	4 years
Order books	1 year
Other assets	1 year

Software which is not integral to a related item of hardware is included in intangible assets and amortised over its estimated useful lives of between 3-6 years. The salaries of staff employed in the development of new software relating to our information services products, and salaries of staff employed in building our digital platform architecture within the Group are capitalised into software.

### Impairment

The carrying amounts of the Group's intangible assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill the recoverable amount is estimated each year at each balance sheet date.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing, is allocated to cash-generating units that are expected to benefit from the synergies of the combination.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses, if any.

Depreciation is provided to write off the cost less estimated residual value of property, plant and equipment by equal instalments over their estimated useful economic lives as follows:

Leasehold improvements	Over the shorter of the life of the asset or lease period
Equipment, fixtures and fittings	5 years
IT Equipment	3 years

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

**Inventories, work in progress and long term contracts**

Inventories are stated at the lower of cost and net realisable value. Work in progress consists of internal and third party editorial and production costs prior to print, which are capitalised for new publications and substantial updates of continuing publications. Work in progress is valued at the lower of cost and net realisable value being the recoverable amount based on anticipated forward sales from the first print run. Inventories are expensed through cost of sales.

**Cash**

Cash includes cash on hand and in banks. Cash in banks earn interest at the respective bank deposit rates.

**Provisions**

A provision is recognised in the balance sheet when the Group has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect is material, provisions are determined by discounting the expected future cash flows at a pre tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

**Financial liabilities and equity instruments**

Financial assets and financial transactions are recognised on the Group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities, and includes no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group, and, where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

**Derivative financial instruments**

The Group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates. The Group uses foreign exchange forward contracts to hedge these exposures. The Group does not apply hedge accounting. The Group does not use derivative financial instruments for speculative purposes.

**Foreign currencies**

The individual financial statements of each Group company are presented in the currency of the primary economic environment in which it operates (its functional currency). For the purpose of the consolidated financial statements, the results and financial position of each Group company are expressed in pounds sterling, which is the presentation currency of the Group.

In preparing the financial statements of the individual companies, transactions in currencies other than the entity's functional currency (foreign currencies) are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated but remain at the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in the income statement for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised directly in equity. For such non-monetary items, any exchange component of that gain or loss is also recognised directly in equity.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are translated at exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period ended on the balance sheet date. Exchange rate differences arising, if any, are recognised directly in equity in the Group's translation reserve. Such translation differences are recognised as income or as expense in the income statement in the period in which the operation is disposed of.

## 2. Accounting estimates, judgements and adopted IFRS not yet effective

The key assumptions concerning the future and other key sources of estimation and judgements at the balance sheet date that have a risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

### a) Capitalisation of internal costs and assessment of their future recoverability

Management has capitalised costs incurred in relation to the development of internally generated intangible assets. The main area where costs have been capitalised has been summarised below:

#### *i) Development of software*

The salaries of staff employed in the development of new software within the Group have been capitalised into software, within other intangible assets. These development costs are then expensed over the estimated useful life of the software, being 3-6 years.

Management estimate the extent to which internally generated intangibles will be recovered by assessing future earnings. This is based on past revenue performance and the likelihood of future releases. Future sales performance varies from such assessments and changes to provisions against specific publications may be necessary.

### b) Intangible assets

When the Group makes an acquisition, management review the business and assets acquired to determine whether any intangible assets should be recognised separately from goodwill. If such an asset is identified, it is valued by discounting the probable future cash flows expected to be generated by the asset over the estimated life of the asset. Where there is uncertainty over the amount of economic benefit and the useful life, this is factored into the calculation. Judgements and estimations are also used by the Directors for the value in use calculation for impairment purposes of goodwill and other intangible assets. Details of goodwill and intangible assets are given in notes 12 and 13.

### c) Recoverability of trade receivables

Trade receivables are reflected net of estimated provisions for doubtful accounts. This provision is based on the ageing of receivable balances and historical experience. Details of trade receivables are given in note 17.

### d) Deferred tax

Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, judgement is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income. Details of deferred tax are given in note 21.

Details of judgements and estimates in relation to the impairment of goodwill are given in note 12.

### Adopted IFRS not yet applied

A number of new standards, amendments to standards and interpretations are in issue but not yet effective for annual periods beginning on 1 April 2016 and have not been applied in preparing these consolidated financial statements. None of these are expected to have a significant effect on the consolidated financial statements of the Group.

The Group continues to monitor the potential impact of other new standards and interpretations which may be endorsed by the European Union and require adoption by the Group in future accounting periods.

### 3. Segmental information

#### Business segments

The Group considers that it has one operating business segment, being the provision of key information and insights into the political and public policy environments around the UK and European Union.

The Group's principal activity is the curation and aggregation of high quality information and data and the provision of services through a combination of online information and digital services, training courses, conferences and events publications, and other media. The Group operates primarily in the UK, Belgium and France and has market-leading positions in much of its portfolio. These products and services can be paired and bundled to provide comprehensive solutions.

No client accounted for more than 10% of total revenue.

#### Geographical segments

The following table provides an analysis of the Group's performance and assets by geographical market. Segment revenue is based on the geographical location of customers and segment assets on the basis of location of assets.

