VITESSE MEDIA IS A LEADING B2B MEDIA COMPANY PROVIDING BUSINESS INFORMATION, LIVE EVENTS AND DATA & INSIGHT PROPOSITIONS TO THE INTERNATIONAL TECHNOLOGY, FINANCIAL SERVICES AND DIVERSITY BUSINESS COMMUNITIES.

WE SUPPORT OUR BUSINESS COMMUNITIES WITH THE FOLLOWING BRANDS: TECHNOLOGY: INFORMATION AGE HAS BEEN AN AUTHORITATIVE VOICE FOR THE INTERNATIONAL CTO COMMUNITY FOR OVER 20 YEARS WITH THE WEBSITE ATTRACTING OVER 200,000 MONTHLY USERS. THE BRAND HAS EXPANDED INTO A NUMBER OF LIVE EVENTS INCLUDING THE TECH LEADERS SUMMIT & AWARDS AND THE DATA LEADERSHIP SUMMIT & DATA 50 AWARDS.

FINANCIAL SERVICES: SMALLBUSINESS.CO.UK IS A LEADING BRAND PROVIDING INSIGHT AND GUIDANCE TO UK ENTREPRENEURS AND SMALL BUSINESS OWNERS, ATTRACTING OVER 135,000 MONTHLY USERS, WHILE GROWTHBUSINESS.CO.UK IS A CORE SOURCE OF FUNDRAISING ADVICE TO THE OWNERS OF FAST GROWING COMPANIES. WHAT INVESTMENT PROVIDES PRIVATE INVESTORS WITH ADVICE ON SEEKING OUT THE BEST FUNDS, SHARES AND FINANCE IDEAS TOGETHER WITH TRENDS IN WEALTH MANAGEMENT AND TAX PLANNING. LAUNCHED IN 1982 THE BRAND HAS A LOYAL AUDIENCE FOR ITS PRINT MAGAZINE AND WEBSITE. GROWTH COMPANY INVESTOR PROVIDES ADVICE ON INVESTING IN AIM AND OTHER JUNIOR STOCK MARKETS AND IS WIDELY RECOGNISED AS ONE OF THE UK'S LEADING AUTHORITIES ON FAST-GROWING COMPANIES. TAXGUIDE.CO.UK PROVIDES AUTHORITATIVE ADVICE ON A RANGE PERSONAL AND BUSINESS TAX MATTERS. OUR FINANCIAL SERVICES BRANDS HAVE EXPANDED INTO LIVE EVENTS SUCH AS THE BRITISH SMALL BUSINESS AWARDS AND BRITISH SMALL BUSINESS CONFERENCE.

DIVERSITY: DIVERSITYQ.COM SUPPORTS ORGANISATIONS IN CREATING A DIVERSE WORKFORCE, WORKING ENVIRONMENT AND BUSINESS CULTURE, MAXIMISING THE BENEFITS OF DIVERSITY THROUGH INCREASED PRODUCTIVITY, IMPROVED STAFF SATISFACTION, CREATING A MORE SUSTAINABLE BUSINESS MODEL AND CONSEQUENTLY ENHANCING CORPORATE RETURNS. THE COMPANY HAS A PORTFOLIO OF HIGHLY SUCCESSFUL LIVE EVENTS INCLUDING THE WOMEN IN IT SERIES, THE WOMEN IN FINANCE SERIES AND CAREERS FAIRS SUCH AS TOMORROW'S TECH LEADERS TODAY. THESE EVENTS HAVE ACHIEVED A SOCIAL MEDIA REACH OF OVER 10.8M PEOPLE.

ANNUAL REPORT & FINANCIAL STATEMENTS 2018

At a glance

VITESSE MEDIA

IS A DIGITAL MEDIA AND EVENTS COMPANY SPECIALISING IN ENTERPRISE TECHNOLOGY, GROWTH BUSINESS, INVESTMENT AND DIVERSITY.

OUR SECTORS

The Company is focused on supporting business communities in the following sectors:

→
Read more about financial services on **page 09**

TECHNOLOGY

FINANCIAL SERVICES

DIVERSITY

OUR CORE PROPOSITIONS

We own market leading brands which manage and connect business communities, generating revenue from our three core propositions:

→
Read our business model on **page 07**

BUSINESS INFORMATION

LIVE EVENTS

DATA & INSIGHT

OUR STRATEGY

→
Read about our growth strategy on **page 07**

TRANSITION TO LONG TERM, 'MUST HAVE', RECURRING REVENUE STREAMS

INCREASE MARKET SHARE IN OUR CHOSEN SECTORS

BROADEN OUR CORE PROPOSITIONS

EXPAND OUR INTERNATIONAL FOOTPRINT

vitessemedia

OPERATIONAL AND FINANCIAL TRANSFORMATION

In the last year, the business has undergone a radical transformation: changing the senior management team, the creation of a new Board, re-focused corporate strategy and revised business model, review of all of the business' brands and products and streamlined internal processes. These changes reflect the senior management team's new focus as they implement the operational and financial transformation of Vitesse Media.

STRENGTHENED BOARD AND EXPERIENCED MANAGEMENT TEAM RECRUITED

→
Read more on **page 20**

A CLEAR BUSINESS MODEL AND STRATEGY

→
Read more on **page 07**

EXISTING BRANDS HAVE BEEN REFOCUSED AND REINVIGORATED WHILE NEW BRANDS ARE BEING LAUNCHED

→
Read more on **page 04**

DEVELOPING EXISTING, AND RECRUITING NEW, TALENT AND IMPROVING CORPORATE CULTURE

→
Read more on **pages 05 and 18**

INVESTMENT IN NEW TECHNOLOGY PLATFORM AT THE CENTRE OF BUSINESS STRATEGY: PLANNING COMPLETED AND IMPLEMENTATION UNDERWAY

OPERATIONAL AND FINANCIAL HIGHLIGHTS

→
Read more on **pages 06 and 10**

CONTENTS

OUR VISION

At Vitesse we focus on innovation and connectivity. In a world where there is a lot of news and noise, we aim to bring people together in different mediums – through our events, data and Business Information products. Our core communities use Vitesse's many different platforms to connect and share around the industries they operate in – technology, financial services and diversity.

OUR VALUES

Since the new management team has been appointed the Company has increasingly focussed on inclusivity, leadership and engagement. We strive for a visible benefit from everything we do, whether that is promoting diversity and inclusivity through our events or creating value for our shareholders. We act with integrity, focus on creating results and importantly value people – from our members of staff to those who form the communities we engage with.

Chairman's statement

GOOD GOVERNANCE SUPPORTS STRATEGIC DELIVERY

These results, and my first as Chairman, mark a step change in both the financial health and direction of the Company. Vitesse now has a robust strategy and a clear vision and purpose; to create and deliver high quality Business Information, Live Events and Data & Insight to our active communities. Ultimately, we are looking to create the right propositions for the communities we serve so that they can communicate in the most effective way.

2018 HIGHLIGHTS

SUCCESSFUL CAPITAL RAISE	NEW SENIOR MANAGEMENT TEAM IN PLACE, IMPLEMENTING NEW AND REFRESHED STRATEGY	ALL DEBT AND BORROWINGS REPAID; LEGACY WORKING CAPITAL ISSUES RESOLVED
TOTAL REVENUE UP 13% AT £2.6M	MULTIYEAR, MULTILOCATION BRAND CONTRACTS SIGNED	SIGNIFICANT PROGRESS IN THE 'WOMEN IN' SERIES, WOMEN IN IT ATTENDEES UP 19%, WOMEN IN FINANCE AND WOMEN IN IT USA SUCCESSFULLY LAUNCHED

Vitesse has had a difficult history, has faced a variety of challenges and historically has operated within severe financial constraints. In August 2017, the Company appointed Simon Stilwell as Chief Executive who has already implemented a remarkable amount of change.

