

15 May 2018

**ITE GROUP PLC**  
**("ITE" or the "Group")**

**INTERIM RESULTS ANNOUNCEMENT**

**Transformation and Growth Programme ("TAG") underpins strong organic revenue growth  
Proposed acquisition of complementary market leading events from Ascential plc for £300m**

**Financial highlights**

	<b>Six months to 31 March 2018</b>	<b>Six months to 31 March 2017</b>
Volume sales	353,300 m <sup>2</sup>	325,200 m <sup>2</sup>
Revenue	£75.4m	£69.6m
Headline profit before tax <sup>1</sup>	£16.0m	£15.4m
Profit before tax	£1.3m	£3.1m
Headline diluted earnings per share <sup>2</sup>	3.7p	3.9p
Diluted earnings per share	(0.7p)	0.6p
Interim dividend per share	1.5p	1.5p
Net debt <sup>3</sup>	£51.2m	£55.2m

- First year of like-for-like<sup>4</sup> growth in volume and yields since 2014
- Revenue of £75.4m; growth of 8% on a like-for-like basis, driven by early TAG initiatives, focus on Core events and the majority of markets returning to like-for-like revenue growth
- Four top 10 events ran in the period and together delivered double digit like-for-like revenue growth
- Headline profit before tax ("Headline PBT") of £16.0m; statutory profit before tax of £1.3m
- Growth of 2% on a like-for-like basis in headline PBT reflects reinvestment into future events
- Continued strong cash generation from sales initiatives and reduced net debt by 7% to £51.2m
- Maintained interim dividend of 1.5p, in line with policy
- Forward bookings<sup>5</sup> of £144 million already contracted for FY18; 2019 forward bookings up 31% on a like-for-like basis

**Strategy update**

- Early TAG initiatives and focus on Core<sup>6</sup> events is driving performance
- Most markets have now returned to growth – continued good progress in Moscow
- Completed negotiations to move Mosbuild to Russia's largest exhibition venue on a long term basis
- TAG investment is on track, expenditure within budget
- Continued progress in managing the portfolio, including the disposal of TradeLink ITE Sdn. Bhd ("TradeLink") for £4.2m

**Proposed acquisition of Ascential Events Limited**

- Proposed acquisition of seven market leading and scalable event brands
- Expected to be earnings enhancing in first full year of ownership
- Cost synergies achievable net of investment
- Strong scope for growth under ITE management as part of Core portfolio
- Diversifies ITE's revenue by geography and product
- Addition of market leading brands supports and accelerates the delivery of ITE's vision
- Standby underwriting entered into with Investec Bank plc in respect of the proposed rights issue to fund the acquisition

**Mark Shashoua, CEO of ITE Group plc, commented:**

*"We are seeing the benefits from a number of our early initiatives in the TAG programme which has driven a return to revenue growth in most of our markets. Overall, revenues were up 8% on a like-for-like basis and, encouragingly, the focus on operational rigour on our Core events delivered the first like-for-like volume and yield growth since 2014. Consistent with this, the four top 10 shows that took place during the first half collectively delivered double digit revenue growth.*

*Today we have also announced the proposed acquisition of seven highly complementary market leading events from Ascential plc. These events are well known to us, the acquisition is in line with our product-led acquisition strategy and gives us the benefit of a more balanced portfolio by geography and product. It also adds two more global brands in BETT and CWIEME and is expected to be earnings enhancing in 2019, our first full financial year of ownership.*

*As a result of our focus on forward bookings we have good visibility into this year and next with revenues booked for 2018 at 89% of consensus for the full year and, on a like-for-like basis, bookings for 2019 are up 31% at £31.0m. The combination of good progress on*

*TAG and the proposed acquisition of Ascential Events Limited represent the significant steps for ITE in realising its vision of creating the world's leading portfolio of content-driven, must-attend events that deliver an outstanding experience and ROI for our customers."*

The acquisition is conditional, inter alia, on obtaining shareholder approval and the completion of a proposed rights issue which will be launched in due course. Further details can be found in the separate announcement on the acquisition also issued today.

1. *Headline profit before tax is defined as profit before tax and adjusting items which include amortisation of acquired intangibles, impairment of goodwill, intangible assets and investments, profits or losses arising on disposal of Group undertakings, restructuring costs, transaction and integration costs on completed and pending acquisitions and disposals, tax on income from associates and joint ventures, gains or losses on the revaluation of deferred/contingent consideration and on equity option liabilities over non-controlling interests, and imputed interest charges on discounted equity option liabilities – see note 3 to the condensed consolidated financial statements for details.*
2. *Headline diluted earnings per share is calculated using profit attributable to shareholders before adjusting items – see notes 3 and 6 to the condensed consolidated financial statements for details.*
3. *Net debt is defined as cash and cash equivalents after deducting bank loans.*
4. *Like-for-like results are stated on a constant currency basis, after excluding events which took place in the current period but did not take place under our ownership in the comparative period and after excluding events which took place in the comparative period but did not take place under our ownership in the current period. For clarity, this excludes all:*
  - *Biennial events;*
  - *Timing differences (i.e. events that ran in only one of the current or comparative periods, due to changes in the event dates);*
  - *Launches;*
  - *Cancelled or disposed of events that did not take place under our ownership in the current year;*
  - *Acquired events in the current period; and*
  - *Acquired events in the comparative period that didn't take place under our ownership in the comparative period (i.e. they took place pre-acquisition).**See 'Trading highlights and review of operations' for further detail.*
5. *Forward bookings are contracted revenues for the years ending 30 September 2018 and 30 September 2019. These are the bookings as at 11 May 2018, unless otherwise stated.*
6. *Core events are those of strategic importance to our future and include the Group's largest events, those with the greatest potential for growth and a number of smaller but strategically important events. Following the strategic review, the Group deliberately segmented its business into Core and Non-Core, enabling management to increase its focus on events that present the greatest opportunities whilst reducing distraction from smaller events.*

#### **Enquiries:**

Mark Shashoua, Chief Executive Officer

Andrew Beach, Chief Financial Officer

Melissa McVeigh, Director of Communications      ITE Group plc      020 7596 5000

Charles Palmer / Emma Hall / Harry Staight      FTI Consulting      020 3727 1000

Nick Westlake / Toby Adcock      Numis      020 7260 1000

#### **About ITE Group plc**

ITE Group plc was founded in 1991 and is now one of the world's leading organisers of international exhibitions and conferences.

ITE Group's strategic vision is to create the world's leading portfolio of content-driven, must-attend events delivering an outstanding experience and ROI for our customers. In May 2017 the Group launched its Transformation & Growth (TAG) programme, which is designed to transform the Company from a geographic-led business to a product-led business that focuses on market-leading events, wherever they are in the world. ITE strives to run the best shows and offer the best service to its customers throughout the world regardless of location. By putting exhibitors and visitors at the heart of everything we do, we plan to drive sustainable growth for our shareholders.

ITE Group is a public limited company and has been listed on the main market of the London Stock Exchange since 1998.

## Executive summary

ITE has delivered a strong overall trading performance as we start to see the benefits of our early TAG programme initiatives coming through. This was the first period of like-for-like growth in both yield and volume since 2014 and these results reflect revenue growth in the majority of our markets as a result of our early TAG initiatives and focus on our Core events.

Revenues of £75.4m (2017: £69.6m) for the first six months are 8% higher than the same period last year on a like-for-like basis. This was as a result of improved like-for-like trading (£6.2m), driven by strong performances across several markets with volume growth achieved in Russia, Asia, Central Asia and Eastern & Southern Europe. Revenue growth was also supported by the benefit of biennials and event timing differences (£4.3m) and a small positive impact from the acquisition of the Gehua portfolio of events in China, which completed during the previous year (£0.5m, net of other event disposals). This was offset by the adverse impact from foreign exchange (£3.5m) and the cancellation of 22 of our less profitable events in line with our strategy (£1.6m, net of launches).

Despite the revenue impact of the net cancellations and costs associated with the TAG programme, headline profits before tax of £16.0m are 4% higher than the same period last year. The increase is due to the positive impact of biennial events and timing differences (£2.4m), net acquisitions (£0.4m) and foreign exchange (£0.2m). This was offset by the impact of ongoing investment in the TAG programme (£2.7m). Because of the positive top line performance and continued growth at Sinostar (our Chinese joint venture), we have been able to make additional investments into future events, spending £1.5m more than at this stage in the comparative period. Despite these reinvestments, headline profit before tax grew by 2% on a like-for-like basis.

Reported profits before tax were £1.3m (2017: £3.1m). This is after including £2.3m of one-off costs relating to the TAG Programme (2017: £nil). This takes our total spend, recognised in the income statement, on one-off TAG costs to £6.9m since the launch of the programme, which is slightly less than previously indicated, due to timing.

Russia, a significant part of our business, has delivered a strong performance, ahead of market growth following the decision to allocate the largest proportion of TAG investment into the region. Like-for-like volumes were 6% higher than this time last year, following a strong performance across the Core Moscow portfolio and at the Core agriculture event in Krasnodar, Yugagro.

Whilst there has been an increase in political tensions between Russia and the West, there has been a negligible effect on both results to date and forward bookings. It is important to note that the effects of the sanctions in 2014 have meant that exposure to US/UK companies attending our Russian events is very small, accounting for just £0.4m (0.3%) of Group revenues in 2017. Through our strong sales operations in certain international markets we are experiencing growth in particular from Chinese and Turkish exhibitors.

In other regions, we delivered like-for-like revenue growth across all regions in Asia and our Chinese joint venture Sinostar performed well, contributing £6.7m to profitability. On a like-for-like revenue basis both Turkey and Ukraine experienced double-digit growth. In Turkey this represents just one event – the EMITT travel show – which returned to growth this year, following management attention and operational improvements delivered as part of the TAG programme.

We have recently rolled out improved content at our Core shows in Moscow, Istanbul and across the Brands portfolio, and exhibitor NPS scores are on average up by 10 points. Core buying groups and revisits (which is a key indicator of quality audiences returning throughout the show and staying longer) are both up.

This has led to increased levels of rebooking for 2019 where we are 31% ahead of this time last year on a like-for-like volume basis, with bookings at £31m (2017: £27m).

As at 11 May 2018, the Group has contracted £144m of revenue for the current financial year which is 13% ahead of last year on a like-for-like basis. This is partly due to bookings being made earlier as a result of a focused sales effort on Core events, and gives the Group much improved visibility, which represents 89% of consensus.