	Revenue by geographical market		Carrying amount of segment assets		Additions to property, plant and equipment and intangible assets	
	Year ended 31 Mar 2016	Year ended 31 Mar 2015	Year ended 31 Mar 2016	Year ended 31 Mar 2015	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000	£'000	£'000	£'000	£'000
UK	15,376	14,109	33,531	32,076	352	711
Continental Europe and rest of world	4,244	4,192	511	525	-	-
Continuing operations	19,620	18,301	34,042	32,601	352	711

### 4. Non-recurring items

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Accelerated amortisation of software intangibles	-	578
Payments in lieu of notice, compensation for loss of office and associated legal fees	218	386
Redundancy and people related costs	300	246
Strategic consultancy	-	83
Office relocation	26	-
Closure of Cambridgeshire Office	-	46
Impairment of Debtor Balances	-	211
	544	1,550

Payments in lieu of notice, compensation for loss of office and associated legal fees in respect of a former Chief Executive Officer.

Redundancy and people related costs represent the effect of a Group initiative to appropriately restructure the business and reduce costs.

## 5. Profit/(loss) before tax

Profit/(loss) before tax has been arrived at after charging:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Impairment of intangible assets	-	1,668
Depreciation of property, plant and equipment	230	228
Amortisation of intangible assets acquired through business combinations	629	1,904
Amortisation of other intangible assets	412	763
Staff costs (see note 7)	8,493	9,231
Non-recurring items (see note 4)	544	1,550
Operating lease charge	320	398

### Auditors' remuneration

Fees payable to the Company's auditor for the audit of the Company's annual accounts	15	15
Fees payable to the Company's auditor and its associates for other services:		
The audit of the Company's subsidiaries, pursuant to legislation	55	59
	70	74

## 6. Directors' remuneration

The remuneration of the directors of the Company for the year ended 31 March 2016 is set out below:

	Salaries	Fees	Benefits	Pension contributions	Compensation for loss of office	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£	£	£	£	£	£	£
<b>Executive directors</b>							
M Beck (resigned 31 <sup>st</sup> March 2016)	164,878	-	1,685	365	197,676	<b>364,604</b>	177,799
K Sadler (resigned 25 <sup>th</sup> September 2014)	-	-	-	-	-	-	480,394
<b>Non-executive directors</b>							
The Lord Adonis	-	30,000	-	-	-	<b>30,000</b>	25,000
Sir William Wells	-	40,833	-	-	-	<b>40,833</b>	25,000
C Jones <sup>1</sup>	-	25,000	-	-	-	<b>25,000</b>	21,410
M Higgins (appointed 4 <sup>th</sup> April 2014, resigned 25 <sup>th</sup> September 2014)	-	-	-	-	-	-	58,872
H Marsh (resigned 19 <sup>th</sup> November 2014)	-	-	-	-	-	-	15,833
A Wilson	-	-	-	-	-	-	1,667
<b>Total</b>	<b>164,878</b>	<b>95,833</b>	<b>1,685</b>	<b>365</b>	<b>197,676</b>	<b>460,437</b>	<b>805,975</b>

<sup>1</sup> Strategic consultancy services were provided to the Group to the value of £162,500. See related parties note 26.

### Directors' interests

The current Directors and their interests in the share capital of the Company at 31 March 2016 are disclosed within the Directors' Report.

### Key management compensation

The compensation for key management is wholly short term employee benefit.

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£	£
Remuneration of senior management	<b>404,957</b>	298,192



## 7. Staff costs

The average number of persons employed by the Group (including executive directors) during the year within each category was:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
Editorial and production staff	96	91
Sales and marketing staff	57	119
Managerial and administration staff	57	58
	<b>210</b>	<b>268</b>

The aggregate payroll costs in respect of these employees (including executive directors) were:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Wages and salaries	7,583	8,094
Social security costs	868	1,091
Pension and other costs	45	40
Share based payment charge (credit)	(3)	6
	<b>8,493</b>	<b>9,231</b>

## 8. Finance income

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Bank interest receivable	26	32

## 9. Financing costs

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
On bank loans and overdrafts	-	8
Net exchange losses	47	81
	<b>47</b>	<b>89</b>

## 10. Taxation

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
<b>Current tax</b>		
Current tax on income for the year at 20% (2015: 20%)	5	-
<b>Overseas tax</b>		
Current tax expense on income for the year at 20% (2015: 20%)	-	-
Total current tax expense	5	-
<b>Deferred tax (see note 21)</b>		
Origination and reversal of temporary differences	68	(171)
Effect of change in tax rate	(37)	(121)
Total deferred tax charge/(income)	31	(292)
Total income tax charge/(credit)	36	(292)

The tax charge for the period differs from the standard rate of corporation tax in the UK of 20% (2015: 20%).

The differences are explained below:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
<b>Income tax reconciliation</b>		
Profit/(loss) before tax	1,122	(4,971)
Notional tax charge at standard rate of 20% (2015: 20%)	224	(1,044)
Effects of:		
Expenses not deductible for tax purposes	9	6
Accelerated capital allowances and temporary differences	(74)	575
Difference between UK and French tax rates	-	187
Other	-	(16)
Utilisation of tax losses and tax credits	(123)	-
Total income tax charge/(credit)	36	(292)