In September 2017, we completed a placing of new shares to raise £2.15m. The placing proceeds have put the Company on a much stronger financial footing as all debts and loans have been repaid and invoice discounting facilities have been discontinued. We had net cash of approximately £1.0m at the year end to support our plans. With a significantly strengthened balance sheet, we are able to invest in our organic growth initiatives and, importantly, are also in a position to acquire complementary businesses, and have agreed the proposed acquisition of InvestmentNews, which targets the financial adviser and wealth management community in the US (the "Acquisition").

As we continue to reshape our business in order to pursue growth more resolutely, it has been necessary to make certain one-off changes which have resulted in additional costs. However, I am confident that the business is much cleaner as a result which is reflected in the Board's intention to commence a progressive dividend policy. As an example, the Board has decided it prudent to begin moving away from the declining display advertising market towards more long term visible revenue streams that better utilise our content creation and strong industry insight. We also decided to expand our team and, in January 2018, made a number of key hires, ultimately ensuring that we are able to capitalise fully on the numerous opportunities we have identified.

I am particularly pleased to have seen the launch of the Small Business Grants initiative during the year as well as the successful first Women in Finance Awards. Our leading position on gender diversity has been strengthened by the launch of Women in IT Awards USA, which took place in March 2018. 550 business leaders attended a sellout event at Gotham Hall, New York. The success of this event has convinced us of the international appeal of this franchise and we are targeting more growth in new territories in this area. Events in the period are showing the benefits of long term engagement with sponsors. We are looking to forge long term relationships and have signed the first multi-year, multi-location contracts with key partners. There are other exciting developments ahead with the launch of at least nine new events in the coming twelve months which will comprise activities in Technology, Financial Services and Diversity. The financial community (and those adjacent to it) has always looked for smart and practical tools to share information and we believe there is significant value for our shareholders in focusing on those kind of opportunities – which is why we are pleased to present our reports this year by propositions (Business Information, Live Events and Data & Insight) and sectors (Technology, Financial Services and Diversity).

We have seen the benefits of a stronger board and management team as we strengthen the Company's systems, controls and processes and engagement with shareholders. Post year-end, we welcomed David Brown to the Board who has taken over from Ed Riddell as Group Finance Director in light of the future scale and nature of the business following the Acquisition.

I would like to take this opportunity to thank our team and shareholders for their ongoing support and look forward to delivering on the opportunities available to the Group.

NEIL SACHDEV
Chairman
31 July 2018

INTRODUCTION TO OUR CORPORATE GOVERNANCE

The Board recognises the importance of sound corporate governance, and has adopted policies and procedures which reflect the principles of the UK Corporate Governance Code that are consistent with the Corporate Governance Guidelines for Smaller Quoted Companies published by the Quoted Companies Alliance in April 2018. The Group has appointed Remuneration, Audit and Nomination committees to oversee these areas of activity. These three communities are comprised of the Non-executive Directors.

OUR GOVERNANCE PRINCIPLES

OPEN CORPORATE CULTURE

The Board monitors and promotes a healthy corporate culture and ensures that the culture remains consistent with the Company's objectives. The Board strives to make Vitesse inclusive, transparent and collaborative, fostering a 'speak up' culture that ensures the Group is run with honesty and integrity.

EFFECTIVENESS

The experience and knowledge of the Directors gives them the ability to constructively execute strategy and to critically scrutinise and challenge performance. Since the Board is responsible for the Group's strategy and management, the operation thereof is documented in a formal schedule of matters reserved for its approval, which is reviewed annually.

ENGAGEMENT

The Group maintains effective, thorough and timely communications with all its stakeholders. To this end the Group maintains communications with institutional and private shareholders, investors and analysts through a number of different platforms.

Business model and strategy

HOW OUR BRANDS SUPPORT OUR BUSINESS

OUR BRAND PORTFOLIO

Our trusted media brands serve focused B2B communities and high-net-worth individuals through content channels that inform and enhance their decision-making. Highly respected in the communities they represent, these brands are the foundation of our business and reflect our passion for quality content across multiple platforms, including digital, Live Events, social media, video and print.

→
Visit our website to see our full portfolio
www.vitessemedia.com

WHAT WE DO

Our brands support our business communities through the provision of three inter-connected and complementary core propositions:

BUSINESS INFORMATION

- Digital/print magazines
- Online portal (website)
- Digital content (news, features, blogs, analysis, guides, e-newsletters, social media)
- Video (e-conferences/webinars/ talking heads/vodcasts)
- Audio (podcasts)
- Community UGC/discussion Boards
- Content syndication
- Marketing services e.g. lead generation, social media strategy/implementation, content audits
- Revenue generation:
  - Sponsorship & advertising
  - Affiliate marketing opportunities
  - Brand/content licensing
  - Subscription & membership fees

LIVE EVENTS

- Formats:
  - Awards
  - Summits
  - Conferences
  - Careers fairs
  - Exhibitions
  - Workshops/thinktanks/roundtables/breakfasts/dinners
- Revenue generation:
  - Sponsorship
  - Delegate fees
  - Lead generation fees

DATA & INSIGHT

- Industry research programme
- White papers, market research and surveys
- Directories
- Industry/Company data products
- Partner/audience behavioural data products
- Workflow management solutions
- Data analytics services
- Bespoke consultancy
- Revenue generation:
  - One-off fees
  - Retainers
  - Subscriptions
  - Licensing

→
Visit our website to see our full event list
www.vitessemedia.com

HOW WE DO IT

MAXIMISING SYNERGIES

Our three core propositions; Business Information, Live Events and Data & Insight, and the brands that make up propositions, are all linked. A core part of building our business has been to focus on the opportunities that are created where these communities overlap in order to bring those communities together – whether this is a CFO who follows AIM-listed companies through Growth Company Investor or a tech business that is recognized at the Tech Leaders Summit. The B2B nature of these brands, and the overlapping markets in which they operate, is the key to creating a high margin, recurring revenue, cash generative Vitesse of the future.

FOCUSSING ON OUR CORE VALUES

Vitesse believes in creating a healthy corporate culture that fosters a transparent, inclusive and collaborative environment. These principles extend not just to the brands we own or the events we hold, but to the manner in which our business is conducted and most importantly, the culture and working environment at Vitesse Media Plc.

REINVIGORATED CORPORATE STRATEGY AND CORPORATE CULTURE

A core part of how our brands support our business relies on a solid, forward-thinking corporate strategy. Since 2017 Vitesse has gone through a full review and now has a concrete plan to transform the business. At Vitesse we believe that a vision that is supported by a knowledgeable and experienced management team and a sound, future-focused plan is the key to building both our brands and our business. Ultimately, Vitesse plans to transition to a model that is built on long term must-have recurring revenue streams.

LOOKING TO THE FUTURE

The way in which people consume and interact with media constantly changes and integral to that change is the way in which we interact and use technology. Supporting our brands means focusing on technology and the information and data that it can provide to the communities they operate in. This means investing in a new technology platform so that sharing information is made easier internally as well as creating opportunities for our users and readers to share information and interact with one another. Interaction is core not only to the creation of strong brands, but is also a key principle to support our communities, like our conferences and award ceremonies, which form part of our Live Events strategy.