## Strategic Update - TAG programme

Our vision is *“To create the world’s leading portfolio of content-driven, must-attend events delivering an outstanding experience and ROI for our customers”*.

By putting exhibitors and visitors at the heart of everything we do, we plan to drive sustainable growth for our shareholders. ITE strives to run the best shows and offer the best service to its customers throughout the world, regardless of location. The Group’s focus on a product-led strategy will see ITE focus on events that are market leading or have a clear path to become number one in their sector.

Following the announcement of our TAG programme a year ago, our early TAG initiatives are progressing according to plan, within budget and already driving strong organic revenue growth. 2018 is about rigorous attention to detail and execution of our plan.

The TAG Programme comprises of three pillars of strategic activity to drive revenue and accelerate growth.

- Create a scalable platform to generate real organic growth;
- Actively manage our portfolio; and
- Make selective product-led acquisitions.

### **Create a scalable platform**

Organic revenue growth is being delivered by directing TAG investment towards five transformational levers by creating best practice functions and teams, investing in show operations, building capability and talent, driving a performance culture and building and maintaining a fit for purpose IT infrastructure and systems.

Creating a strong operational Head Quarters in order to instil best practice across each area of our business is imperative to our transformation. Having recruited the Heads of Best Practice we now have the team in place to deliver our transformation. To ensure that our shows are consistently run at the same level of excellence anywhere in the world we have implemented the 'ITE way' and rolled out multiple best practice initiatives following the launch of our 'Events Best Practice' blueprints. We are committed to rolling out blue prints for every activity associated with running a successful events business.

Our main focus for TAG in 2018 is on content, lead generation and customer service. During the period, ITE has started to deliver events with much richer content in order to attract new visitors and drive retention. Initiatives have had an immediate impact. For example, EMITT, the East Mediterranean International Tourism and Travel Exhibition show grew double digit revenues on like-for-like basis and rebooked 45% of 2018 revenues for the 2019 event onsite. This is a significant achievement as many of the customers are national tourist boards whose budgets are typically only set later in the calendar year. Our focus on onsite rebooking at a number of Core events continues to strengthen our sales visibility.

To ensure the Group becomes more efficient, work is underway to put in place common systems to deliver a better service across the world to ITE's customers. A new CRM and HR system is set to be launched this year with a new marketing system to be rolled out over the next 18 months, while we are in the early stages of designing our new global finance system.

Clear progress has been made during the first half of the year across the five levers and the Group is on track with its 2018 milestones:

<b>Transformational Lever</b>	<b>Benefit</b>	<b>2018 Milestones</b>
Create best practice functions and teams	<ul style="list-style-type: none"> <li>• Deliver best-in-class processes implemented globally across the Group, greater efficiency via standardised processes, a more structured and accountable leadership, and a globally consistent 'ITE way' driving efficiency and greater attendee experience</li> </ul>	<ul style="list-style-type: none"> <li>• Completed the design of the 'ITE way'</li> <li>• Implementation has begun of the 'ITE way'</li> </ul>
Invest in show operations	<ul style="list-style-type: none"> <li>• Enhance customer retention and exhibitor reach, obtain enriched data insights and improve operational efficiency</li> </ul>	<ul style="list-style-type: none"> <li>• Regional customer success teams have been started</li> <li>• Dedicated regional content teams have been formed</li> <li>• Implementation of value-based pricing methods has been started</li> <li>• Show 'blueprints' have been rolled out</li> <li>• New show content has begun to be deployed in Core shows e.g. MITT, MosBuild</li> </ul>
Build capability and talent	<ul style="list-style-type: none"> <li>• Attract and retain talent, develop internal capabilities, and establish the right capabilities to drive business and adapt to market changes</li> </ul>	<ul style="list-style-type: none"> <li>• Dedicated specific training programmes have been rolled out for Sales teams</li> <li>• All key Regional Directors have been recruited</li> </ul>
Drive a performance culture	<ul style="list-style-type: none"> <li>• Create a values-driven organisation that encourages high performance and rewards success and talent, building a winning team with an aspirational culture</li> </ul>	<ul style="list-style-type: none"> <li>• Standardisation of performance management is ongoing</li> </ul>
Build and maintain fit for purpose IT infrastructure and systems	<ul style="list-style-type: none"> <li>• Create a global IT function and infrastructure that can support the requirements of a flexible, mobile and highly effective workforce that operates globally, but delivers locally, and supports and enables the 'ITE way' of working</li> </ul>	<ul style="list-style-type: none"> <li>• Integrated sales and marketing systems have been launched</li> <li>• Systems design and development has been completed for Marketing and HR and in the early stages of design for Finance</li> <li>• Systems to be deployed in phased waves</li> </ul>

### ***Actively manage the portfolio***

The Group continues to manage its portfolio by implementing a more rigorous approach to the allocation of capital. Under current management, since October 2016, in line with the aims of the TAG programme, we have discontinued 59 less profitable events as we continue to focus on our Core events. Despite these closures, revenues have grown.

Post period end, the Group recognised a profit on disposal, having sold TradeLink, the owner of Metaltech, the metalworking exhibition in Malaysia, to UBMMG Holdings Sdn. Bhd., a subsidiary of UBM plc for a total cash consideration of MYR 23m (£4.2m). This transaction marks a further step towards this second element of TAG to manage our portfolio of events and the proceeds will be reinvested into the Group.

Having deliberately segmented our business into Core and Non-Core, management is able to increase its focus on events that present the greatest opportunities whilst reducing distraction from smaller events. The Group continues to apply the transformational levers to its Core events to realise their full potential and each segment of the portfolio requires a different degree of focus and different transformational levers to maximise its growth.

In line with its product-led strategy, the Group will continue to pro-actively review its portfolio on an ongoing basis and will review its options if too much time or investment is involved to deliver expected target growth.

### ***Product-led acquisitions***

The third TAG pillar is for the Group to make selective product-led acquisitions to accelerate growth in line with its strict M&A criteria. Each opportunity will be carefully reviewed, but will not be limited to any particular geography as the Group aims to run the best shows in the best industries anywhere in the world. These product led acquisitions would also benefit from the best practice teams that are now in place so that standardisation of processes would drive further organic growth post acquisition.

A pipeline of product-led opportunities is building, but the Group will only proceed if such opportunities meet most of the following criteria:

- Scalability – in sectors with high growth potential
- A distinct customer value proposition – serving a clear part of an industry sector
- Position in attractive markets for events – serving a high growth underlying market
- Evidence of strong organic revenue growth and profit margins
- Potential to roll out internationally – dependent on the product
- Earnings accretive – offering a good return on invested capital

The Directors believe that the Ascential Exhibitions Business is an attractive, high-quality portfolio of ‘must-attend’ exhibitions. The Acquisition aligns with ITE’s continuing TAG Programme and specifically its strategy of making product-led acquisitions of scalable events brands which are seen as offering strong growth potential under ITE’s ownership.

The proposed acquisition will diversify ITE’s exposure to some end-market verticals such as education technology and coil winding, electric motor and transformer manufacturing technologies that the Directors believe are attractive and supported by structural growth drivers, creating a more balanced portfolio of events.

The proposed acquisition will also diversify ITE’s geographic footprint, giving rise to further opportunities for growth. In particular, the Directors believe that following the proposed acquisition, Bett and CWIEME will benefit from the leveraging of ITE’s wider geographic footprint and existing infrastructure, providing geo-cloning opportunities.

### **Outlook**

The TAG programme is delivering early benefits with improved financial performance from our Core events delivering like-for-like volume, revenue and headline PBT growth for the first time in four years.

Cash conversion remains strong and the Group enters the second half with high visibility of revenues having contracted £144m of revenue for the current financial year as at 11 May 2018, representing circa 89% of market expectations for the full year. As a result of our focus on forward bookings, the Group has also already contracted £31m of forward bookings for FY2019, representing 19% of consensus revenue. This is up 31% on a like-for-like basis and the improved level of bookings partly reflects the Group’s focused sales initiatives on Core events, in line with its strategy.

The like-for-like growth and cash conversion have allowed management to invest £1.5m more in future period events than at this stage last year.

The combination of good progress on TAG and the proposed acquisition of Ascential Events Limited - a portfolio of market leading products that the management of ITE have known for a long time and that fit well with our strategy means that ITE is taking significant steps towards realising its vision of creating the world’s leading portfolio of content-driven, must-attend events that deliver an outstanding experience and ROI for our customers.

Mark Shashoua  
Chief Executive Officer

## Financial performance

### Statutory results

Revenues for the first six months of the year were £75.4m (2017: £69.6m). Revenue is up £5.8m, 8% ahead of the comparative period. Revenue in the period has benefited from the timing impact of our Breakbulk North America event which took place in October of the current year but did not occur in the previous financial year and the impact of this being our stronger biennial year.

The impact of foreign exchange rates has had an adverse impact of £3.5m on the translation of revenue into sterling when compared to the prior period, but has had a £0.2m positive impact on profits. This is due to a natural hedging of costs in the same currencies which reduces the £3.5m revenue impact to £0.6m at a profit level, which is more than offset by higher gains recognised this year as a result of balance sheet retractions which resulted in a foreign exchange gain of £0.6m compared to a loss of £0.2m in the comparative period.

The average exchange rates over the first six months of the year were:

	Six months ended 31 March 2018	Six months ended 31 March 2017	Movement
Russian ruble	78.3	75.6	+4%
Turkish lira	5.2	4.3	+21%
Indian rupee	87.6	83.3	+5%
Euro	1.13	1.16	-3%

Profit before tax was £1.3m (2017: £3.1m). This is after including non-underlying restructuring costs of £4.1m (2017: £2.4m) incurred primarily as part of the TAG programme (£2.3m, 2017: £nil), with the remaining £1.8m (2017: £2.4m) incurred in relation to redundancies and other costs necessary to ensure our divisions are appropriately structured to realise the benefits of TAG, and the accelerated amortisation charge relating to our previous debt facility on completion of the refinancing in November 2017 (£0.6m). One-off costs of £2.2m (2017: £nil) were also recognised on cessation of trading at our UK publishing business as we focus on our Core event portfolio.

Diluted earnings per share for the first six months were (0.7)p (2017: 0.6p). The decrease in earnings per share is largely due to the one-off costs of the TAG programme, but is also in part due to a higher proportion of profits being generated in subsidiaries that are not wholly-owned, increasing the profits attributable to non-controlling interests, and also an increase in the Group's effective tax rate, which has increased due to an anticipated increase in withholding taxes on dividends from overseas entities.