## 11. Earnings per share

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Profit/(loss) attributable to shareholders	1,086	(4,679)
Add: non-recurring items net of tax	544	1,550
Add: amortisation of intangible assets acquired through business combinations	629	1,904
Add: Impairment of intangible assets acquired through business combinations	-	1,668
(Deduct)/add: share based payment (credit)/charge	(3)	6
Adjusted profit attributable to shareholders post tax	2,256	449
	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	Ordinary shares	Ordinary shares
<b>Weighted average number of shares</b>		
In issue during the year - basic	340,305,953	339,770,953
Adjustment for share options	1,785,000	5,620,000
In issue during the year - diluted	342,090,953	345,390,953
<b>Earnings per share on continuing operations</b>		
Basic	0.32 p	(1.38) p
Diluted	0.32 p	(1.35) p
<b>Adjusted earnings per share on continuing operations</b>		
Basic	0.66 p	0.13 p
Diluted	0.66 p	0.13 p

## 12. Goodwill

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
<b>Cost and Net book value</b>	<b>£'000</b>	£'000
Opening balance	13,282	13,282
<b>Closing balance</b>	<b>13,282</b>	13,282

Goodwill acquired in a business combination is allocated at acquisition to the cash-generating units (CGUs) that are expected to benefit from that business combination. The carrying amount of goodwill has been allocated as follows:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Dods	13,282	13,282
	<b>13,282</b>	13,282

Goodwill is not amortised but tested annually for impairment with the recoverable amount being determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rate, growth rates and forecasts of income and costs.

The Group assessed whether the carrying value of goodwill was supported by the discounted cash flow forecasts of the Group based on financial forecasts approved by management covering a five year period, taking in to account both past performance and expectations for future market developments. Management has used a five year model using an underlying growth rate of 5%. Management estimates the discount rate using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to media businesses.

The impairment charge was £nil (2015: £nil).

### CGU

The recoverable amount of the CGU is determined from value in use calculations.

Value in use was determined by discounting future cash flows generated from the continuing use of the titles and was based on the following most sensitive assumptions:

- cash flows for 2016/17 were projected based on the budget for 2016/17
- cash flows for years ending 31 March 2018 to 2021 were prepared using underlying growth rates at an average of 5%, based on management's view on likely trading and likely growth;
- this assumption is based upon both assumed increases in revenue from yield improvements and expansion of markets and also strict cost control;
- cash flows beyond 2021 are extrapolated using 2% growth rate;
- cash flows were discounted using the CGU's pre-tax discount rate of 10.2%.

Based on the above sensitivity assumptions the calculations disclosed significant headroom against the carrying value of goodwill for the CGU. The Directors carried out a number of sensitivity scenarios on the data. In the Directors view there is not any key assumption that the Directors based their determination upon that would cause the CGU's carrying amount to exceed its recoverable amount.

### 13. Intangible assets

	Assets acquired through business combinations	Software	Total
	£'000	£'000	£'000
<b>Cost</b>			
At 31 March 2014	24,215	3,176	27,391
Additions - externally purchased	-	142	142
Additions - internally generated	-	496	496
At 31 March 2015	24,215	3,814	28,029
Additions - internally generated	-	244	244
<b>At 31 March 2016</b>	<b>24,215</b>	<b>4,058</b>	<b>28,273</b>
<b>Amortisation</b>			
At 31 March 2014	12,166	893	13,059
Charged in year	1,904	763	2,667
Non-recurring accelerated amortisation	1,668	578	2,246
Exchange adjustment	-	(1)	(1)
At 31 March 2015	15,738	2,233	17,971
Charged in year	629	412	1,041
<b>At 31 March 2016</b>	<b>16,367</b>	<b>2,646</b>	<b>19,013</b>
<b>Net book value</b>			
At 31 March 2014	12,049	2,283	14,332
At 31 March 2015	8,477	1,581	10,058
<b>At 31 March 2016</b>	<b>7,848</b>	<b>1,412</b>	<b>9,260</b>

## Assets acquired through business combinations

	Publishing rights	Brand names	Customer relationships	Customer lists	Other assets	Total
	£'000	£'000	£'000	£'000	£'000	£'000
<b>Cost</b>						
At 31 March 2014	19,193	1,277	2,951	640	154	24,215
At 31 March 2015	19,193	1,277	2,951	640	154	24,215
<b>At 31 March 2016</b>	<b>19,193</b>	<b>1,277</b>	<b>2,951</b>	<b>640</b>	<b>154</b>	<b>24,215</b>
<b>Amortisation</b>						
At 31 March 2014	7,916	672	2,784	640	154	12,166
Charged in year	1,788	64	52	-	-	1,904
Non-recurring accelerated amortisation	1,127	541	-	-	-	1,668
At 31 March 2015	10,831	1,277	2,836	640	154	15,738
Charged in year	577	-	52	-	-	629
<b>At 31 March 2016</b>	<b>11,408</b>	<b>1,277</b>	<b>2,888</b>	<b>640</b>	<b>154</b>	<b>16,367</b>
<b>Net book value</b>						
At 31 March 2014	11,277	605	167	-	-	12,049
At 31 March 2015	8,362	-	115	-	-	8,477
<b>At 31 March 2016</b>	<b>7,785</b>	<b>-</b>	<b>63</b>	<b>-</b>	<b>-</b>	<b>7,848</b>

No intangible assets have an indefinite useful economic life.

Included within intangible assets are internally generated assets with a net book value of £1,405,000 (2015: £1,490,000).