WHAT WE HAVE ACHIEVED

- Strengthened Board and experienced management team recruited
- Operational and financial platform in place to facilitate future growth
- Clear business strategy being implemented to:
  - Grow market share in chosen Technology, Financial and Diversity sectors
  - Develop the quality and range of Business Information, Live Events and
  - Data & Insight propositions for business communities
  - Expand our international footprint
- Existing brands have been refocused and reinvigorated (e.g. Information Age) while new brands are being launched (e.g. DiversityQ.com)
- Updating and innovating core propositions (e.g. clustering events launches in specific geographies for cost, execution and operating benefits)
- Investment in new technology platform at the centre of business strategy: planning completed and implementation underway
- Acquisitive growth strategy to support business strategy
- Developing existing, and recruiting new, talent and improving corporate culture

→
Read more about our achievements on **page 07**

Chief Executive's review

STRONG LEADERSHIP

After some years of instability, Vitesse is in a much stronger position. The changes in strategy and sector focus, along with a new Board and management team, have enabled us to restore the business onto a growth path. We are confident that the new strategy, underpinned by investment into the robust core business, positions the Group well for the future.

OPERATIONAL HIGHLIGHTS

- Strengthened balance sheet and net cash position.
- Senior management team changed and creation of a new Board.
- Corporate strategy re-focused on Business Information, Live Events and Data & Insights.
- Business model revised and key communities identified as:
  - technology
  - diversity; and
  - financial services.
- Review undertaken of all of the business brands and products and streamlined internal processes.
- Events showing strong support, with the 'Women In' series moving to multi-year and multi-centre sponsorship and DiversityQ brand launched.
- Acquisition strategy in place and execution under way.

STRATEGY IN ACTION

WOMEN IN BUSINESS

The Women in IT Awards is one of the world's largest tech diversity events, attended by over 1,000 business and IT leaders. A globally influential awards programme, the event leads the charge in tackling technology's damaging gender imbalance by showcasing the achievements and innovation of women in technology, identifying new role models and promoting further dialogue around diversity among key industry influencers.

REVIEW OF THE PERIOD

I joined Vitesse on 11 August 2017. From the outside, I saw a business that had some strong brands, but had suffered from a combination of too much debt, a constrained financial position and some unfortunate circumstances. In spite of this, the Group had continued to grow its revenues and deliver high-quality content and events as well as helping to highlight several key social issues, not least around the gender imbalance in the workplace.

Since August 2017, we have acted swiftly, first by completing a placing of new shares to raise £2.15m in September 2017 which allowed us to repay our debts and loans and discontinue the invoice discounting facility, significantly strengthening our balance sheet and net cash position. These funds enabled us to pursue our strategy and vision and we have immediately begun to invest in key areas of the business, notably data management, SEO and social media, as well as funding a first rate management team that can take this business forward materially.

GROWTH STRATEGY

We have evolved our strategy to focus on Business Information, Live Events and Data & Insight. We aspire to build, manage and own market leading brands with must have products that provide greater financial visibility via recurring revenue streams and strong cash generation. We have reshaped the business further from the Interim stage into three clear business sectors with defined leadership, namely Technology, Financial Services and Diversity. SME and Investment have been combined to form the Financial Services sector. Each of these areas has a range of Live Events and media assets to deliver Business Information as well as other revenue generating activities to our chosen communities. As experts in their particular areas, the teams are well positioned to grow and develop their sectors, supported by a central resource of event knowledge, editorial and financial support. Our ambition is to develop all of these areas by creating high quality content that informs our communities and we can then further engage them with Live Events and data products. Over time, we will grow these communities, share best practice across our sectors and continually improve our understanding of how to effectively access our audiences.

We have seen good growth in event attendees (39%), website traffic growth (13%) and site dwell times. This indicates that we are on the right track, and, with an enhanced offering of key skills, and a better understanding of our clients' needs, we expect to see continued uplift. Key sponsors are looking for better longer term engagement with attendees and the fact that we have control of our own media outlets allows us to maximise profile alongside our internally generated high-quality content. One encouraging factor is the move to multi-year and multi-location sponsorship in our 'Women in "…"' series which I believe has the potential to be a global offering in the coming years. Women in IT, in particular, has enabled us to secure greater visibility on revenue by offering longer term partnerships with key sponsors in a range of geographies.

In addition to the Acquisition, the Group continues to assess further acquisition opportunities to complement our growth strategy. We are already assessing some exciting opportunities that we believe will meet our criteria. Areas of interest to us have the following characteristics: market leading/must have position or credentials, high degree of visible revenue, and complementary to our existing sectors.

BUSINESS MODEL

Vitesse creates Business Information, Live Events and Data & Insight for our chosen communities in Technology, Financial Services and Diversity. Our combination of events and media assets means that we can deliver a high-quality, complementary offering for our clients. We are a key B2B media partner which cannot only help businesses engage at the right level, and with the right audience, but maintain that engagement over a longer time frame. It is our belief that the life cycle of an event has lengthened and this gives our sponsors and clients greater exposure to the market and people they are seeking to address. We can control that access with our websites, publications and communities. It is likely that many of our new event launches will be more focused on summits and conferences to run alongside our awards programme as we believe there are some clear and interesting opportunities in this area while also generating higher margins in the longer term.

The other area which has been underdeveloped in Vitesse in the last few years has been data. The various activities we undertake collect an enormous amount of data on a daily basis and collectively this creates a deep knowledge of the communities we serve. I believe that there is a good source of future revenue in our data business in the form of data analytics, databases, directories and workflow solutions. It is currently a reasonably untapped store of value and we will need to invest in people and technology in this area to obtain best value over time. As part of the fundraising being undertaken in connection with the Acquisition, we are looking to invest up to £1.2m in technology to give us a best in class solution.

Chief Executive's review continued

OUR SECTORS

TECHNOLOGY

2017
- Information Age Magazine closed
- Information-age.com
- Data Leadership Summit
- Data Leadership Awards launched
- Tech Leaders Summit launched
- British Small Business Awards launched

2018
- Information-age.com
- Data Leadership Summit
- Data Leader Awards Tech Leaders Summit
- Data Leader Awards launched

2019
- Data Leadership Summit
- Data Leader Awards
- Tech Leaders Summit
- Data Leader Awards
- Information-age.com

- The global technology sector is forecast to be worth $3 trillion in 2018[1]
- Revenues of UK digital tech businesses exceeded £170bn in 2017[2]
- The sector is subject to rapid change with key trends in 2018 including AI, blockchain and immersive technology (AR/VR) information-age.com re-launched

FINANCIALSERVICES

2017
- Smallbusiness.co.uk
- British Small Business Awards
- TaxGuide.co.uk

2018
- Smallbusiness.co.uk
- British Small Business Awards
- Small Business Grants launched
- TaxGuide.co.uk

2019
- Smallbusiness.co.uk
- British Small Business Awards
- Small Business Grants
- British Small Business Showcase to be launched
- TaxGuide.co.uk

- The global financial services sector was estimated to be worth c.$11 trillion[3]
- The UK Government estimated that the financial and insurance services sector contributed £124.2bn in gross value added to the UK economy in 2016
- The industry is facing a number of challenges, including mobile payments, changes in compliance regulations and cyber security

DIVERSITY

2017
- Women in IT UK
- Tomorrow's Leaders

2018
- Women in IT UK
- Women in IT USA
- Tomorrow's Leaders

2019
- Women in IT UK
- Women in IT USA (NYC)
- Women in IT USA (SV)
- Women in IT Asia
- Women in IT Ireland
- Tomorrow's Leaders
- Future Stars of Tech
- Tech Apprentices Day
- DiversityQ.com

- Diversity in the workplace, ranging across gender, physical abilities, race, ethnicity, sexual orientation, age and socio-demographic issues, has become a significant focus for the UK Government, the business community and the general public.
- Businesses are increasingly addressing the Diversity agenda following a number of high profile events, including female Board under-representation and UK gender pay gap reporting.