### Headline results

In addition to the statutory results, headline results are presented, which are the statutory results after excluding a number of adjusting items, as the Board consider this to be the most appropriate way to measure the Group's underlying performance. In addition to providing a more comparable set of results year-on-year, this is also in line with similar adjusted measures used by our peer companies and therefore facilitates comparison across the industry. The adjusting items presented are consistent with those presented in the previous year.

Headline profit before tax for the first six months of the year was £16.0m (2017: £15.4m). Headline profit before tax was up 2% on a like-for-like basis, even after increased reinvestment in our Core events, some of the benefit of which will not be realised until future periods. The results were also positively impacted by £2.4m as a result of biennial and event timing differences and by £0.4m due to the first time impact of net acquisitions all contributing to an increase, offset by planned TAG costs of £2.7m included in headline results.

Headline diluted earnings per share for the first six months was 3.7p (2017: 3.9p), reflecting the change in profit mix between wholly-owned and not wholly-owned consolidated entities and the increase in the Group's effective tax rate.

The following table reconciles statutory profit/(loss) before tax to headline profit before tax:

	Six months to 31 March 2018 £m	Six months to 31 March 2017 £m	Year ended 30 September 2017 £m
Profit/(loss) on ordinary activities before taxation	1.3	3.1	(3.2)
<i>Operating items</i>			
Amortisation of acquired intangible assets	5.8	7.8	14.1
Impairment of goodwill	-	-	12.6
Impairment of investments in associates and joint ventures	-	-	1.7
Derecognition of goodwill on cessation of trading	2.2	-	-
Restructuring costs			
- TAG	2.3	-	4.6
- Other	1.8	2.4	0.4
Transaction costs on completed and pending acquisitions	0.7	0.2	0.4
Loss on disposal of investments	-	-	3.7
Tax on income from associates and joint ventures	1.5	1.1	1.5
<i>Financing items</i>			
Revaluation of liabilities on completed acquisitions	0.4	0.8	(4.2)
Headline profit before tax	16.0	15.4	31.6

Amortisation of acquired intangible assets relates to the amortisation charge in respect of intangible assets acquired through business combinations. Derecognition of goodwill on cessation of trading relates to the closure of the publishing arm of our UK fashion business. Restructuring costs are the costs incurred in designing and implementing the Group's strategy, and includes £2.3m specifically related to the TAG programme. The remaining £1.8m of restructuring costs relates primarily to redundancy costs within a number of divisions to ensure the businesses are fit for purpose going forwards under the current leadership, and accelerated amortisation of banking facility fees as part of the refinancing undertaken in November to support the Group's strategic aims under the TAG programme. Transaction costs on completed and pending acquisitions relates to costs incurred in pursuing acquisition and divestment opportunities as part of the TAG programme pillars; to actively manage our portfolio and to make selective product-led acquisitions. Tax on income from associates and joint ventures is an adjustment to ensure consistency with pre-tax operating profits.

Revaluation of liabilities on completed acquisitions include the gains from the revaluation of our equity options over non-controlling interests in our subsidiaries (credit of £0.5m), principally in relation to the remaining 30% interest in ITE Ebseek, the January 2016 acquisition of the industrial fasteners event in China, and the imputed interest charge on the unwinding of the discounting on the Group's equity option liabilities (charge of £0.9m).

#### Cash flows

The Group's cash flow generated from operations over the first six months was £12.1m (2017: £21.8m) which after adjusting for the non-cash foreign exchange gain of £0.6m (2017: loss of £0.2m) and net venue utilisation of £1.5m (2017: net utilisation of £0.4m) represents operating cash conversion<sup>1</sup> of 88%. Cash conversion in the first half is lower than the full year forecast cash conversion as a result of the six month period to 31 March being the stronger half for our associate and joint venture entities, the profits of which are recognised in the period, ahead of the dividends which are received in the second half. The year on year movement in cash flow generated from operations is largely the result of working capital movements. Net debt at 31 March 2018 has reduced to £51.2m (2017: £55.2m). This has been achieved despite significant investment in the TAG programme over the last 12 months.

During the period there was a refinancing of the Group's external debt facility which was completed on 22 November 2017 and gives the Group access to a new £100m facility from a syndicate of four banks: HSBC, Barclays, Citibank and Commerzbank. The facility amortises by £10m each year and expires in November 2021.

#### 2018 interim Dividend

The Board has announced an interim dividend of 1.5p (2017: 1.5p).

<sup>1</sup> Defined as cash generated from operations adjusted for net venue utilisation, expressed as a percentage of Headline PBT adjusted for non-cash foreign exchange gains/losses:  $(\text{Cash generated from operations } (£12.1\text{m}) + \text{net venue utilisation } (£1.5\text{m})) / (\text{Headline PBT } (£16.0\text{m}) - \text{FX gain } (£0.6\text{m})) = 88\%$



## Trading highlights and review of operations

During the period the Group organised 99 events (2017: 122 events) which generated revenue growth of 8%. Like-for-like revenues were also 8% higher than for the same period last year.

Volume sales for the period were 353,300 sqm (2017: 325,200 sqm), reflecting the return to like-for-like volume growth (up 3%) for the first time since 2014, the stronger biennial pattern and timing changes.

A summary of the Group's revenue and gross profits for the period is set out below.

	Volume Sales sqm'000	Revenue £m	Gross Profit £m
<b>First half 2017</b>	<b>325</b>	<b>69.6</b>	<b>27.6</b>
Biennial	(10)	(1.9)	(0.9)
Timing	(11)	(2.0)	(1.3)
Non-recurring	(21)	(2.9)	(0.4)
Disposals	-	(0.7)	(0.1)
<b>Annually recurring 2017</b>	<b>283</b>	<b>62.1</b>	<b>24.9</b>
Acquisitions	9	1.1	0.6
Launches	11	1.3	0.5
FX Translation	-	(3.5)	(1.3)
TAG costs	-	-	(1.0)
Like-for-like change	9	6.2	(0.1)
<b>Annually recurring 2018</b>	<b>312</b>	<b>67.2</b>	<b>23.6</b>
Timing	17	3.9	2.9
Biennial	24	4.3	1.6
<b>First half 2018</b>	<b>353</b>	<b>75.4</b>	<b>28.1</b>

### Russia

Like-for-like volume sales were 6% higher than the comparative period, driven by Moscow and the Core agriculture event in Krasnodar, Yugagro.

Moscow's largest event in the first half was the Moscow International Travel & Tourism (MITT) event, which increased volume sales to 14,100 sqm (2017: 13,700 sqm) reflecting further returns of Turkish exhibitors and an increase in other international and domestic stands.

### Asia

Like-for-like volume sales for the first six months in Asia were 1% higher than the comparative period.

India has had a strong half year with the majority of the events having now taken place. Acetech Mumbai is the largest construction event in India and saw volumes increase by 4% to 28,800 sqm from 27,800 sqm. The recent acquisitions in China have seen strong revenue growth although required investment.

### Central Asia

Trading in Central Asia has returned to growth with like-for-like volume sales for the first six months 10% higher than for the comparative period.

The largest part of the Group's business in the region is Kazakhstan, which reported a 15% increase in like-for-like volume sales, underpinned by the oil price which helps to drive the local economy.

## Eastern & Southern Europe

The only Turkish event that took place in the first half was EMITT. Volumes were marginally down at 22,300 sqm (2017: 23,300 sqm), as anticipated following a strategic decision to focus on yield increases. This decision was vindicated by like-for-like double digit revenue growth.

Ukraine grew like-for-like volumes by 14%.

## Brands

Africa Oil Week ran in October 2017 and performed in line with the previous edition, in spite of the impact of sustained low oil prices through 2017. Delegate numbers were broadly the same year on year and this led to revenues being maintained at the levels seen in the comparative period.

The Breakbulk Americas event also ran in October, but did not feature in the 2017 results as it last ran in September 2016. Compared to the previous edition the event delivered 7% volume growth to 5,500 sqm (2016: 5,200 sqm). The largest event in the portfolio, Breakbulk Europe is due to take place in the second half of the year, and forward bookings are ahead of this time last year.

Trading has been challenged at the mid-market focused fashion event, MODA, held at the NEC in Birmingham with volumes falling 17% to 12,000 sqm (2017: 14,400 sqm).

## April trading

April is the largest trading month for the Group. Mosbuild has benefitted from the increased sales and marketing focus, resulting in volume improvement from 34,300 sqm last year to 35,900 sqm this year.

Set out below are the results for the Group's principal events taking place in April 2018:

	2018 (sqm)	2017 (sqm)	Variance (%)
Mosbuild (Russia)	35,900	34,300	+5%
TransRussia (Russia)	8,800	7,400	+19%
ExpoElectronica (Russia)	8,600	8,200	+5%
Beauty Eurasia (Turkey)	6,100	6,000	+2%
Secutech (India)	5,600	6,200	-10%
Mining World Russia (Russia)	5,300	4,100	+29%

## Principal risks and uncertainties

The following principal risks and uncertainties disclosed in the 2017 Annual Report have not changed during the period:

- Political uncertainty and regulatory risk
- Economic instability reduces demand for exhibition space
- Financial risk – foreign currency risk
- Financial risk – liquidity risk
- Financial risk – covenant risk
- Commercial relationships
- Venue availability
- Competitor risk
- Integration and management of acquisitions
- People
- Transformation and Growth (TAG) programme

Refer to pages 50-53 of the 2017 Annual Report for details of the potential impact and mitigating actions in place for each of these risks.

## Going concern

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Interim Management Report. The financial position of the Group, its cash flows and liquidity position are described in the financial statements and notes. The Group has the financial resources to continue in operation for the foreseeable future, a period of not less than 12 months from the date of this report. The Group operates in territories that can be unpredictable and unexpected geopolitical and economic events such as terrorism, sanctions, currency controls and exchange rate movements can have an impact on the Group's reported trading performance. A significant deterioration in trading from the major markets (notably Russia and Turkey) could adversely impact the Group's results, but following the refinancing completed during the period, headroom on the Group's banking covenants has significantly increased. The Directors also have a range of mitigating actions available and within their control. As a consequence, the directors believe that the Group is well placed to manage its business risks successfully. The Directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus, the Group continues to adopt the going concern basis in preparing the interim report and financial statements.

## Responsibility statement

We confirm that to the best of our knowledge:

- (a) the condensed set of interim financial statements, which have been prepared in accordance with IAS 34 "Interim Financial Reporting" give a true and fair view of the assets, liabilities, financial position and profit or loss of the undertakings included in the consolidation as a whole as required by DTR 4.2.4R;
- (b) the interim management report includes a fair review of the information required by DTR 4.2.7R (indication of important events and their impact, and description of principal risks and uncertainties for the remaining six months of the financial year); and
- (c) the interim management report includes a fair review of the information required regarding related party transactions (under DTR 4.2.8R).