## 14. Property, plant and equipment

	Leasehold improvements	Equipment and motor vehicles	Total
	£'000	£'000	£'000
<b>Cost</b>			
At 31 March 2014	567	663	1,230
Additions	-	73	73
Disposals	-	(154)	(154)
At 31 March 2015	567	582	1,149
Additions	75	33	108
Disposals	-	-	-
<b>At 31 March 2016</b>	<b>642</b>	<b>615</b>	<b>1,257</b>
<b>Depreciation</b>			
At 31 March 2014	320	439	759
Charge for the year	94	134	228
Disposals	-	(144)	(144)
At 31 March 2015	412	429	841
Charge for the year	130	100	230
Disposals	-	-	-
<b>At 31 March 2016</b>	<b>542</b>	<b>529</b>	<b>1,071</b>
<b>Net book value</b>			
At 31 March 2014	247	224	471
At 31 March 2015	155	153	308
<b>At 31 March 2016</b>	<b>100</b>	<b>86</b>	<b>186</b>

The Group did not have any assets recognised from obligations under finance leases in either the current or prior year.

## 15. Subsidiaries

The results of each of the following principal subsidiary undertakings have been included in the Group accounts as at 31 March 2016 and 2015:

Company	Activity	% Holding	Country of registration
Vacher Dod Publishing Limited	Dormant	100	England and Wales
Training Journal Limited	Holding company	100	England and Wales
Fenman Limited <sup>(i)</sup>	Publishing	100	England and Wales
Dods Parliamentary Communications Limited	Publishing	100	England and Wales
Monitoring Services Limited <sup>(ii)</sup>	Dormant	100	England and Wales
Political Wizard Limited <sup>(ii)</sup>	Dormant	100	England and Wales
Le Trombinoscope SAS	Publishing	100	France
Total Politics Limited	Publishing	100	England and Wales
Holyrood Communications Limited	Publishing	100	Scotland

All subsidiaries are owned directly except as noted below.

- (i) The Company directly owns 50% of the issued share capital of Fenman Limited with the residual 50% being owned by Training Journal Limited, of which the company owns 100%. The Company therefore controls the entire issued share capital of Fenman Limited.
- (ii) Dods Parliamentary Communications Limited owns 75% of the issued share capital of Political Wizard Limited with the residual 25% being owned by Monitoring Services Limited, of which Dods Parliamentary Communications Limited owns 100%. The Company owns 100% of the issued share capital of Dods Parliamentary Communications Limited and therefore controls the entire issued share capital of Political Wizard Limited.

## 16. Inventories

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Finished goods	41	74
	<b>41</b>	<b>74</b>

## 17. Financial instruments

### Summary of financial assets and liabilities by category

The carrying amount of financial assets and liabilities recognised at the balance sheet date of the reporting periods under review may also be categorised as follows:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
<b>Financial assets</b>		
Trade and other receivables	1,453	2,501
Cash and cash equivalents	9,083	5,908
	<b>10,536</b>	<b>8,409</b>
<b>Non-financial instruments</b>		
<b>Financial Liabilities:</b>		
<b>Current:</b>		
Financial liabilities measured at amortised cost		
Trade and other payables	(5,819)	(5,719)
	<b>(5,819)</b>	<b>(5,719)</b>
Net financial assets and liabilities	<b>4,717</b>	2,690
Plant, property and equipment	188	308
Goodwill	13,282	13,282
Other intangible assets	9,260	10,058
Prepayments	737	470
Inventories	41	74
Taxation payable	(1,655)	(1,479)
Provisions for deferred tax	(839)	(808)
	<b>21,012</b>	<b>21,905</b>
Total equity	<b>25,729</b>	24,595

The Group has exposure to several forms of risk through its use of financial instruments. Details of these risks and the Group's policies for managing these risks are included below.



### Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Group's principal financial assets are trade and other receivables, and cash.

The Group's credit risk is primarily attributable to its trade receivables and cash. The amounts presented in the balance sheet are net of allowances for doubtful receivables. The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers.

At 31 March 2016, £463,000 of the Group's trade receivables were exposed to risk in countries other than the United Kingdom (2015: £616,000).

	Gross Year ended 31 Mar 2016	Provided Year ended 31 Mar 2016	Gross Year ended 31 Mar 2015	Provided Year ended 31 Mar 2015
	£'000	£'000	£'000	£'000
The ageing of trade receivables at the reporting date was:				
Overdue by less than 3 months	1,616	175	2,650	157
Overdue by greater than 3 months	45	45	92	92
	<b>1,661</b>	<b>220</b>	2,742	249

Provisions against trade receivables are based on an ageing analysis of overdue receivables and any other indications which suggest an impairment as estimated by management.

The movement in allowance for doubtful accounts in respect of trade receivables during the year was as follows:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Balance at 1 January	249	58
Legacy debtor provision	-	211
Movement	(29)	(20)
Balance at 31 March	<b>220</b>	249

### Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due.

The contractual cash flow of each financial liability is materially the same as their carrying amount.

### Currency risk

The Group is exposed to currency risk on transactions denominated in Euros.

The Group, currently, has foreign exchange forward contracts hedging 35% of the Group's anticipated foreign exchange cashflows for next year in place. A maximum of 75% of the Group's profits or cash flows can be hedged under the Group's treasury policy.

### Share capital

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. For further details of share capital see note 22.

### Sensitivity analysis

In managing interest rate and currency risks the Group aims to reduce the impact of short-term fluctuations on the Group's earnings. Over the longer-term, however, permanent changes in foreign exchange and interest rates would have an impact on consolidated earnings.