* 1. Forrester Research October 2017;
2. Tech City UK 2017;
3. McKinsey Global Institute 2011.

At the time of the release of the Company's interim results for the period ended 30 September 2017, we reported the business along four business sectors. We have since evolved this into cleaner strategic reporting lines with a focus on the following three communities:

TECHNOLOGY:

The assets we have in this area include Information Age, which has been re-launched in July 2018 and three events, Tech Leaders Summit, Data 50 Awards and Tomorrow's Tech Leaders Today careers fair.

The Tech Leaders Summit, historically a daytime-only event, has been successfully extended to also encompass an evening awards ceremony. Similarly, the Data 50 Awards now offers a day conference in addition to the evening awards ceremony. There is no doubt that the opportunity for senior technology figures to meet together remains popular and we will continue to develop these formats.

FINANCIAL SERVICES:

Our Investment assets include What Investment and Growth Company Investor, two subscription-based publications. The Grant Thornton Quoted Company Awards continues to do well, focusing on the people behind the businesses in the quoted company arena.

Both What Investment and Growth Company Investor have lacked investment over the last two years and we will be reinvigorating both products to provide a fuller offering to the loyal subscription base.

Our SME assets include smallbusiness.co.uk and growthbusiness.co.uk, which continue to reach an audience of over 200,000 monthly active users. We also run the British Small Business Awards, our event in this area, where attendees for this year's event were up nearly 40% on the previous year.

We believe that UK based SMEs will continue to be a key part of the UK economy and, therefore, we will be holding more activities to help small businesses both at a national and a regional level. Our recent launch of the Small Business Grants initiative is an example of how we can help build a stronger community of small businesses and we are looking forward to our inaugural festival of business in late 2018. This year has already seen specific issues around GDPR, Brexit and changes in the high street banking system all of which have put additional pressures on small businesses.

DIVERSITY:

Our Diversity assets include the Women in IT Awards, now in its fourth year and attracting over 1,100 guests, as well as the Women in Finance Awards, which was launched in June 2017 again to address a lack of diversity in that specific community.

We believe this issue is not just related to these two industries and our growth plan is twofold; to take these events internationally, but also to look at other sectors and other diversity issues outside of gender, including social mobility, ethnicity, disability and LGBTQ. We have already successfully launched Women in IT USA and this gives me tremendous confidence that we can export this brand. There has been a great deal of recent press coverage on gender diversity in financial services and, in general, diversity in the workplace is a key boardroom item and we will seek to develop activities to help companies address this critical workplace issue.

CENTRAL SUPPORT:

Our central support for these sectors involves event expertise, editorial support, financial planning and data management. More efficient structuring of our data on an ongoing basis and the investment in technology will enable us to make more informed decisions on the direction of these sectors and help us achieve cross-sector benefits. In response to GDPR, we have worked hard to ensure that we are compliant in all areas. Over the coming years, we believe data will play an enormous part in our industry and, therefore the investment we make in this area will be of benefit to the Group as a whole, both in shaping its strategic direction as well as being a revenue centre itself.

OUTLOOK, CHANGE OF ACCOUNTING REFERENCE DATE AND PROPOSED CHANGE OF NAME

After some years of instability and financial strain, Vitesse is in a much stronger position. The changes in strategy and sector focus, and with a new Board and management team, have enabled us to restore the business onto a growth path. It has a more robust balance sheet which has enabled it to launch new events and rapidly develop its leadership in specific sectors, as well further develop its existing brands. The Acquisition is the first step in changing the reach and scale of the business and we look forward to further developing the mix and reach of the business.

Concurrently with the Acquisition, it is proposed, subject to shareholder approval, that the Company's name is changed to Bonhill Group plc. The Board believes that this is an appropriate time for the Company to change its name given the scale of change. A special resolution will be proposed at the Company's general meeting to be convened, inter alia, to approve the Acquisition, to change the name of the Company. If it is passed, the Company's AIM ticker will also be changed to BONH and its website address will be changed to www.bonhillplc.com.

Additionally, the Company intends to change its accounting reference date from 31 March to 31 December to align with the accounting reference date of InvestmentNews.

We have an ambitious, but well-structured, organic plan that will see the launch of six new events this year and six in the year ending 31 December 2019. This will see us take our Diversity series further overseas and continue to expand our reach in Technology. We believe our combination of content and events is of value to companies looking to reach their target audiences and also to showcase their own abilities.

A key step is for Vitesse is to move back into profit. The loss in the year ended 31 March 2018 reflects the scale of change and the investment required to restore the business onto a sensible footing. The Acquisition and the progress we have made with the existing Vitesse business will see the business return to profit in the current financial year.

We are confident that the new strategy, underpinned by investment into the robust core business, positions the Group well. We look forward to driving the business forward over the coming years and delivering returns for shareholders.

SIMON STILWELL
Chief Executive
31 July 2018

Group Finance Director's review

CONTINUED INVESTMENT

Revenue grew 13% on a pro rata basis to £2.606m (2017: £2.688m). The growth was driven particularly by the success of Live Events which comprised 73% of group revenues and grew 72% to £1.913m (2017: £1.300m). Business Information continued at similar levels to the first half, generating £0.693m (2017: £1.388m).

KEY PERFORMANCE INDICATORS

£2.6M REVENUE (2017: £2.7M)	**£(0.4M)** EBITDA* (2017: £0.0M)	**£(0.5M)** EBIT* (2017: £(0.1)M)
(0.35)P EPS* (2017: (0.15)P	**£(0.9M)** FREE CASH FLOW - OUTFLOW (2017: INFLOW £0.2M)	**£(0.2)M** NET LIABILITIES (2017: £(1.0)M))

(*) Adjusted figures
Comparatives for 2017 are in respect of the 14 month period to 31 March 2017

Cash flow	**2018 £000**	2017 £000
EBITDA*	**(393)**	11
Working capital movement	**(464)**	306
Interest paid	**(7)**	(17)
Purchases of property, plant and equipment and intangible assets	**(39)**	(99)
Free cash flow - (outflow)/inflow	**(903)**	**201**
Non-recurring costs	**(82)**	(107)
Proceeds from issue of ordinary shares	**2,021**	250
Repayment of invoice discounting and other borrowing	**(148)**	(278)
Net cash flow - inflow	**888**	**66**

(*) Adjusted EBITDA

FINANCE REVIEW

The 2018 financial period is for 12 months, and the 2017 prior financial period is for 14 months. To aid clarity, growth percentages have been presented on a 12 months pro rata basis.

Earnings before interest, depreciation and amortisation ("EBITDA") is a measure of earnings and cash generative capacity. Adjusted EBITDA, which excludes non-recurring items, facilitates an understanding of underlying earnings and cash generative capacity. A reconciliation of Adjusted EBITDA to statutory earnings is set out in Note 3(e) to the financial statements.

An adjusted EBITDA loss of £0.393m (2017: £0.011m profit) was driven by the reduced level of higher margin media sales generated, particularly in the final quarter of the financial year, and the continued investment made to strengthen the Company's management team.