By the order of the board

Chief Executive Officer

Mark Shashoua

15 May 2018

# Condensed Consolidated Income Statement

For the six months ended 31 March 2018

	Notes	Six months to 31 March 2018 (Unaudited)			Six months to 31 March 2017 (Unaudited)			Year ended 30 September 2017 (Audited)		
		Headline	Adjusting items (note 3)	Statutory	Headline	Adjusting items (note 3)	Statutory	Headline	Adjusting items (note 3)	Statutory
		£000	£000	£000	£000	£000	£000	£000	£000	£000
<b>Revenue</b>		<b>75,362</b>	-	<b>75,362</b>	69,588	-	69,588	152,623	-	152,623
Cost of sales		<b>(47,217)</b>	-	<b>(47,217)</b>	(42,016)	-	(42,016)	(93,259)	-	(93,259)
<b>Gross profit</b>		<b>28,145</b>	-	<b>28,145</b>	27,572	-	27,572	59,364	-	59,364
Other operating income		<b>183</b>	-	<b>183</b>	333	-	333	741	-	741
Administrative expenses		<b>(18,127)</b>	<b>(12,844)</b>	<b>(30,971)</b>	(15,607)	(10,363)	(25,970)	(32,194)	(37,445)	(69,639)
Foreign exchange gain/(loss) on operating activities		<b>555</b>	-	<b>555</b>	(246)	-	(246)	337	-	337
Share of results of associates and joint ventures		<b>6,665</b>	<b>(1,526)</b>	<b>5,139</b>	5,004	(1,140)	3,864	6,510	(1,504)	5,006
<b>Operating profit/(loss)</b>		<b>17,421</b>	<b>(14,370)</b>	<b>3,051</b>	17,056	(11,503)	5,553	34,758	(38,949)	(4,191)
Investment revenue		<b>399</b>	<b>537</b>	<b>936</b>	283	1,309	1,592	688	5,342	6,030
Finance costs		<b>(1,774)</b>	<b>(929)</b>	<b>(2,703)</b>	(1,913)	(2,102)	(4,015)	(3,824)	(1,178)	(5,002)
<b>Profit/(loss) before taxation</b>		<b>16,046</b>	<b>(14,762)</b>	<b>1,284</b>	15,426	(12,296)	3,130	31,622	(34,785)	(3,163)
Tax on profit/(loss)	4	<b>(4,285)</b>	<b>2,977</b>	<b>(1,308)</b>	(3,466)	3,582	116	(8,315)	5,063	(3,252)
<b>Profit/(loss) for the period</b>		<b>11,761</b>	<b>(11,785)</b>	<b>(24)</b>	11,960	(8,714)	3,246	23,307	(29,722)	(6,415)
Attributable to:										
Owners of the Company		<b>9,992</b>	<b>(11,785)</b>	<b>(1,793)</b>	10,208	(8,714)	1,494	21,476	(29,722)	(8,246)
Non-controlling interests		<b>1,769</b>	-	<b>1,769</b>	1,752	-	1,752	1,831	-	1,831
		<b>11,761</b>	<b>(11,785)</b>	<b>(24)</b>	11,960	(8,714)	3,246	23,307	(29,722)	(6,415)
<b>Earnings per share (p)</b>										
Basic	6	<b>3.7</b>		<b>(0.7)</b>	3.9		0.6	8.2		(3.1)
Diluted	6	<b>3.7</b>		<b>(0.7)</b>	3.9		0.6	8.1		(3.1)

The results stated above relate to continuing activities of the Group.

Notes 1 to 18 form an integral part of the condensed consolidated financial statements.

## Condensed Consolidated Statement of Comprehensive Income

For the six months ended 31 March 2018

	Six months to 31 March 2018	Six months to 31 March 2017	Year ended 30 September 2017
	Unaudited	Unaudited	Audited
	£000	£000	£000
(Loss)/profit for the period attributable to shareholders	(24)	3,246	(6,415)
Cash flow hedges:			
Movement in fair value of cash flow hedges	1,447	1,336	1,336
Fair value of cash flow hedges released to the income statement	(446)	(387)	(675)
Currency translation movement on net investment in subsidiary undertakings	(3,059)	5,276	(2,976)
	<u>(2,082)</u>	<u>9,471</u>	<u>(8,730)</u>
Tax relating to components of comprehensive income	(141)	(290)	(222)
<b>Total comprehensive income for the period</b>	<b><u>(2,223)</u></b>	<b><u>9,181</u></b>	<b><u>(8,952)</u></b>
Attributable to:			
Owners of the Company	(3,992)	7,429	(10,783)
Non-controlling interests	1,769	1,752	1,831
	<b><u>(2,223)</u></b>	<b><u>9,181</u></b>	<b><u>(8,952)</u></b>

All items recognised in comprehensive income may be reclassified subsequently to the income statement.

Notes 1 to 18 form an integral part of the condensed consolidated financial statements.

## Condensed Consolidated Statement of Changes in Equity

31 March 2018

Six month period ended 31 March 2018 (Unaudited):

	Share Capital	Share Premium Account	Merger Reserve	Capital Redemption Reserve	ESOT Reserve	Retained Earnings	Put Option Reserve	Translation Reserve	Hedge Reserve	Total	Non Controlling interests	Total Equity
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
<b>Balance as at 1 October 2017</b>	2,693	28,567	2,746	457	(4,240)	98,520	(13,255)	(45,265)	(2,553)	<b>67,670</b>	22,652	<b>90,322</b>
(Loss)/profit for the period	-	-	-	-	-	(1,793)	-	-	-	<b>(1,793)</b>	1,769	<b>(24)</b>
Currency translation movement on net investment in subsidiary undertakings	-	-	-	-	-	-	-	(3,059)	-	<b>(3,059)</b>	-	<b>(3,059)</b>
Movement in fair value of cash flow hedges	-	-	-	-	-	-	-	-	1,447	<b>1,447</b>	-	<b>1,447</b>
Gain on effective portion of cash flow hedges recognised in / (released from) reserves	-	-	-	-	-	-	-	-	(446)	<b>(446)</b>	-	<b>(446)</b>
Tax relating to components of comprehensive income	-	-	-	-	-	-	-	-	(141)	<b>(141)</b>	-	<b>(141)</b>
<b>Total comprehensive income for the six months to 31 March 2018</b>	-	-	-	-	-	<b>(1,793)</b>	-	<b>(3,059)</b>	<b>860</b>	<b>(3,992)</b>	<b>1,769</b>	<b>(2,223)</b>
Dividends	4	(4)	-	-	-	(5,962)	-	-	-	<b>(5,962)</b>	(128)	<b>(6,090)</b>
Exercise of share options	-	-	-	-	1,396	(62)	-	-	-	<b>1,334</b>	-	<b>1,334</b>
Share-based payments	-	-	-	-	-	167	-	-	-	<b>167</b>	-	<b>167</b>
Issue of shares	-	(20)	-	-	-	-	-	-	-	<b>(20)</b>	-	<b>(20)</b>
Tax debited to equity	-	-	-	-	-	(40)	-	-	-	<b>(40)</b>	-	<b>(40)</b>
<b>Balance as at 31 March 2018</b>	<b>2,697</b>	<b>28,543</b>	<b>2,746</b>	<b>457</b>	<b>(2,844)</b>	<b>90,830</b>	<b>(13,255)</b>	<b>(48,324)</b>	<b>(1,693)</b>	<b>59,157</b>	<b>24,293</b>	<b>83,450</b>

Notes 1 to 18 form an integral part of the condensed consolidated financial statements.

Condensed Consolidated Statement of Changes in Equity

31 March 2018

Six month period ended 31 March 2017 (Unaudited):

	Share Capital	Share Premium Account	Merger Reserve	Capital Redemption Reserve	ESOT Reserve	Retained Earnings	Put Option Reserve	Translation Reserve	Hedge Reserve	Total	Non Controlling interests	Total Equity
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
<b>Balance as at 1 October 2016</b>	2,621	20,629	2,746	457	(4,370)	115,450	(21,317)	(42,289)	(2,992)	70,935	25,427	96,362
(Loss)/profit for the period	-	-	-	-	-	1,494	-	-	-	1,494	1,752	3,246
Currency translation movement on net investment in subsidiary undertakings	-	-	-	-	-	-	-	5,276	-	5,276	-	5,276
Movement in fair value of cash flow hedges	-	-	-	-	-	-	-	-	1,336	1,336	-	1,336
Gain on effective portion of cash flow hedges recognised in / (released from) reserves	-	-	-	-	-	-	-	-	(387)	(387)	-	(387)
Tax relating to components of comprehensive income	-	-	-	-	-	-	-	-	(290)	(290)	-	(290)
<b>Total comprehensive income for the six months to 31 March 2017</b>	-	-	-	-	-	1,494	-	5,276	659	7,429	1,752	9,181
Dividends	16	(16)	-	-	-	(5,350)	-	-	-	(5,350)	(112)	(5,462)
Exercise of share options	-	-	-	-	6	(6)	-	-	-	-	-	-
Share-based payments	-	-	-	-	-	143	-	-	-	143	-	143
Issue of shares	23	3,444	-	-	-	-	-	-	-	3,467	-	3,467
Tax debited to equity	-	-	-	-	-	12	-	-	-	12	-	12
Acquisition of subsidiary	-	-	-	-	-	-	-	-	-	-	4,636	4,636
<b>Balance as at 31 March 2017</b>	<u>2,660</u>	<u>24,057</u>	<u>2,746</u>	<u>457</u>	<u>(4,364)</u>	<u>111,743</u>	<u>(21,317)</u>	<u>(37,013)</u>	<u>(2,333)</u>	<u>76,636</u>	<u>31,703</u>	<u>108,339</u>

Notes 1 to 18 form an integral part of the condensed consolidated financial statements.