At 31 March 2016, it is estimated that a general increase of one percentage point in interest rates would have decreased the Group's profit/(loss) before tax by approximately £nil (2015: £nil).

It is estimated that a general increase of one percentage point in the value of the Euro against Sterling would have increased the Group's profit/(loss) before tax by approximately £14,000 (2015: £24,000).

### Fair values

The directors consider that the fair value of financial instruments is materially the same as their carrying amounts.

**Capital management**

The Board's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Group's capital management objectives are to ensure the Group's ability to continue as a going concern and to provide an adequate return to shareholders by pricing products and services commensurately with the level of risk.

**18. Other financial assets**

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
<b>Trade and other receivables</b>	<b>£'000</b>	£'000
Trade receivables	1,441	2,493
Other receivables	12	8
Prepayments and accrued income	737	470
	<b>2,190</b>	2,971

Trade and other receivables denominated in currencies other than Sterling comprise £354,000 (2015: £582,000) predominately denominated in Euros..

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
<b>Cash and cash equivalents</b>	<b>£'000</b>	£'000
Cash and cash equivalents	9,083	5,908

Cash includes £278,000 (2015: £895,000) denominated in Euros.

**19. Current liabilities**

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
<b>Trade and other payables</b>	<b>£'000</b>	£'000
Trade creditors	683	902
Other creditors including tax and social security	1,650	1,449
Accruals and deferred income	5,136	4,817
	<b>7,469</b>	7,168

Trade creditors and accruals comprise amounts outstanding for trade purchases and ongoing costs. The average credit period taken for trade purchases is 23 days (2015: 16 days).

Current liabilities denominated in currencies other than Sterling comprise £18,000 (2015: £1,000) denominated in Euros.

**20. Interest bearing loans and borrowings**

The Group has no borrowings.

In connection with the Group's banking facilities with the Bank of Scotland, the Company and its UK subsidiary undertakings have entered into a cross guarantee, which gives a fixed and floating charge over the assets of the UK trading companies of the Group.

## 21. Deferred tax liability

The following are the major deferred tax liabilities and assets recognised by the Group, and movements thereon during the current and prior year.

	Liabilities			Assets		Total
	Intangible assets	Other Timing Differences	Accelerated capital allowances	Tax losses	Employee benefits	
	£'000	£'000	£'000	£'000	£'000	£'000
At 31 March 2014	1,387	-	(49)	(238)	-	<b>1,100</b>
Effect of change in tax rate	(121)	-	-	-	-	<b>(121)</b>
Charge to income	(203)	151	(142)	23	-	<b>(171)</b>
At 31 March 2015	1,063	151	(191)	(215)	-	<b>808</b>
Effect of change in tax rate	(51)	14	-	-	-	<b>(37)</b>
Charge to income	(47)	48	42	25	-	<b>68</b>
<b>At 31 March 2016</b>	<b>965</b>	<b>213</b>	<b>(149)</b>	<b>(190)</b>	-	<b>839</b>

Deferred tax assets and liabilities have been offset in both the current and preceding year as the current tax assets and liabilities can be legally offset against each other, and they relate to taxes levied by the same taxation authority or the Group intends to settle its current tax assets and liabilities on a net basis.

At the balance sheet date, the Group has unused tax losses of £7,083,000 (2015: £7,391,000) available for offset against future profits. A deferred tax asset of 190,000 (2015: £215,000) has been recognised in respect of such losses.

## 22. Called-up share capital

	9p deferred shares Number	1p ordinary shares Number	£'000
Issued share capital at 31 March 2015	151,998,453	339,770,953	<b>17,078</b>
Exercise of share options	-	535,000	<b>5</b>
<b>At 31 March 2016</b>	<b>151,998,453</b>	<b>340,305,953</b>	<b>17,083</b>

At an extraordinary meeting of shareholders on 7 February 2012 members adopted a new set of Articles of Association and also a capital reorganisation.

The Articles of Association have taken advantage of the Companies Act 2006 in which there is no need to have an authorised share capital and therefore nothing is disclosed.

The capital reorganisation took place on the same date and split the issued share capital into two. Deferred shares, holders of which do not have the right to receive notice of any general meeting of the Company or any right to attend, speak or vote at such meeting. The deferred shareholders are not entitled to receive any dividend or other distribution and shall on a return of assets in a winding up of the Company entitle the holders only to the repayment of 1pence in aggregate. The deferred shares are also incapable of transfer and no share certificate will be issued.

During the year the Company issued 535,000 Ordinary Shares on the exercise of employee share options for cash consideration of £53,500 of which £5,350 was credited to share capital and £48,150 to share premium.

## 23. Operating lease arrangements

Total commitments under non-cancellable leases are as follows:

	Year ended 31 Mar 2016 Land and Buildings £'000	Year ended 31 Mar 2015 Land and buildings £'000
Expiry date:		
- within one year	194	312
- between two and five years	269	280
- after five years	-	30
	<b>463</b>	<b>622</b>

## 24. Reconciliation of net cash

	At 31 March 2015 £'000	Cash flow £'000	Exchange movement £'000	At 31 March 2016 £'000
Cash at bank and in hand	5,908	3,176	(1)	<b>9,083</b>
	<b>5,908</b>	<b>3,176</b>	<b>(1)</b>	<b>9,083</b>

## 25. Share based payments

### Executive Share Option Scheme

The Company operates an Unapproved Executive Share Option Scheme under which share options are granted to selected Group employees. All options are settled by physical delivery of shares in exchange for payment of the aggregated option price. The contractual life of each grant is 10 years. No more awards are being made under this scheme.