Non-recurring administrative expenses of approximately £0.095m have been incurred (2017: £0.074m), principally as a result of professional fees and costs incurred in exploring potential acquisitions.

Accounting policies and treatments have been thoroughly reviewed, which has led to a number of prior period adjustments (detailed in Note 22), the most significant of which is the commencement of amortisation of publishing rights. Together, these adjustments have reduced the 2017 reported profit by £0.079m, and the 2017 opening balance sheet by £0.477m.

In addition, a number of historic intangible assets, which are no longer owned by the group, have been written off, generating an impairment charge of £0.372m in the year.

On an adjusted basis, the loss was £(0.503)m (2017: £(0.097)m), equivalent to (0.35)p loss per share (2017: (0.15)p loss per share. The statutory loss for the year was £0.971m (2017: £0.284m loss) and loss per share was (0.67)p (2017: (0.44)p loss per share).

Net of costs, £2.0m of share placing proceeds were raised in the year, which were used to repay all bank borrowings, Directors' loans, and to discontinue accelerated cash collection policies as well as investing in a strengthened management team, leading to a net cash inflow of £0.888m (2017: £0.066m). The free cash flow (before exceptional items, share placing proceeds and financing repaid) was an outflow of £(0.903)m (2017: £0.201m inflow).

At 31 March 2018, the business was debt free (2017: £0.148m borrowings) and had a healthy cash balance of £1.004m (2017: £0.116m).

TRADING UPDATE

In the 3 months to 30 June 2018, the Group traded ahead of budget, due, in particular, to a strong period for Events with Women In Finance and Future Stars of Tech. The Board has accelerated its plans to restructure its media sales team on the back of the relaunch of InformationAge and the launch of the DiversityQ website. Traditionally, the quarter ending 30 September is the Company's quietest quarter due to limited Events activity. However, Events momentum for the second half is building well.

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 Chairman's Statement and the Chief Executive's Review.

The Directors regularly review detailed forecasts of sales, costs and cash flows, and regularly project forwards 12 months ahead or more. The assumptions underlying the budget are challenged, varied and tested to establish the likelihood of a range of possible outcomes, including reasonable cash flow sensitivities. The expected figures are carefully monitored against actual outcomes each month and variances are highlighted and discussed at Board level.

The Directors have reviewed cash flow forecasts for the period to 31 December 2019 and considered cash flow requirements for the period to 31 December 2019 for the purposes of approving these financial statements. In preparing these forecasts, they have not taken into account the Acquisition, other than professional fees which would be incurred if the transaction was not approved at the Company's general meeting.

The cash flow forecasts demonstrate that the Group will be able to pay its debts as they fall due for the period to at least 31 December 2019. In the event that sales did not hit the projected levels, management is able to adjust overhead levels to relieve any short term cash pressures which may arise.

The Directors are, therefore, satisfied that the financial statements should be prepared on the going concern basis.

DAVID BROWN
Group Finance Director
31 July 2018

Principal risks and uncertainties

MANAGING RISK RESPONSIBLY

The Board sets out below the principal risks and uncertainties that the Directors consider could impact the business. The Board continually reviews the potential risks facing the Group and the controls in place to mitigate any potential adverse impacts. The Board also recognises that the nature and scope of risks can change and that there may be other risks to which the Group is exposed and so the list is not intended to be exhaustive.

RISK	IMPACT	MITIGATION
Economic environment	A slowdown in the economy could adversely impact the Group's revenue as discretionary revenues from subscribers, attendees, advertisers, sponsors and other discretionary spend may decline.	The Group services three significant, high growth and global sectors. It is in the process of strengthening its brands and improving and broadening its suite of products and is expanding its presence overseas into the US and Europe through organic events launches.
Market risk	Customer demand for the Group's products and services is affected by competition and the business may not be able to develop products, services and brands to ensure that they remain relevant to customers.	In addition to the mitigation referred to above, the Group does not have any reliance on specific major clients, having focussed on developing a diverse client base.
Acquisition risk	Acquisitions may not perform as expected financially, reducing profit contribution or integration plans may not execute as expected creating operational instability.	Rigorous acquisition criteria are applied before proceeding with, and thorough due diligence is undertaken during, any transaction. Board consent is required for every acquisition. Post-acquisition, transition teams and plans will be put in place and monitoring carried out monthly to assess against Key Performance Indicators ("KPIs" to give early warning of integration or finance issues. Any significant migration project costs will require Board consent.
Ineffective change management	Change from innovation or acquisition may not be managed effectively and could result in unrealised opportunities and poor and costly project delivery.	Detailed change management plans and project teams are/will be put in place. Clear KPIs have been, and continue to be, established and regularly monitored.
Specific country risk	Operations expanding into new countries bring specific risk, through potentially adverse political, financial or regulatory changes in the relevant country.	Target countries for expansion have established and stable economies and political regimes. The Group's business is not likely to be subject to a high degree of regulation. As the Group expands into new countries it will establish best practice financial and operational KPIs and monitoring processes. The Group is adopting best in class standards of conduct.
Breach of Data Protection legislation	Customer data held for our online titles, other data held for customers, suppliers and employees may be inadequately protected or inappropriately used, in breach of legislation. This could lead to fines, customer dissatisfaction and reputational damage.	The Group has carried out a full General Data Protection Regulation ("GDPR") review assisted by an accredited GDPR consultancy. No significant deficiencies have been highlighted and where issues have been identified a plan has been developed to bring those issue areas into GDPR compliance. All staff have undertaken mandatory GDPR training and certification and will receive annual updates. All new staff will undertake GDPR training and certification as part of their induction.

RISK	IMPACT	MITIGATION
Technology failure, data loss and cyber security	Prolonged loss of critical systems could inhibit the ability to deliver website, publish its magazines and/or hold events potentially leading to lost revenue/increased costs, regulatory fines and/or adversely affecting the Group's reputation.	Current data recovery is secured through data being hosted on a number of cloud platforms, all provided by leading suppliers (eg Google and Amazon). A review of the current technology system has been carried out by the CTO. A new technology platform for the Group has been planned and will, subject to fundraising, be implemented over the next six months which will provide a best in class technology solution including current security protection.
Recruitment and retention of key staff	Increased competition or acquisition integration issues may result in the inability to retain, attract and recruit key members of staff.	A management incentive scheme is to be introduced to fully align the management team's incentives with driving shareholder value. New recruitment, employee training and compensation & benefits guidelines, KPIs and procedures are in the process of being implemented.
Major incident	Major incidents could cause harm and injury to people and venues and premises and/or severely interrupt business. If the Group's response is not adequate, this could cause reputational damage.	The Group's events team have extensive experience of, and expertise in, the Live Events industry. They carry out a full risk review before each event, put in place best in class operational procedures to manage the event (including incidents that could impact an event's performance) and ensure that the Group has all necessary, up to date, insurance.
Regulatory change	The increasingly regulated environment (especially in relation to financial products) could affect the ability of the Group to attract advertisers.	The Group continues to move away from advertising revenues to the creation of owned product or data sets.
Diversity	As a key supporter of diversity in the workplace, the Group needs to ensure that it upholds the highest standards.	The Group has introduced effective values and a code of conduct and it constantly monitors its adherence to the highest standards.

Corporate Governance Statement

AN INTRODUCTION FROM OUR CHAIRMAN

I have pleasure in introducing the Corporate Governance Statement. In this section of our Report we have set out our approach to governance and provided further information on how the Board and its committees operate. The Board recognises the importance of sound corporate governance and has adopted policies and procedures which reflect the principles of the UK Corporate Governance Code that are consistent with the Corporate Governance Guidelines for Smaller Quoted Companies published by the Quoted Companies Alliance in 2018 (the "QCA Code").