## Condensed Consolidated Statement of Changes in Equity

31 March 2018

Year ended 30 September 2017 (Audited):

	Share Capital	Share Premium Account	Merger Reserve	Capital Redemption Reserve	ESOT Reserve	Retained Earnings	Put Option Reserve	Translation Reserve	Hedge Reserve	Total	Non Controlling interests	Total Equity
	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000	£000
<b>Balance as at 1 October 2016</b>	2,621	20,629	2,746	457	(4,370)	115,450	(21,317)	(42,289)	(2,992)	70,935	25,427	96,362
(Loss)/profit for the period	-	-	-	-	-	(8,246)	-	-	-	(8,246)	1,831	(6,415)
Currency translation movement on net investment in subsidiary undertakings	-	-	-	-	-	-	-	(2,976)	-	(2,976)	-	(2,976)
Movement in fair value of cash flow hedges	-	-	-	-	-	-	-	-	1,336	1,336	-	1,336
Fair value of cash flow hedges released to the income statement	-	-	-	-	-	-	-	-	(675)	(675)	-	(675)
Tax relating to components of comprehensive income	-	-	-	-	-	-	-	-	(222)	(222)	-	(222)
<b>Total comprehensive income for the year ended 30 September 2017</b>	-	-	-	-	-	(8,246)	-	(2,976)	439	(10,783)	1,831	(8,952)
Dividends	21	(21)	-	-	-	(8,678)	-	-	-	(8,678)	(1,315)	(9,993)
Exercise of share options	-	-	-	-	130	(60)	-	-	-	70	-	70
Share-based payments	-	-	-	-	-	201	-	-	-	201	-	201
Issue of shares	51	7,959	-	-	-	-	-	-	-	8,010	-	8,010
Tax debited to equity	-	-	-	-	-	(12)	-	-	-	(12)	-	(12)
Put option disposal	-	-	-	-	-	(60)	187	-	-	127	(127)	-
Acquisition of subsidiary	-	-	-	-	-	-	-	-	-	-	4,636	4,636
Exercise put option on acquisition of subsidiary	-	-	-	-	-	(75)	7,875	-	-	7,800	(7,800)	-
<b>Balance as at 30 September 2017</b>	<b>2,693</b>	<b>28,567</b>	<b>2,746</b>	<b>457</b>	<b>(4,240)</b>	<b>98,520</b>	<b>(13,255)</b>	<b>(45,265)</b>	<b>(2,553)</b>	<b>67,670</b>	<b>22,652</b>	<b>90,322</b>

Notes 1 to 18 form an integral part of the condensed consolidated financial statements.



# Condensed Consolidated Statement of Financial Position

31 March 2018

	Notes	31 March 2018 Unaudited £000	31 March 2017 Unaudited £000	30 September 2017 Audited £000
<b>Non-current assets</b>				
Goodwill	7	88,087	112,624	92,566
Other intangible assets	8	54,213	71,046	61,867
Property, plant and equipment		3,366	2,857	2,783
Interests in associates and joint ventures	9	48,671	49,724	45,470
Venue advances and other loans		3,683	3,767	3,548
Derivative financial instruments	13	182	8	-
Deferred tax asset		4,828	4,320	5,411
		<b>203,030</b>	<b>244,346</b>	<b>211,645</b>
<b>Current assets</b>				
Trade and other receivables	10	56,899	59,471	61,425
Tax prepayment		777	375	2,880
Derivative financial instruments	13	-	15	-
Cash and cash equivalents		26,234	15,795	23,321
Assets classified as held for sale	15	3,261	-	-
		<b>87,171</b>	<b>75,656</b>	<b>87,626</b>
<b>Total assets</b>		<b>290,201</b>	<b>320,002</b>	<b>299,271</b>
<b>Current liabilities</b>				
Trade and other payables	11	(16,443)	(21,221)	(21,332)
Current tax liabilities		(1,056)	-	(3,834)
Deferred income		(83,105)	(80,115)	(82,591)
Derivative financial instruments	13	(13,546)	(21,875)	(1,795)
Provisions		(503)	(269)	(527)
Liabilities classified as held for sale	15	(1,881)	-	-
		<b>(116,534)</b>	<b>(123,480)</b>	<b>(110,079)</b>
<b>Non-current liabilities</b>				
Bank loans	12	(77,385)	(70,966)	(72,998)
Provisions		(117)	(168)	(273)
Deferred income		(2,124)	-	-
Deferred tax liabilities		(10,152)	(13,848)	(12,494)
Derivative financial instruments	13	(439)	(3,201)	(13,105)
		<b>(90,217)</b>	<b>(88,183)</b>	<b>(98,870)</b>
<b>Total liabilities</b>		<b>(206,751)</b>	<b>(211,663)</b>	<b>(208,949)</b>
<b>Net assets</b>		<b>83,450</b>	<b>108,339</b>	<b>90,322</b>
<b>Equity</b>				
Share capital	14	2,697	2,660	2,693
Share premium account		28,543	24,057	28,567
Merger reserve		2,746	2,746	2,746
Capital redemption reserve		457	457	457
ESOT reserve		(2,844)	(4,364)	(4,240)
Retained earnings		90,830	111,743	98,520
Put option reserve		(13,255)	(21,317)	(13,255)
Translation reserve		(48,324)	(37,013)	(45,265)
Hedge reserve		(1,693)	(2,333)	(2,553)
<b>Equity attributable to equity holders of the parent</b>		<b>59,157</b>	<b>76,636</b>	<b>67,670</b>
Non-controlling interest		24,293	31,703	22,652
<b>Total equity</b>		<b>83,450</b>	<b>108,339</b>	<b>90,322</b>

Notes 1 to 18 form an integral part of the condensed consolidated financial statements.

# Condensed Consolidated Cash Flow Statement

For the six months ended 31 March 2018

		Six months to 31 March 2018	Six months to 31 March 2017	Year ended 30 September 2017
	Notes	Unaudited £000	Unaudited £000	Audited £000
<b>Operating activities</b>				
Operating profit/(loss) from continuing operations		3,051	5,553	(4,191)
<b>Adjustments for non-cash items:</b>				
Depreciation and amortisation		6,901	8,953	16,326
Impairment of goodwill and intangible assets	3	-	-	12,585
Impairment of investments in associates and joint ventures	3	-	-	1,691
Derecognition of goodwill on cessation of trading	3	2,216	-	-
Share-based payments		185	143	218
Share of profit from associates and joint ventures	9	(5,139)	(3,864)	(5,006)
(Decrease)/increase in provisions		(183)	(30)	371
Gain from disposal of plant, property and equipment		(2)	-	-
Foreign exchange (gain)/loss on operating activities		(555)	246	(337)
Loss on disposal of investments		-	-	3,712
Fair value of cash flow hedges recognised in the income statement		(446)	(379)	(661)
Dividends received from associates and joint ventures	9	1,693	620	3,831
<b>Operating cash flows before movements in working capital</b>		<b>7,721</b>	<b>11,242</b>	<b>28,539</b>
Decrease/(increase) in receivables		5,838	(7,778)	(10,130)
Advances and prepayments to venues		(3,865)	(2,500)	(5,187)
Utilisation of venue advances and prepayments		2,362	2,077	5,526
Increase in deferred income		4,327	18,197	20,673
(Decrease)/increase in payables		(4,283)	599	2,864
<b>Cash generated from operations</b>		<b>12,100</b>	<b>21,837</b>	<b>42,285</b>
Tax paid		(3,969)	(2,608)	(6,790)
<b>Net cash from operating activities</b>		<b>8,131</b>	<b>19,229</b>	<b>35,495</b>
<b>Investing activities</b>				
Interest received		399	283	688
Investment in associates and joint ventures		-	-	(220)
Acquisition of businesses – cash paid		-	(6,225)	(9,673)
Cash acquired through acquisitions		-	343	343
Purchase of property, plant and equipment and computer software		(1,760)	(1,512)	(3,136)
Disposal of plant, property and equipment and computer software		68	10	238
Disposal of subsidiary – cash received		-	-	128
Cash disposed of through disposals		-	-	(125)
<b>Net cash flows from investing activities</b>		<b>(1,293)</b>	<b>(7,101)</b>	<b>(11,757)</b>
<b>Financing activities</b>				
Equity dividends paid		(5,985)	(5,368)	(8,652)
Dividends paid to non-controlling interests		(683)	(112)	(760)
Interest paid and bank charges		(1,774)	(1,913)	(3,824)
Proceeds from the issue of share capital and exercise of share options		1,314	-	4
Drawdown of borrowings		190,009	115,830	219,060
Repayment of borrowings		(185,622)	(119,400)	(220,710)
<b>Net cash flows from financing activities</b>		<b>(2,741)</b>	<b>(10,963)</b>	<b>(14,882)</b>
Net increase in cash and cash equivalents		4,097	1,165	8,856
<b>Net cash and cash equivalents at beginning of period</b>		<b>23,321</b>	<b>15,508</b>	<b>15,508</b>
Effect of foreign exchange rates on cash and cash equivalents		(270)	(878)	(1,043)
Cash and cash equivalents classified as held for sale		(914)	-	-
<b>Net cash and cash equivalents at end of period</b>		<b>26,234</b>	<b>15,795</b>	<b>23,321</b>

Notes 1 to 18 form an integral part of the condensed consolidated financial statements.

# Notes to the Interim Financial Statements

## 1. General Information and basis of preparation

The information for the year ended 30 September 2017 does not constitute statutory accounts as defined in section 434 of the Companies Act 2006. A copy of the statutory accounts for that year has been delivered to the Registrar of Companies. The auditor reported on those accounts: their report was unqualified, did not draw attention to any matters by way of emphasis and did not contain a statement under section 498(2) or (3) of the Companies Act 2006.

The annual financial statements of ITE Group plc are prepared in accordance with IFRS as adopted by the European Union. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with International Accounting Standard 34 'Interim Financial Reporting', as adopted by the European Union.

### *Accounting policies*

The accounting policies applied by the Group in the interim financial statements are the same as those set out in the Group's Annual Report and Accounts for the year ended 30 September 2017.

Other than the amendments to IAS 7 *Statement of cash flows*, no new standards, amendments to standards and interpretations have been adopted and applied in the period.

At the date of authorisation of these financial statements, the following standards and interpretations which have not been applied in these financial statements were in issue but not yet effective (and in some cases had not yet been adopted by the EU):

<b>New, amended and revised Standards</b>	<b>Effective date</b>
Amendments to IFRS 2 <i>Share-based payments</i>	1 January 2018
Clarifications to IFRS 15 <i>Revenue from contracts with customers</i>	1 January 2018
IFRS 9 <i>Financial instruments</i>	1 January 2018
IFRS 15 <i>Revenue from contracts with customers</i>	1 January 2018
Amendments to IAS 12 <i>Income taxes</i>	1 January 2019
IFRS 16 <i>Leases</i>	1 January 2019

The Directors anticipate that the adoption of these standards and interpretations in future periods will have no material impact on the financial statements of the Group, with the exception of the adoption of IFRS 16 *Leases*, which will replace the current leasing standard, IAS 17 *Leases*, and IFRS 15 *Revenue from contracts with customers*.