Grant date	Outstanding options at 1 April 2015	Lapsed	Exercised	Outstanding options at 31 March 2016
6 May 2009	700,000	(150,000)	(200,000)	<b>350,000</b>
4 November 2010	920,000	(150,000)	(335,000)	<b>435,000</b>
Total	1,620,000	(300,000)	(535,000)	<b>785,000</b>

All options granted are discretionary (as determined by the Remuneration Committee) and carry a pre-exercise performance condition, requiring the Company's Earnings Per Share achievement during any rolling three year financial performance period to exceed the retail/consumer price index by at least 3%, in aggregate, during the same period. No consideration is received for an award and no grants can be made at an option exercise price per share which is less than the market price at the time of grant.

**EMI Share Option Scheme**

Grant date	Outstanding options at 1 April 2015	Lapsed	Outstanding options at 31 March 2016
22 May 2013	4,000,000	(3,000,000)	<b>1,000,000</b>
Total	4,000,000	(3,000,000)	<b>1,000,000</b>

The options granted on 22 May 2013 were awarded under an EMI scheme. To become exercisable the share price of the Company's share price must be a minimum of 8.5 pence.

Details of the share options outstanding during the period are as follows:

	Number of Ordinary shares	Weighted average exercise price
At 31 March 2014	10,044,075	5.8p
Lapsed during the year	(4,424,075)	8.0p
At 31 March 2015	5,620,000	6.8p
Lapsed during the year	(3,300,000)	5.9p
Exercised during the year	(535,000)	10.0p
<b>At 31 March 2016</b>	<b>1,785,000</b>	<b>7.8p</b>

The following options were outstanding under the Company's Executive Share Option Scheme and EMI scheme as at 31 March 2016:

Granted	Number of Ordinary shares	Exercise price per share (pence)	Exercise Period
<b>Executive Share Option Scheme</b>			
6 May 2009	350,000	10.0p	May 2012 - 2019
4 November 2010	435,000	10.0p	November 2013 - 2020
	785,000		
<b>EMI Share Option Scheme</b>			
22 May 2013	1,000,000	5.5p	May 2018 -2023
<b>At 31 March 2016</b>	<b>1,785,000</b>		

The options outstanding at the year-end have an exercise price of 5.5p and 10p and a weighted average contractual life of 6.3 years.

The income statement charge/(credit) in respect of the EMI Share Option Scheme for the year was £(3,000) (2015: £6,000).

**26. Related Party Transactions**

Non-executive Chairman Cheryl C. Jones is also a director of CC Jones Consulting Ltd, who provided strategic consultancy services to Dods (Group) PLC to the value of £162,500 for the year ended 31 March 2016. (also refer to note 6 detailing directors remuneration).

# Company statement of financial position

at 31 March 2016

	Note	Year ended 31 March 2016	Year ended 31 March 2015
		£'000	£'000
<b>Fixed assets</b>			
Intangible assets	29	1,289	1,357
Tangible fixed assets	30	17	23
Investments	31	20,511	20,511
		<b>21,817</b>	21,891
<b>Current assets</b>			
Debtors	32	6,305	6,885
Cash	33	4,238	3,483
		<b>10,543</b>	10,368
<b>Creditors:</b> Amounts falling due within one year	34	<b>(2,236)</b>	(1,989)
<b>Net current assets</b>		<b>8,307</b>	8,379
<b>Total assets less current liabilities</b>		<b>30,124</b>	30,270
<b>Creditors:</b> Amounts falling due after more than one year	35	<b>(376)</b>	(376)
<b>Net assets</b>		<b>29,748</b>	29,894
<b>Capital and reserves</b>			
Called-up share capital	36	17,083	17,078
Share premium account	37	8,058	8,009
Merger reserve	37	409	409
Profit and loss account	37	4,198	4,398
<b>Equity shareholders' funds</b>	37	<b>29,748</b>	29,894

The accompanying notes form an integral part of this statement of financial position.

These financial statements were approved by the Board of directors and were signed on its behalf by:

**Cheryl C. Jones**  
Chairman  
23 May 2016

# Notes to the parent company financial statements

## 27. Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

### Basis of accounting

The financial statements have been prepared in accordance with United Kingdom applicable accounting standards, including Financial Reporting Standard 102, and with the Companies Act 2006. The financial statements have been prepared on the historical cost basis.

This is the first year in which the financial statements have been prepared under FRS 102. No restatement to comparative prior year amounts were necessary.

Under section 408 of the Companies Act 2006, the company is exempt from the requirement to present its own profit and loss account. Dods (Group) PLC loss for the year was £203,000 (2015: Loss £1,323,000).

The individual accounts of FRS 102 Limited have also adopted the following disclosure exemptions:

- the requirement to present a statement of cash flows and related notes
- financial instrument disclosures, including: categories of financial instruments, items of income, expenses, gains or losses relating to financial instruments, and exposure to and management of financial risks.

### Transition to FRS 102

Intangible assets are now amortised over their useful economic life.

Holiday balances accrued as a result of services rendered in the current period but not taken by employees are now accounted for. The accrual this year is £3,000 (2015: £2,000).