The present Board has been in place since the end of 2017. The Board has undertaken a thorough review of its corporate governance and has identified that there are instances where we have not complied with the QCA Code throughout the financial year ended 31 March 2018 and we have provided explanations for non-compliance in the report below. New corporate governance has been put in place in several areas and the Board expects to be in full compliance with the QCA Code during the financial period ending 31 December 2018.

NEIL SACHDEV
Chairman
31 July 2018

AREAS OF NON-COMPLIANCE WITH THE QCA CODE

During the year ended 31 March 2018, certain aspects of the QCA Code had not been implemented or had not been in place throughout that financial year.

As set out below, until the appointment of Anne Donoghue as an independent Non-executive Director on 15 November 2017, the Company did not have two independent Directors.

The Board only recently undertook a formal assessment of risk and so risk management was not regularly assessed throughout the year and hence risk management was not embedded throughout the year ended 31 March 2018, as required by Principle 4 of the QCA Code. As described below, the Board is satisfied that such effective risk management is now embedded in the Group's business and effective risk management and related control systems are in place.

The present Board has recently established an evaluation system which will operate for the period ending 31 December 2018, and in subsequent financial years, as set out below. However, Principle 7 of the QCA Code, in respect of the evaluation of the performance of individual Directors and the Chairman, has not been complied with throughout the year ended 31 March 2018.

The Audit Committee, Remuneration Committee and Nomination Committee were only established with the current Board members, with the current written terms of reference, towards the end of the financial year ended 31 March 2018. These committees are now operating in accordance with their terms of reference.

THE COMPOSITION OF THE BOARD

The Board is responsible to the shareholders and sets the Group's strategy for achieving long term success. It is also ultimately responsible for the management, governance, controls, risk management, direction and performance of the Group.

There have been substantial changes in the composition of the Board during the year.

- Following illness, Christopher Ingram resigned as Executive Chairman with effect from 1 July 2017 and David Smith (who had been Interim Non-executive Chairman since 5 January 2017) assumed the role of Non-executive Chairman.
- On 11 August 2017, Simon Stilwell was appointed as Chief Executive and Niki Dowdall (formerly Baker), who had been Chief Executive Officer, was appointed as Managing Director – Events & Marketing to lead the growth of that business.
- On 26 October 2017, Charles Edward Riddell, who was previously Head of Finance was appointed as Finance Director.
- On 15 November 2017, Anne Donoghue was appointed as a Non-executive Director.
- On 6 December 2017, David Smith and Keith Willey resigned and Neil Sachdev and Fraser Gray were appointed as Non-executive Chairman and Non-executive Director, respectively.
- Subsequent to the financial year end, Charles Edward Riddell resigned and David Brown was appointed as Group Finance Director with effect from 29 May 2018.

The Board considers that Keith Willey was independent, and Anne Donoghue and Fraser Gray are independent, in character and in judgement, and to have no business relationships which impact on their independence. In making this judgement, the Board took into account that Keith Willey held shares in the Company, and Anne Donoghue and Fraser Gray hold shares, but bearing in mind the small percentage held, the Board determined that Keith was independent whilst he was a Director and Anne and Fraser have both been independent since their appointments as Directors.

The QCA Corporate Governance Code ("QCA Code") states that a Board should have at least two Non-executive Directors and therefore the Company has been compliant with the QCA Code since Anne Donoghue's appointment on 15 November 2017, but not in the period before that date as Keith Willey was the only independent Non-executive Director. The Chairman, Neil Sachdev, is also considered to be independent in character and in judgement, and to have no business relationships which impact on his independence. The previous Chairman, David Smith, was not considered to be independent due to his substantial shareholding in the Company.

BOARD EFFECTIVENESS

The skills and experience of the Board are set out in their biographical details on pages 20 to 21. The experience and knowledge of each of the Directors gives them the ability to constructively challenge strategy and to scrutinise performance.

Simon Stilwell brings leadership and experience of substantially growing small businesses and Neil Sachdev, Anne Donoghue and Fraser Gray bring additional strategic, commercial, transaction and leadership experience which will be invaluable as we pursue the Company's growth strategy and continue to transform the Company and its Group.

From late 2017, the Board moved swiftly to improve the business at every level, reinvigorating not only its products and services, but critically our governance and leadership too.

HOW THE BOARD OPERATES

The Board is responsible for the Group's strategy and for its overall management. The operation of the Board is documented in a formal schedule of matters reserved for its approval, which is reviewed annually. These include matters relating to:

- the Group's strategic aims and objectives;
- the structure and capital of the Group;
- financial reporting, financial controls and dividend policy;
- internal control, risk and the Group's risk appetite;
- raising new capital, budgets and granting of security over material Group assets;
- the approval of significant contracts and expenditure;
- effective communication with shareholders;
- any changes to Board membership or structure;
- delegation of authority and establishing Board committees and receiving reports from the Board committees; and
- corporate governance.

BOARD MEETINGS

The Board met 11 times in the year to 31 March 2018. Non-executive Directors communicate directly with executive Directors and senior management between formal Board meetings.

Directors are expected to attend all meetings of the Board, and the committees on which they sit, and to devote sufficient time to the Group's affairs to enable them to fulfil their duties as Directors. In the event that Directors are unable to attend a meeting, their comments on papers to be considered at the meeting will be discussed in advance with the Chairman so that their contribution can be included in the wider Board discussion.

The following table shows Directors' attendance at scheduled Board meetings during the year:

	NUMBER OF BOARD OR COMMITTEE MEETINGS ATTENDED OUT OF TOTAL NUMBER				COMMENTS
	BOARD	AUDIT COMMITTEE	REMUNERATION COMMITTEE	NOMINATION COMMITTEE	
Neil Sachdev	4/11	1/2	–	–	Neil Sachdev was appointed on 6 December 2017 and attended all Board meetings and committee meetings after his appointment.
Simon Stilwell	7/11	1/2	–	–	Simon Stilwell was appointed on 11 August 2017 and attended all Board meetings after his appointment. He also attended committee meetings by invitation, as indicated.
Niki Dowdall	11/11	–	–	–	
Edward Riddell	5/11	1/2	–	–	Edward Riddell was appointed on 26 October 2017 and attended all Board meetings after his appointment. He also attended committee meetings by invitation, as indicated.
Anne Donoghue	5/11	1/2	–	–	Anne Donoghue was appointed on 15 November 2017 and attended all Board meetings and committee meetings after her appointment.
Fraser Gray	4/11	1/2	–	–	Fraser Gray was appointed on 6 December 2017 and attended all Board meetings and committee meetings after his appointment
Christopher Ingram	0/11	–	–	–	Christopher Ingram resigned on 1 July 2017. He was unable to attend the two Board meetings that were held before his resignation due to illness.
David Smith	6/11	1/2	1/1	–	David Smith resigned on 6 December 2017 and attended all Board meetings and committee meetings before his resignation.
Keith Willey	6/11	1/2	1/1	–	Keith Willey resigned on 6 December 2017 and attended all Board meetings and committee meetings before his resignation.

Corporate Governance Statement continued

BOARD DECISIONS AND ACTIVITY DURING THE YEAR

The Board has a schedule of regular business, financial and operational matters, and each Board committee has compiled a schedule of work, to ensure that all areas for which the Board has responsibility are addressed and reviewed during the course of the year.