IFRS 16 requires all leases to be treated in a consistent way to the current rules on finance leases. This will result in all leases being disclosed in the Statement of Financial Position, with the exception of short-term leases, where, for lease terms of less than 12 months, an election can be made to account for the expense in line with the payment terms.

This is expected to have a significant impact on both the Group's Statement of Financial Position, as there will be an increase in lease assets and financial liabilities recognised, and the Group's Income Statement, through a changing of the expense profile and the financial statement lines in which the expenses are recognised. The adoption of IFRS 16 will increase the expense charged at the beginning of our lease contracts, due to the straight-line operating lease expense charge being replaced by the finance cost approach, which, by its nature is front-loaded. Currently, our operating lease rentals are recognised within administrative expenses, but under IFRS 16, these will be classified as finance costs and therefore operating profit is expected to increase on adoption. The financial impact of the changes have yet to be quantified by management.

The adoption of IFRS 15 is not expected to have a material impact on the Group's Income Statement but may lead to a change in the Statement of Financial Position. The Group has significant forward bookings, which are currently recognised within trade debtors and deferred income at the point at which a contractual obligation to provide the service arises. Under IFRS 15, the deferred income, and corresponding debtor, may not be recognised until the earlier of the service being provided and the payment falling due. This may result in a material reduction to the deferred income and trade receivables on adoption of the standard. Management is currently in the process of assessing the extent of the impact on adoption of the new standard and the financial impact of the changes have yet to be quantified.

## Notes to the Interim Financial Statements

### 2. Segmental information

The Group has identified reportable segments based on financial information used by the Senior Operating Board in allocating resources and making strategic decisions. The Senior Operating Board (consisting of the Chief Executive Officer, Chief Financial Officer, Chief Operating Officer, Strategy Director and HR Director), are considered to be the Group's Chief Operating Decision Maker. The Group evaluates performance on the basis of headline profit or loss before tax.

The Group's reportable segments are operational business units and groups of events that are managed separately, either based on geographic location or as portfolios of events. In the year ended 30 September 2017 the Group made changes to the reportable segments, adding a new Brands segment, which includes our Africa Oil Week, Breakbulk and Moda portfolios and is managed by the Brands Managing Director. This replaced the Rest of the World segment reported in the half-yearly financial report for the six months ended 31 March 2017, which also previously included central costs and other unallocated items that are now presented separately, as a reconciling item.

The products and services offered by each business unit are identical across the Group. The revenue and headline profit before tax are attributable to the Group's one principal activity, the organisation of trade exhibitions, conferences and related activities and can be analysed by operating segment as follows:

Six months to 31 March 2018 Unaudited	Eastern & Southern					Total Group £000
	Asia £000	Brands £000	Central Asia £000	Europe £000	Russia £000	
Revenue	16,641	11,262	7,487	4,638	35,334	75,362
Segment headline profit before tax	10,594	3,514	1,158	(127)	11,048	26,187
Unallocated items						(10,141)
<b>Headline profit before tax</b>						<b>16,046</b>
Adjusting items (note 3)						(14,762)
<b>Profit before tax</b>						<b>1,284</b>
Tax						(1,308)
<b>Loss after tax</b>						<b>(24)</b>

The revenue in the period of £75.4m includes £0.2m (six months to 31 March 2017: £0.2m; year ended 30 September 2017: £0.3m) of barter sales. No individual customer amounts to more than 10% of Group revenues.

Unallocated items include:

- other income;
- head office costs;
- unallocated TAG costs of £2.3m;
- foreign exchange gains and losses on translation of monetary assets and liabilities held in Group subsidiary companies that are denominated in currencies other than the functional currency of the subsidiaries; and
- net finance costs.

## Notes to the Interim Financial Statements

### 2. Segmental information (continued)

The Group's share of profits from associates and joint ventures, capital expenditure and amortisation and depreciation can be analysed by operating segment as follows:

<b>Six months to 31 March 2018</b>			<b>Central</b>	<b>Eastern &amp;</b>		<b>Total</b>
<b>Unaudited</b>	<b>Asia</b>	<b>Brands</b>	<b>Asia</b>	<b>Southern</b>	<b>Russia</b>	<b>Group</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>Europe</b>	<b>£000</b>	<b>£000</b>
<b>Share of results of associates and joint ventures</b>						
Share of results before tax	6,665	-	-	-	-	6,665
Tax	(1,526)	-	-	-	-	(1,526)
Share of results after tax	5,139	-	-	-	-	5,139
<b>Capital expenditure</b>						
Segment capital expenditure	94	65	17	56	381	613
Unallocated capital expenditure						1,147
						1,760
<b>Depreciation and amortisation</b>						
Segment depreciation and amortisation	1,982	2,534	204	1,315	145	6,180
Unallocated depreciation and amortisation						721
						6,901

The impairment and derecognition charges recognised in respect of goodwill, intangible assets and investments in associates and joint ventures can be analysed by operating segment as follows:

	<b>Six months</b>	Six months	Year ended
	<b>to 31 March</b>	to 31 March	30 September
	<b>2018</b>	2017	2017
	<b>£000</b>	£000	£000
Asia	-	-	8,235
Brands	2,216	-	3,547
Eastern & Southern Europe	-	-	2,494
	<u>2,216</u>	<u>-</u>	<u>14,276</u>

## Notes to the Interim Financial Statements

### 2. Segmental information (continued)

The Group's assets and liabilities can be analysed by operating segment as follows:

<b>As at 31 March 2018</b>			<b>Central</b>	<b>Eastern &amp;</b>		<b>Total</b>
<b>Unaudited</b>	<b>Asia</b>	<b>Brands</b>	<b>Asia</b>	<b>Southern</b>	<b>Russia</b>	<b>Group</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>Europe</b>	<b>£000</b>	<b>£000</b>
<b>Assets</b>						
Segment assets	116,602	51,485	15,110	27,010	69,020	279,227
Unallocated assets						10,974
<b>Total assets</b>						<b>290,201</b>
<b>Liabilities</b>						
Segment liabilities	(55,937)	(6,957)	(7,921)	(10,649)	(41,189)	(122,653)
Unallocated liabilities						(84,098)
<b>Total liabilities</b>						<b>(206,751)</b>
<b>Net assets</b>						<b>83,450</b>

The comparative period segmental information has been restated to reflect the changes made to the operating segments in the prior year.

<b>Six months to 31 March 2017</b>			<b>Central</b>	<b>Eastern &amp;</b>		<b>Total</b>
<b>Unaudited (restated)</b>	<b>Asia</b>	<b>Brands</b>	<b>Asia</b>	<b>Southern</b>	<b>Russia</b>	<b>Group</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>Europe</b>	<b>£000</b>	<b>£000</b>
<b>Revenue</b>	13,186	10,020	8,622	6,837	30,923	69,588
Segment headline profit before tax	7,413	3,031	1,553	1,264	10,981	24,242
Unallocated items						(8,816)
<b>Headline profit before tax</b>						<b>15,426</b>
Adjusting items (note 3)						(12,296)
<b>Profit before tax</b>						<b>3,130</b>
Tax						116
<b>Profit after tax</b>						<b>3,246</b>

## Notes to the Interim Financial Statements

### 2. Segmental information (continued)

<b>Six months to 31 March 2017</b> <b>Unaudited (restated)</b>	<b>Asia</b> <b>£000</b>	<b>Brands</b> <b>£000</b>	<b>Central</b> <b>Asia</b> <b>£000</b>	<b>Eastern &amp;</b> <b>Southern</b> <b>Europe</b> <b>£000</b>	<b>Russia</b> <b>£000</b>	<b>Total</b> <b>Group</b> <b>£000</b>
<b>Share of results of associates and joint ventures</b>						
Share of results before tax	5,002	-	-	-	2	5,004
Tax	(1,140)	-	-	-	-	(1,140)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Share of results after tax	3,862	-	-	-	2	3,864
<b>Capital expenditure</b>						
Segment capital expenditure	405	3	28	154	52	642
Unallocated capital expenditure						870
						<hr/>
						1,512
<b>Depreciation and amortisation</b>						
Segment depreciation and amortisation	2,288	2,569	301	2,380	792	8,330
Unallocated depreciation and amortisation						623
						<hr/>
						8,953

The Group's assets and liabilities can be analysed by operating segment as follows:

<b>As at 31 March 2017</b> <b>Unaudited (restated)</b>	<b>Asia</b> <b>£000</b>	<b>Brands</b> <b>£000</b>	<b>Central</b> <b>Asia</b> <b>£000</b>	<b>Eastern &amp;</b> <b>Southern</b> <b>Europe</b> <b>£000</b>	<b>Russia</b> <b>£000</b>	<b>Total</b> <b>Group</b> <b>£000</b>
<b>Assets</b>						
Segment assets	131,598	70,350	14,543	40,260	49,434	306,185
Unallocated assets						13,817
						<hr/>
Total assets						320,002
<b>Liabilities</b>						
Segment liabilities	(38,033)	(4,781)	(6,540)	(29,738)	(40,962)	(120,054)
Unallocated liabilities						(91,609)
						<hr/>
Total liabilities						(211,663)
						<hr/>
<b>Net assets</b>						108,339

## Notes to the Interim Financial Statements

### 2. Segmental information (continued)

Year ended 30 September 2017 Audited	Asia £000	Brands £000	Central Asia £000	Eastern & Southern Europe £000	Russia £000	Total Group £000
<b>Revenue</b>	23,777	18,704	21,736	17,041	71,365	152,623
Segment headline profit before tax	6,885	5,374	6,541	4,766	26,339	49,905
Unallocated items						(18,283)
<b>Headline profit before tax</b>						31,622
Adjusting items (note 3)						(34,785)
<b>Loss before tax</b>						(3,163)
Tax						(3,252)
<b>Loss after tax</b>						(6,415)
Year ended 30 September 2017 Audited	Asia £000	Brands £000	Central Asia £000	Eastern & Southern Europe £000	Russia £000	Total Group £000
<b>Share of results of associates and joint ventures</b>						
Share of results before tax	5,095	-	-	-	1,415	6,510
Tax	(1,173)	-	-	-	(331)	(1,504)
Share of results after tax	3,922	-	-	-	1,084	5,006
<b>Capital expenditure</b>						
Segment capital expenditure	885	10	47	261	98	1,301
Unallocated capital expenditure						1,835
						3,136
<b>Depreciation and amortisation</b>						
Segment depreciation and amortisation	4,567	5,166	566	3,815	959	15,073
Unallocated depreciation and amortisation						1,253
						16,326