### Share based payments

The Company operates a number of equity-settled, share based compensation plans. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense with a corresponding increase in equity. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest. At each balance sheet date, the Company revises its estimates of the number of options that are expected to vest. It recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

Deferred tax is recognised where it is likely that tax relief will be available on the difference between exercise price and market price at the balance sheet date.

Where the Company grants options over its own shares to the employees of its subsidiaries, it recognises a movement in the cost of investment in its subsidiaries equivalent to the equity-settled share based payment charge recognised in its subsidiary's financial statements, with the corresponding movement being recognised directly in equity.

### Leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

### Post retirement benefits – defined contribution

The Company contributes to independent defined contribution pension schemes. The assets of the schemes are held separately from those of the Company in independently administered funds. The amount charged to the profit and loss account represents the contributions payable to the schemes in respect of the accounting period.

### Dividends

Dividends from subsidiary companies are accounted for when payable. Dividends payable to shareholders are recognised when they are approved by the shareholders at the Annual General Meeting. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

**Tax**

The charge for taxation is based on the profit for the year. Deferred tax is recognised with discounting in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, as allowed by Financial Reporting Standard 19: "Deferred tax".

**Intangible assets**

Intangible assets represent publishing rights acquired by the Company. These are amortised over their useful economic life of 20 years.

**Tangible fixed assets and depreciation**

Depreciation is provided to write off the cost less estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Leasehold improvements	Over the remaining life of the lease
Equipment, fixtures and fittings	5 years
IT systems	3 years

**Fixed asset investments**

In the Company's financial statements, investments in subsidiary undertakings and participating interests are stated at cost less any provisions for impairment.

**Impairment of fixed assets and goodwill**

The carrying amounts of the Company's assets are reviewed for impairment when events or changes in circumstances indicate that the carrying amount of the fixed asset may not be recoverable. If any such indication exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its income-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account unless it arises on a previously revalued fixed asset. An impairment loss on a revalued fixed asset is recognised in the profit and loss account if it is caused by a clear consumption of economic benefits. Otherwise impairments are recognised in the statement of total recognised gains and losses until the carrying amount reaches the asset's depreciated historic cost.

Impairment losses recognised in respect of income-generating units are allocated first to reduce the carrying amount of any goodwill allocated to income-generating units, then to any capitalised intangible asset and finally to the carrying amount of the tangible assets in the unit on a pro rata or more appropriate basis. An income generating unit is the smallest identifiable group of assets that generates income that is largely independent of the income streams from other assets or groups of assets.

*Calculation of recoverable amount*

The recoverable amount of fixed assets is the greater of their net realisable value and value in use. In assessing value in use, the expected future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the rate of return expected on an equally risky investment. For an asset that does not generate largely independent income streams, the recoverable amount is determined for the income-generating unit to which the asset belongs.

*Reversals of impairment*

An impairment loss is reversed on intangible assets and goodwill only if subsequent external events reverse the effect of the original event which caused the recognition of the impairment or the loss arose on an intangible asset with a readily ascertainable market value and that market value has increased above the impaired carrying amount.

For other fixed assets where the recoverable amount increases as a result of a change in economic conditions or in the expected use of the asset then the resultant reversal of the impairment loss should be recognised in the current period.

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.



**Financial liabilities and equity instruments**

Financial assets and financial transactions are recognised on the Company's balance sheet when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities, and includes no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, or, where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

## 28. Staff costs

The average number of persons employed by the Company (including executive directors) during the year within each category was:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
Managerial and administration staff	7	8

The aggregate payroll costs in respect of these employees (including executive directors) were:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Wages and salaries	707	868
Social security costs	50	112
Pension and other costs	11	4
Share based payment charge/(credit)	(3)	6
	<b>765</b>	990

Detailed disclosures on Directors' emoluments are given in note 6.

## 29. Intangible assets

Publishing rights	Total
	£'000
<b>Cost</b>	
At 31 March 2015	1,357
<b>At 31 March 2016</b>	<b>1,357</b>
<b>Amortisation</b>	
At 31 March 2015	-
Charged in year	68
<b>At March 2016</b>	<b>68</b>
<b>Net book value</b>	
At 31 March 2015	1,357
<b>At 31 March 2016</b>	<b>1,289</b>

### 30. Tangible fixed assets

	Leasehold improvements and equipment	Software	Total
	£'000	£'000	£'000
<b>Cost</b>			
At 1 April 2015	74	15	89
Additions	27	-	27
Disposal	-	-	-
<b>At 31 March 2016</b>	<b>101</b>	<b>15</b>	<b>116</b>
<b>Depreciation</b>			
At 1 April 2015	56	10	66
Charge for the period	28	5	33
Disposals	-	-	-
<b>At 31 March 2016</b>	<b>84</b>	<b>15</b>	<b>99</b>
<b>Net book value</b>			
At 1 April 2015	18	5	23
<b>At 31 March 2016</b>	<b>17</b>	<b>-</b>	<b>17</b>

### 31. Fixed asset investments

	Subsidiary undertakings	Total
	£'000	£'000
<b>Cost</b>		
At 1 April 2015	20,511	20,511
<b>At 31 March 2016</b>	<b>20,511</b>	<b>20,511</b>

Detailed disclosures on subsidiary undertakings are given in note 15.