The Chairman is responsible for ensuring that the Directors receive accurate and timely information, and ensures that any feedback or suggestions for improvement on Board papers is fed back to management. Minutes of each meeting are produced and every Director is aware of the right to have any concerns minuted.

BOARD COMMITTEES

The Board has delegated specific responsibilities to the Audit, Remuneration and Nomination committees, details of which are set out below. Each committee reports back to the Board and has written terms of reference setting out its duties, authority and reporting responsibilities. Copies of all the committee terms of reference are available on the Company's website www.vitessemedia.co.uk or on request from the Company Secretary. The terms of reference of each committee have already been reviewed by the Board during the year and it is intended that these will be kept under continuous review to ensure they remain appropriate and reflect any changes in legislation, regulation or best-practice. Each committee is comprised of Non-executive Directors of the Company.

Audit Committee Report

The Audit Committee is chaired by Fraser Gray (appointed 6 December 2017) and its other members are Anne Donoghue (appointed 15 November 2017) and Neil Sachdev (appointed 6 December 2017). Fraser Gray, Neil Sachdev and Anne Donoghue are independent Non-executive Directors. Prior to the current committee members, the Audit Committee comprised David Smith (Chair) and Keith Willey; Keith Willey was an independent Non-executive Director.

The Audit Committee has primary responsibility for monitoring the quality of internal controls and ensuring that the financial performance of the Group is properly measured and reported. It receives, and reviews reports from the Group's management and Auditor relating to the annual accounts and the accounting and internal control systems in use throughout the Group. It also advises the Board on the appointment of the Auditor, reviews its fees and discusses the nature, scope and results of the audit with the Auditor. The Audit Committee meets at least three times a year and has unrestricted access to the Group's Auditor. The Chief Executive and the Group Finance Director attend the Audit Committee meetings by invitation to ensure the committee is fully informed of material events within the business.

The Board believes that the current members have sufficient skill, qualifications and experience to discharge their duties in accordance with the committee's terms of reference and as a committee have the competence in the sector within which the Company operates.

Since the formation of the current committee at the end of 2017 the committee has adopted new terms of reference and, given the size of the organisation, the committee decided to also cover risk management and internal controls and that a risk register be created.

During the year, having considered best practice, the Board reviewed the accounting policy regarding the amortisation of intangible assets, which led to a change of accounting policy for amortisation of publishing rights. This change resulted in an adjustment to the current and prior periods' statements of comprehensive income and financial position. It was agreed this change was necessary and the committee welcomed the adoption of best practice.

In accordance with its terms of reference, the committee reviewed the audit requirements for the Group and with the agreement of the Board decided to retender the audit work. This was done though the formation of an Audit subcommittee comprised of Fraser Gray, Simon Stilwell and Charles Edward Riddell. The subcommittee recommendation was to select BDO as a newly appointed auditor, and this decision was adopted by the Audit Committee and the Board.

The committee met three times between formation and the signing of this report. The Chair of the Audit Committee has also met with the external auditors without executive Directors or management present.

The Audit Committee monitors the nature and extent of non-audit services provided by the external auditor. Due to an existing appointment of the BDO transaction services team as the reporting accountant on a potential investment, the non-audit fees exceed audit fees by a factor of greater than 1:1 in this calendar year. The committee agreed that, whilst not desirable, this situation was justifiable and, in addition, agreed that BDO had adequate safeguards in place to preserve its independence in both roles. On an ongoing basis it is expected that the fees for non-audit services will reduce significantly. A summary of the remuneration paid to BDO for audit and non-audit services appears on page 44.

Remuneration Committee report

The Remuneration Committee is chaired by Anne Donoghue (appointed 15 November 2017). Its other members are Fraser Gray (appointed 6 December 2017) and Neil Sachdev (appointed 6 December 2017). Fraser Gray and Anne Donoghue are independent Non-executive Directors. Prior to the current committee members, the Remuneration Committee comprised Keith Willey (Chair) and David Smith. Keith Willey was an independent Non-executive Director.

Since the formation of the current committee at the end of 2017, the committee has adopted new terms of reference. Under these terms of reference, the committee meets at least twice a year.

The remuneration committee has responsibility for making recommendations to the Board on the Company's policy on the remuneration of the Company's Chief Executive, executive Directors and other senior employees, and for the determination, within agreed terms of reference, of specific remuneration packages for each of the executive Directors.

The remuneration and terms and conditions of appointment of the Non-executive Directors of the Company is set by the Chairman and the executive Directors.

The terms of reference of the committee cover such issues as membership and frequency of meetings, together with the role of the Company Secretary and the requirements of notice of, and quorum for, and the right to attend, meetings, including the ability of the committee to invite non-members to attend meetings of the committee, and, if considered appropriate, the appointment of independent remuneration consultants.

The duties of the remuneration committee include: determining and monitoring policy on, and setting levels of, remuneration, contracts of employment, early termination, performance-related pay and bonuses, pension arrangements, share incentive schemes, grants of awards under any share option scheme adopted by the Company, reporting and disclosure. The terms of reference also set out the reporting responsibilities and the authority of the committee to exercise its duties. The committee is required to conduct an annual assessment of its compliance with its terms of reference and of its effectiveness.

The annual report sets out the remuneration paid to Directors, including bonus payments and long term incentives during the year ending 31 March 2018, on pages 47 and 56.

On reviewing the current remuneration policy for executive Directors and senior management, the committee considered that a new Reward Scheme was required in order to attract and retain the highest quality talent and to ensure that management objectives and reward align with the revised vision and strategy of the Group and on delivering shareholder value.

The future Reward Scheme for the Company has been designed to be performance focussed, whereby management's objectives are fully aligned to shareholders interests in achieving growth and shareholder value.

A bonus scheme offering up to 150% of salary was agreed for executive Directors and senior management, of which 75% is based on achieving profit, 25% is based on individual performance targets, including an element of employee satisfaction measure and the further 50% is based on achieving scaled profit triggers.

The Committee will recommend the adoption of a new Share Option Scheme, to help recruit, retain and provide incentives to selected employees and executive Directors of the Group whose performance is paramount for the growth of the Group and for the benefit of Shareholders. One Director has existing share options and it is envisaged these rights will be waived in consideration for a grant under the new scheme.

Under the proposed scheme two types of award will be offered to six members of its senior management team, including the executive Directors. Each individual will be awarded an option over ordinary shares with an exercise price equal to the market price. The market value for each individual will be the maximum permitted of £249,999 allowed under the Enterprise Management Scheme Incentives rules. These options are subject to a performance condition such that they will vest if the total shareholder return over the performance period is 7% per annum compounded or higher. Half of this award will vest subject to the meeting of this performance condition over a three year period and half will vest subject to the meeting of the performance condition over a four year period.

In addition, the six individuals will receive unapproved awards under a value creation plan structure which will entitle the individuals as a whole to 12.0 per cent. of total shareholder returns over the compound annual hurdle of 7%. Half of this award will vest subject to the meeting of this performance condition over a three year period and half will vest subject to the meeting of the performance condition over a four year period. The increase in shareholder value is calculated as the difference between the market capitalisation of the Company at the performance measurement date and the net invested capital in the Company, being the equity value of the Company on vesting plus amounts paid to subscribe for new ordinary shares up to the performance measure date, all increased by the compound annual hurdle of 7%, less all amounts paid by the Company by way of dividends or other distributions in respect of the ordinary shares.