## Notes to the Interim Financial Statements

### 2. Segmental information (continued)

The Group's assets and liabilities can be analysed by operating segment as follows:

<b>As at 30 September 2017 Audited</b>	<b>Asia £000</b>	<b>Brands £000</b>	<b>Central Asia £000</b>	<b>Eastern &amp; Southern Europe £000</b>	<b>Russia £000</b>	<b>Total Group £000</b>
<b>Assets</b>						
Segment assets	116,002	56,156	13,063	27,373	68,813	281,407
Unallocated assets						17,864
Total assets						299,271
<b>Liabilities</b>						
Segment liabilities	(63,022)	(9,369)	(5,359)	(9,079)	(33,300)	(120,129)
Unallocated liabilities						(88,820)
Total liabilities						(208,949)
<b>Net assets</b>						90,322

### Geographical information

Information about the Group's revenue by origin of sale and non-current assets by geographical location are detailed below:

	Revenue			Non-current assets*		
	Six months to 31 March 2018	Six months to 31 March 2017	Year ended 30 September 2017	Six months to 31 March 2018	Six months to 31 March 2017	Year ended 30 September 2017
	Unaudited	Unaudited	Audited	Unaudited	Unaudited	Audited
	£000	£000	£000	£000	£000	£000
Asia	17,334	16,580	26,133	90,849	106,334	89,948
Central Asia	4,536	5,402	13,073	3,996	5,617	4,250
Eastern & Southern Europe	3,961	5,981	15,032	20,275	25,930	22,617
Russia	26,384	23,085	52,340	26,921	34,913	28,783
Rest of the World	23,147	18,540	46,045	56,161	67,232	60,636
<b>Total</b>	<b>75,362</b>	<b>69,588</b>	<b>152,623</b>	<b>198,202</b>	<b>240,026</b>	<b>206,234</b>

\* Non-current assets exclude deferred tax assets and assets classified as held for sale.

## Notes to the Interim Financial Statements

### 3. Adjusting items

The following (charges)/credits have been presented as adjusting items:

	Six months to 31 March 2018 Unaudited £000	Six months to 31 March 2017 Unaudited £000	Year ended 30 September 2017 Audited £000
<i>Operating items</i>			
Amortisation of acquired intangible assets	(5,764)	(7,832)	(14,069)
Impairment of goodwill	-	-	(11,204)
Impairment of intangible assets	-	-	(1,381)
Impairment of investments in associates and joint ventures	-	-	(1,691)
Derecognition of goodwill on cessation of trading	(2,216)	-	-
Profit on disposal of investments	-	-	(3,712)
Restructuring costs	(4,090)	(2,347)	(4,982)
Transaction costs on completed and pending acquisitions	(774)	(184)	(406)
Tax on income from associates and joint ventures	(1,526)	(1,140)	(1,504)
<i>Financing items</i>			
Revaluation of liabilities on completed acquisitions	(392)	(793)	4,164
	<b>(14,762)</b>	<b>(12,296)</b>	<b>(34,785)</b>
<i>Taxation</i>			
Tax related to adjusting items	1,451	2,442	3,559
Tax on income from associates and joint ventures	1,526	1,140	1,504
	<b>(11,785)</b>	<b>(8,714)</b>	<b>(29,722)</b>

### 4. Tax on profit/(loss) on ordinary activities

	Six months to 31 March 2018 Unaudited £000	Six months to 31 March 2017 Unaudited £000	Year ended 30 September 2017 Audited £000
<i>Current tax</i>			
UK corporation tax	200	37	(298)
Foreign tax	3,273	2,064	8,077
	<b>3,473</b>	<b>2,101</b>	<b>7,779</b>
<i>Deferred tax</i>	<b>(2,165)</b>	<b>(2,217)</b>	<b>(4,527)</b>
Tax on profit on ordinary activities	<b>1,308</b>	<b>(116)</b>	<b>3,252</b>

Tax at the interim is charged on pre-tax profits, including those of associates and joint ventures, at a blended rate of 27% (2017: 24%) representing the best estimate of the weighted average annual corporation tax expected for the financial year adjusted for discrete items in the interim period.

## Notes to the Interim Financial Statements

### 5. Dividends

	Six months to 31 March 2018 Unaudited			Six months to 31 March 2017 Unaudited			Year ended 30 September 2017 Audited		
	Per share p	Settled in cash £000	Settled in scrip £000	Per share p	Settled in cash £000	Settled in scrip £000	Per share p	Settled in cash £000	Settled in scrip £000
Amounts recognised as distributions to equity holders in the period:									
Final dividend in respect of the year ended 30 September 2017	2.5	5,962	701	-	-	-	-	-	-
Interim dividend in respect of the year ended 30 September 2017	-	-	-	-	-	-	1.5	3,328	686
Final dividend in respect of the year ended 30 September 2016	-	-	-	3.0	5,350	2,497	3.0	5,350	2,497
	<u>2.5</u>	<u>5,962</u>	<u>701</u>	<u>3.0</u>	<u>5,350</u>	<u>2,497</u>	<u>4.5</u>	<u>8,678</u>	<u>3,183</u>

The Directors have proposed an interim dividend for the year ending 30 September 2018 of 1.5p per ordinary share, a distribution of approximately £4.0m. The proposed dividend has been approved by the Board and has not been included as a liability as at 31 March 2018.

### 6. Earnings per share

The calculation of basic, diluted and headline diluted earnings per share is based on the following earnings and the numbers of shares:

	Six months to 31 March 2018 Unaudited Number of shares (‘000)	Six months to 31 March 2017 Unaudited Number of shares (‘000)	Year ended 30 September 2017 Audited Number of shares (‘000)
Weighted average number of shares:			
For basic earnings per share	266,817	261,081	263,241
Dilutive effect of exercise of share options	681	168	309
For diluted earnings per share	<u>267,498</u>	<u>261,249</u>	<u>263,550</u>

#### **Basic and diluted earnings per share**

The calculations of basic and diluted earnings per share are based on the loss for the financial year attributable to equity holders of the parent of £1.8m (31 March 2017: profit of £1.5m; 30 September 2017: loss of £8.2m). Basic and diluted earnings per share were (0.7)p and (0.7)p respectively (31 March 2017: 0.6p and 0.6p respectively; 30 September 2017: (3.1)p and (3.1)p respectively). 681,000 share options (31 March 2017: 168,000) were excluded from the weighted average number of ordinary shares used in the calculation of the diluted earnings per share because their effect would have been antidilutive.

#### **Headline earnings per share**

The calculations of headline basic and diluted earnings per share are based on the headline profit for the financial year attributable to equity holders of the parent of £10.0m (31 March 2017: £10.2m; 30 September 2017: £21.5m). Headline basic and diluted earnings per share were 3.7p and 3.7p respectively (31 March 2017: 3.9p and 3.9p respectively; 30 September 2017: 8.2p and 8.1p respectively).

## Notes to the Interim Financial Statements

### 7. Goodwill

	<b>Total Unaudited £000</b>
<b>At 1 October 2017</b>	<b>92,566</b>
Derecognition of goodwill on cessation of trading	<b>(2,216)</b>
Exchange differences	<b>(2,263)</b>
<b>At 31 March 2018</b>	<b>88,087</b>

A derecognition charge of £2.2m has been recognised in the Consolidated Income Statement in respect of the derecognition of goodwill in RAS Publishing, within the Brands segment. This arose due to the cessation of trading at RAS Publishing during the year, resulting in the derecognition in full of the carrying value of the goodwill held.

In line with the disclosures made in the 2017 Annual Report and Accounts, where impairments were recognised in respect of a number of CGUs, reducing headroom in these CGUs to nil, we acknowledge a reasonably possible change in the future cash flows or discount rates for these CGUs could result in an impairment in the future.

### 8. Other intangible assets

	<b>Total Unaudited £000</b>
<b>At 1 October 2017</b>	<b>61,867</b>
Additions	<b>355</b>
Amortisation of acquired intangible assets	<b>(5,762)</b>
Amortisation of computer software	<b>(548)</b>
Exchange differences	<b>(764)</b>
Assets classified as held for sale*	<b>(935)</b>
<b>At 31 March 2018</b>	<b>54,213</b>

\*All assets and liabilities of TradeLink ITE Sdn. Bhd. have been classified as held for sale in accordance with IFRS 5 prior to the subsequent disposal of the entity after the balance sheet date. See Note 15 for further detail.

### 9. Interests in associates and joint ventures

	<b>Total Unaudited £000</b>
<b>At 1 October 2017</b>	<b>45,470</b>
Share of results of associates and joint ventures	<b>5,139</b>
Dividends received	<b>(1,693)</b>
Foreign exchange	<b>(245)</b>
<b>At 31 March 2018</b>	<b>48,671</b>

## Notes to the Interim Financial Statements

### 10. Trade and other receivables

	<b>31 March 2018 Unaudited £000</b>	<b>31 March 2017 Unaudited £000</b>	<b>30 September 2017 Audited £000</b>
Trade receivables	38,448	37,171	44,133
Other receivables	4,656	3,708	3,917
Venue advances and prepayments	4,148	3,923	2,580
Prepayments and accrued income	9,647	14,669	10,795
	<u>56,899</u>	<u>59,471</u>	<u>61,425</u>

### 11. Trade and other payables

	<b>31 March 2018 Unaudited £000</b>	<b>31 March 2017 Unaudited £000</b>	<b>30 September 2017 Audited £000</b>
Trade payables	755	2,210	2,595
Taxation and social security	1,723	1,925	2,357
Other payables	3,378	4,021	5,715
Accruals	9,670	9,365	9,712
Deferred consideration	917	1,777	953
Contingent consideration	-	1,923	-
	<u>16,443</u>	<u>21,221</u>	<u>21,332</u>

### 12. Bank loans and overdraft

A refinancing of the Group's external debt facility was completed on 22 November 2017 and gives the Group access to a new £100m facility from a syndicate of four banks, HSBC, Barclays, Citibank and Commerzbank. The facility amortises by £10.0m each year and expires in November 2021.

Total drawdowns under the facility of £77.4m at 31 March 2018 were denominated in sterling (£75.5m) and US dollars (£1.9m). At 31 March 2018 the Group had £22.6m (31 March 2017: £22.0m) of undrawn committed facilities.