### 32. Debtors

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Amounts owed by group undertakings	6,413	6,690
Deferred tax asset/(liability)	(153)	179
Prepayments and accrued income	44	16
	<b>6,305</b>	6,885

The elements of deferred tax are as follows:

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Accelerated capital allowances	4	(2)
Other timing differences	(157)	
Tax losses	-	181
Deferred tax asset/(liability)	<b>(153)</b>	179

Movements in deferred tax for the year are set out below:

	£'000
At 1 April 2015	179
Charge to the profit and loss account	(332)
<b>At 31 March 2016</b>	<b>(153)</b>

### 33. Cash and cash equivalents

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Cash and cash equivalents	4,238	3,483

### 34. Creditors: Amounts falling due within one year

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Trade creditors	-	143
Amounts owed to group undertakings	1,686	1,692
Other creditors including tax and social security	56	(95)
Accruals and deferred income	494	249
	<b>2,235</b>	<b>1,989</b>

### 35. Creditors: Amounts falling due after more than one year

	Year ended 31 Mar 2016	Year ended 31 Mar 2015
	£'000	£'000
Amounts owed to group undertakings	376	376

### 36. Share capital

	9p deferred shares Number	1p ordinary shares Number	£'000
Issued share capital at 31 March 2015	151,998,453	339,770,953	<b>17,078</b>
Exercise of share options	-	535,000	<b>5</b>
<b>At 31 March 2016</b>	<b>151,998,453</b>	<b>340,305,953</b>	<b>17,083</b>

During the year the Company issued 535,000 Ordinary Shares on the exercise of employee share options for cash consideration of £53,500 of which £5,350 was credited to share capital and £48,150 to share premium

### 37. Reconciliation of movement in shareholders' funds

Company	Share Capital	Share premium	Merger reserve	Profit and loss account	Total
	£'000	£'000	£'000	£'000	£'000
At 1 April 2015	17,078	8,009	409	4,398	<b>29,894</b>
Profit/(loss) for the year	-	-	-	(203)	<b>(203)</b>
Issue of ordinary shares	5	49	-	-	<b>54</b>
Share based payment (charge)/credit	-	-	-	3	<b>3</b>
<b>At 31 March 2016</b>	<b>17,083</b>	<b>8,058</b>	<b>409</b>	<b>4,198</b>	<b>29,748</b>

### 38. Operating lease arrangements

Total commitments under non-cancellable leases are as follows:

	Year ended 31 Mar 2016 Land and buildings £'000	Year ended 31 Mar 2015 Land and buildings £'000
Expiry date:		
- within one year	<b>119</b>	240
- between two and five years	-	120
	<b>119</b>	360

# Shareholder Information

## Shareholder Analysis

As at 1 May 2016, the number of registered shareholders was 755 and the number of Ordinary shares in issue was 340,305,953.

Range of Holdings	Number of Shareholders	Percentage of Top Shareholders	Number of Shares (million)	Percentage of Total Shares
1 to 1,500	323	42.8%	219,746	0.1%
1,501 to 5,000	170	22.5%	508,481	0.1%
5,001 to 10,000	64	8.5%	494,701	0.1%
10,001 to 50,000	101	13.4%	2,278,760	0.7%
50,001 to 100,000	29	3.8%	2,136,956	0.6%
100,001 to 250,000	24	3.2%	3,826,389	1.1%
250,001 to 500,000	11	1.5%	3,516,625	1.0%
500,001 to 1,000,000	13	1.7%	9,388,167	2.8%
1,000,001 to 2,500,000	7	0.9%	12,140,841	3.6%
2,500,001 to 5,000,000	5	0.7%	18,087,250	5.3%
5,000,001 to highest	8	1.1%	287,708,037	84.5%
<b>Total</b>	<b>755</b>	<b>100.0%</b>	<b>340,305,953</b>	<b>100.0%</b>

<i>Held By:</i>				
<b>Individuals</b>	591	78.3%	160,132,293	47.1%
<b>Institutions and Companies</b>	164	21.7%	180,173,660	52.9%
<b>Total</b>	<b>755</b>	<b>100.0%</b>	<b>340,305,953</b>	<b>100.0%</b>

## Company Registrar

Equiniti provide a range of shareholder information on-line. You can check your holding and find practical help on transferring shares and updating your personal details at [www.shareview.co.uk](http://www.shareview.co.uk). Equiniti may also be contacted on 0371 384 2639 or by writing to Equiniti, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA. Contact centre hours are Monday to Friday from 8:30am to 5:00pm.

## Company Directory

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### Registered Number

04267888

## Secretary and Advisors

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### Secretary

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Manchester M2 4LQ

### Registrar

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### Bankers

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### Legal Advisors

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Dods (Group) PLC is a public limited company registered in England No. 04267888. Its Ordinary shares are listed on the Alternative Investment Market (AIM) (ticker DODS.L).

Dods (Group) PLC is the parent company of the Dods Group of companies. Unless otherwise stated, the text in this Annual Report does not distinguish between the activities and operations of the parent company and those of its subsidiary undertakings.

This is the Annual Report of Dods (Group) PLC for the year ended 31 March 2016 and complies with UK legislation and regulations. It is also available on the Company's website: [www.dodsgroupplc.com](http://www.dodsgroupplc.com).

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**Cautionary Statement**

The purpose of this Annual Report is to provide information to the members of the Company. The Annual Report contains certain forward-looking statements with respect to the operations, performance and financial condition of the Group. By their nature, these statements involve risk and uncertainty, since future events and circumstances can cause results and developments to differ from those anticipated. Nothing in this Annual Report should be construed as a profit forecast.



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