All borrowings are arranged at floating interest rates, thus exposing the Group to interest rate risk. The Group uses interest rate swaps to mitigate this risk, hedging £50.0m of the debt (31 March 2017: £40.0m; 30 September 2017: £40.0m), reducing the exposure to fluctuations in interest rates. All borrowings are secured by a guarantee between a number of Group companies.

## Notes to the Interim Financial Statements

### 13. Derivative financial instruments

Derivative financial instruments are classified according to the following categories in the table below. The Group's derivative financial instruments are categorised into levels to reflect the degree to which observable inputs are used for determining their fair value. The Group's foreign currency forward contracts and interest rate swaps are classified as Level 2, while the equity and put options are classified as Level 3.

	31 March 2018		31 March 2017		30 September 2017	
	Unaudited		Unaudited		Audited	
	Notional	Fair value	Notional	Fair value	Notional	Fair value
	£000	£000	£000	£000	£000	£000
<i>Current assets</i>						
Foreign currency forward contracts	-	-	3,276	15	-	-
	<u>-</u>	<u>-</u>	<u>3,276</u>	<u>15</u>	<u>-</u>	<u>-</u>
<i>Non-current assets</i>						
Foreign currency forward contracts	-	-	3,621	8	-	-
Interest rate swaps	182	182	-	-	-	-
	<u>182</u>	<u>182</u>	<u>3,621</u>	<u>8</u>	<u>-</u>	<u>-</u>
<i>Current liabilities</i>						
Foreign currency forward contracts	14,176	1,021	15,346	1,356	15,346	1,795
Equity options	15,745	12,525	23,067	20,519	2,278	-
	<u>29,921</u>	<u>13,546</u>	<u>38,413</u>	<u>21,875</u>	<u>17,624</u>	<u>1,795</u>
<i>Non-current liabilities</i>						
Foreign currency forward contracts	1,969	39	12,285	802	8,061	490
Equity options	1,298	400	3,118	2,208	15,104	12,575
Interest rate swaps	-	-	191	191	40	40
	<u>3,267</u>	<u>439</u>	<u>15,594</u>	<u>3,201</u>	<u>23,205</u>	<u>13,105</u>

Level 1 fair values are measured using quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 fair values are measured using inputs, other than quoted prices included within Level 1 that are observable for the asset or liability either directly or indirectly. Level 3 fair values are measured using inputs for the asset or liability that are not based on observable market data.

For the Group's Level 3 equity options, these are valued based on a multiple as contractually agreed of forecast future EBITDA for each relevant option. The key unobservable inputs relate to the EBITDA multiple (ranging from 7.5x to 12.5x) and forecast future EBITDA for each entity. The fair values of unobservable inputs are sensitive to changes in discount rates and future cash flow projections.

The following table shows the movements in the Group's equity option liabilities during the period:

	Total Unaudited £000
<b>At 1 October 2017</b>	<b>12,575</b>
Unwind of discount	929
Revaluation	(504)
Exchange differences recognised in other comprehensive income	(75)
<b>At 31 March 2018</b>	<b>12,925</b>

## Notes to the Interim Financial Statements

### 13. Derivative financial instruments (continued)

The Group utilises foreign currency forward contracts to hedge future euro denominated sales made from the UK. The Group is party to foreign currency forward contracts in the management of its exchange rate exposures. The instruments purchased are denominated in euros which represents the Group's primary billing currency. Under the forward contracts, the Group has an obligation to sell euros for sterling at specified rates at specified dates.

The foreign currency forward contracts as at 31 March 2018 cover exchange exposures over the next 15 months. These instruments have been designated in hedging relationships, with any changes in their fair value being recorded in equity and reclassified subsequently to the income statement.

### 14. Share capital

	31 March 2018 Unaudited	31 March 2017 Unaudited	30 September 2017 Audited
	£000	£000	£000
<b>Authorised</b>			
375,000,000 ordinary shares of 1 penny each (31 March 2017: 375,000,000; 30 September 2017: 375,000,000)	3,750	3,750	3,750
<b>Allotted and fully-paid</b>			
269,679,563 ordinary shares of 1 penny each (31 March 2017: 266,044,865; 30 September 2017: 269,280,274)	2,697	2,660	2,693

The Company announced a scrip dividend alternative for the year ended 30 September 2017 final dividend, allowing shareholders to elect to receive their dividend in the form of new ordinary shares. As a result of this, 399,289 new ordinary shares of 1p each were issued. During the period, no ordinary shares of 1p each (2017: nil) were allotted pursuant to the exercise of share options.

The Company has one class of ordinary shares which carry no right to fixed income.

## Notes to the Interim Financial Statements

### 15. Assets and liabilities classified as held for sale

On 24 April 2018, the Group announced the disposal of TradeLink ITE Sdn. Bhd. In relation to this, the assets and liabilities of TradeLink ITE Sdn. Bhd. have been classified as held for sale at 31 March 2018.

In order to be recognised as a disposal group held for sale, IFRS 5 'Non-current Assets Held for Sale and Discontinued Operations' requires the business to be available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, and the sale must be highly probable.

The Group has considered how advanced the disposal was at 31 March 2018, and concluded that the relevant criteria for recognition as held for sale have been met as at this date, which is further supported by the subsequent disposal on 24 April, discussed further in Note 17.

	31 March 2018 Unaudited £000
Other intangible assets	935
Property, plant and equipment	126
Deferred tax asset	120
Trade and other receivables	1,166
Cash and cash equivalents	914
<b>Total assets classified as held for sale</b>	<b>3,261</b>
Trade and other payables	(22)
Corporation tax	(170)
Deferred income	(1,689)
<b>Total liabilities classified as held for sale</b>	<b>(1,881)</b>
<b>Net assets classified as held for sale</b>	<b>1,380</b>

### 16. Net debt

	At 1 October 2017 £000	Cash flow £000	Foreign exchange £000	Cash and cash equivalents classified as held for sale £000	At 31 March 2018 £000
Cash	23,321	4,097	(270)	(914)	26,234
Bank loans	(72,998)	(4,387)	-	-	(77,385)
<b>Net debt</b>	<b>(49,677)</b>	<b>(290)</b>	<b>(270)</b>	<b>(914)</b>	<b>(51,151)</b>

Net debt is defined as cash and cash equivalents after deducting bank loans. The Board consider net debt to be a reliable measure of the Group's net indebtedness that provides an indicator of the overall balance sheet strength. It is also a single measure that can be used to assess the combined impact of the Group's cash position and its indebtedness.



## Notes to the Interim Financial Statements

### **17. Events after the balance sheet date**

Subsequent to the assets and liabilities of TradeLink ITE Sdn. Bhd., the owner of Metaltech, the metalworking exhibition in Malaysia, being classified as held for sale as at 31 March 2018, the Group announced on 24 April 2018 that it had disposed of TradeLink ITE Sdn. Bhd. to UBMMG Holdings Sdn. Bhd., a subsidiary of UBM plc for total cash consideration of MYR 23 million (£4.2m) subject to working capital adjustment at completion. The total consideration will be payable upon completion and the proceeds will be reinvested into the Group.

### **18. Related party transactions**

Transactions between the Company and its subsidiaries, which are related parties, have been eliminated on consolidation and are not disclosed in this note. Transactions with key management personnel will be disclosed in the Group's Annual Report for the year ended 30 September 2018. Transactions between the Group and its associates, where relevant, are disclosed below.

#### ***Trading transactions with associates***

During the period ended 31 March 2018 the Group charged management fees of £0.3m (2017: £0.2m) to Sinostar ITE, the Group's joint venture operation in Hong Kong and China.

# Independent Review Report to ITE Group plc

We have been engaged by the company to review the condensed set of financial statements in the half-yearly financial report for the six months ended 31 March 2018 which comprises the condensed consolidated income statement, the condensed consolidated statement of comprehensive income, the condensed consolidated statement of financial position, the condensed consolidated statement of changes in equity, the condensed consolidated cash flow statement and related notes 1 to 18. We have read the other information contained in the half-yearly financial report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the company in accordance with International Standard on Review Engagements (UK and Ireland) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board. Our work has been undertaken so that we might state to the company those matters we are required to state to it in an independent review 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, for our review work, for this report, or for the conclusions we have formed.

## **Directors' responsibilities**

The half-yearly financial report is the responsibility of, and has been approved by, the directors. The directors are responsible for preparing the half-yearly financial report in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

As disclosed in note 1, the annual financial statements of the group are prepared in accordance with IFRSs as adopted by the European Union. The condensed set of financial statements included in this half-yearly financial report has been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" as adopted by the European Union.

## **Our responsibility**

Our responsibility is to express to the Company a conclusion on the condensed set of financial statements in the half-yearly financial report based on our review.

## **Scope of review**

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK) and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

## **Conclusion**

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 31 March 2018 is not prepared, in all material respects, in accordance with International Accounting Standard 34 as adopted by the European Union and the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

**Deloitte LLP**  
Statutory Auditor  
London  
15 May 2018

## Directors and professional advisers

Directors	Richard Last, non-executive Chairman (appointed 12 February 2018) Mark Shashoua, Chief Executive Officer Andrew Beach, Chief Financial Officer Neil England, non-executive Director Linda Jensen, non-executive Director (resigned 30 April 2018) Stephen Puckett, non-executive Director Sharon Baylay, non-executive Director
Company Secretary	Waterstone Company Secretaries Ltd
Registered office	ITE Group plc, 105 Salusbury Road, London, NW6 6RG
Registration number	1927339
Auditor	Deloitte LLP, 2 New Street Square, London, EC4A 3BZ
Solicitors	Olswang, 90 High Holborn, London, WC1V 6XX
Principal Bankers	Barclays Bank plc, 1 Churchill Place, London, E14 5HP HSBC Bank plc, 60 Queen Victoria Street, London, EC4N 4TR Commerzbank AG, 30 Gresham St, London, ECV2 7PG Citibank, 33 Canada Square, Canary Wharf, London, E14 5BL
Company Brokers	Numis Securities Limited, The London Stock Exchange Building, 10 Paternoster Square, London, EC4M 7LT
Registrars	Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA
Public Relations	FTI Consulting Limited, 200 Aldersgate, Aldersgate Street, London, EC1A 4HD
Website	<a href="http://www.ite-exhibitions.com">www.ite-exhibitions.com</a>

## Financial calendar

### ***Interim dividend 2018:***

Ex-dividend date	7 June 2018
Record date	8 June 2018
Payment date	2 August 2018

The Group's financial calendar can be found at <http://www.ite-exhibitions.com/Financial-Calendar>.