Nomination Committee

The Nomination Committee was formed during the financial year and held its first meeting on 23 May 2018. It is chaired by Neil Sachdev and its other members are Fraser Gray and Anne Donoghue. Fraser Gray and Anne Donoghue are independent Non-executive Directors. The Nomination Committee is responsible for reviewing the structure, size and composition (including the skills, knowledge, experience and diversity) of the Board and making recommendations to the Board with regard to any changes. During the year, the Nomination Committee considered succession planning, taking into account the challenges and opportunities facing the Company and the skills and expertise needed on the Board. It also followed a structured recruitment process for the Group Finance Director position, leading to the appointment of David Brown after the year end. A Nomination Committee report has not been provided in the 2018 annual report. A report will be provided in the next annual report.

Induction of new Directors

Simon Stilwell, Charles Edward Riddell, Anne Donoghue, Neil Sachdev, Fraser Gray and David Brown were appointed as Directors during the financial year ended 31 March 2018. Each of these Directors is following a formal induction programme tailored to their existing knowledge and experience. Following their appointment, Anne, Neil and Fraser each joined the Audit Committee, the Remuneration Committee and the Nominations Committee.

Corporate Governance Statement continued

Time commitments
All Directors have been advised of the time required to fulfil the role prior to appointment and were asked to confirm that they can make the required commitment before they were appointed. This requirement is also included in their letters of appointment. The Board is satisfied that the Chairman and each of the Non-executive Directors is able to devote sufficient time to the Group's business. There has been no significant change in the Chairman's other time commitments since his appointment.

Evaluation
No formal Board evaluation was undertaken during the year ended 31 March 2018. During the period ending 31 December 2018, a process of formal annual Board evaluation will commence and will be conducted by way of a questionnaire and Chairman interviews. In addition, the Non-executive Directors will meet, without the Chairman present, and will evaluate his performance. The Board also considers that the use of external consultants to facilitate the Board evaluation process is likely to be of significant benefit to the process, and this is planned to take place every two years, with the first such external evaluation to take place during the year ending 31 December 2019. In future annual reports, the corporate governance statements will provide a brief overview of the evaluation process in that year, how it was conducted and its results and recommendations and progress against previous recommendations will also be addressed.

Development
The Company Secretary ensures that all Directors are kept abreast of changes in relevant legislation and regulations, with the assistance of the Company's advisers where appropriate. Executive Directors are subject to the Company's performance development review process through which their performance against predetermined objectives is reviewed and their personal and professional development needs considered. Non-executive Directors are encouraged to raise any personal development or training needs with the Chairman.

External appointments
In the appropriate circumstances, the Board may authorise executive Directors to take non-executive positions in other companies and organisations, provided the time commitment does not conflict with the Director's duties to the Company, since such appointments should broaden their experience. The acceptance of appointment to such positions is subject to the approval of the Chairman.

Conflicts of interest
At each meeting the Board considers Directors' conflicts of interest. The Company's Articles of Association provide for the Board to authorise any actual or potential conflicts of interest.

Independent professional advice
Directors have access to independent professional advice at the Company's expense. In addition, they have access to the advice and services of the Company Secretary who is responsible for advice on corporate governance matters to the Board.

Directors' and officers' liability insurance
The Company has purchased Directors' and officers' liability insurance during the year as allowed by the Company's articles.

Election of Directors
In accordance with the provisions of the Code, all Directors other than Simon Stilwell and Nicola Dowdall will submit themselves for election it being the first Annual General Meeting since their appointment to the Board.

Promotion of a corporate culture that is based on ethical values and behaviours
The Board monitors and promotes a healthy corporate culture and has considered how the culture is consistent with the Company's objectives, strategy and business model and with the description of principal risks and uncertainties.

The Board has considered and assessed the culture as being inclusive, transparent and collaborative with appropriate behaviours. The Board is satisfied that the Company has a 'speak up' culture and the Directors regularly observe this occurring in practice. The Group has a Code of Conduct and policies and procedures relating to whistleblowing stating the Company's commitment to conducting its business with honesty and integrity, its expectation that staff will maintain high standards, and encouraging prompt disclosure of any suspected wrong doing. The terms of reference of the Audit Committee include reviewing the adequacy and security of the Company's arrangements for its employees and contractors to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters and keeping under review the Company's procedures for handling allegations from whistleblowers.

Risk management and internal control
The Board is responsible for determining the nature and extent of significant risks that have an impact on the Group's operations, and for maintaining a risk management framework and internal control system. The Board is responsible for the management of risk and has carried out a robust assessment of the principal risks and uncertainties affecting the Group's business, discussed how these affect operations, performance and solvency and what mitigating actions, if any, can be taken. This formal assessment of risk was only recently carried out and so risk management was not regularly assessed throughout the year and hence risk management was not embedded throughout the year ended 31 March 2018, as required by the QCA Code. The Board is satisfied that such effective risk management is now embedded in the Group's business and effective risk management and related control systems are in place.

The Board has ultimate responsibility for the Group's system of internal control and for reviewing its effectiveness. However, any such system of internal control can provide only reasonable, but not absolute, assurance against material misstatement or loss. The Board considers that the internal controls in place are appropriate for the size, complexity and risk profile of the Group.

The principal elements of the Group's internal control system include:

- a schedule of matters reserved for the Board;
- close management of the day to day activities of the Group by the executive Directors and other members of senior management;
- monthly reports to the Board
- an organisational structure with defined levels of responsibility, which promotes entrepreneurial decision making and rapid implementation whilst minimising risks;
- a comprehensive annual budgeting process producing a detailed integrated profit and loss, balance sheet and cash flow, which is approved by the Board;
- detailed monthly reporting of performance against budget; and
- central control over key areas such as capital expenditure authorisation and banking facilities.

The Group continues to review its system of internal control to ensure compliance with best practice, whilst also having regard to its size and the resources available. The Board considers that the introduction of an internal audit function is not appropriate at this juncture.

Relations with shareholders
The Group maintains communication with institutional shareholders through individual meetings with executive Directors, particularly following publication of the Group's interim and full year results. Private shareholders are encouraged to attend the Annual General Meeting at which the Group's activities are considered and questions answered. General information about the Group is also available on the Group's website (www.vitessemedia.co.uk). This includes an overview of activities of the Group and details of all recent Group announcements. The Non-executive Directors are available to discuss any matter stakeholders might wish to raise, and the Chairman and independent Non-executive Directors will attend meetings with investors and analysts as required. Investor relations activity and a review of the share register are standing items on the Board's agenda.

Board of Directors

CAPABILITY, DELIVERY AND SECTOR EXPERIENCE

NEIL SACHDEV MBE
Non-Executive Chairman

Neil is an experienced Chairman with a strong track record of corporate governance, strategy and change management who was appointed as Non-Executive Chairman of the Company on 6 December 2017. He is currently Chairman of Cakebox Holdings plc and an independent Non-executive Director of Martin's Properties Limited. He was previously Chairman of Market Tech Holdings Limited and Sirius Real Estate Limited. Neil was Group Property Director of J Sainsbury and served for 28 years with Tesco. As Stores Board Director he was responsible for property and operations for the entire UK business. He also holds a number of public sector positions and was awarded an MBE for his work on Energy Efficiency and Sustainability in the Retail sector. Mr Sachdev is currently the Chair of the Advisory Board of Warwick Business School.

SIMON STILWELL
Chief Executive

Simon was, until 2015, Chief Executive of Liberum, the investment bank that he co-founded in 2007 and grew from a start up to £55m of revenue and 170 people in seven profitable years. Prior to Liberum, he served as head of sales, small companies, at Collins Stewart plc and was also a Director at Beeson Gregory Limited. Simon was commissioned into the Gloucestershire Regiment in 1992 and served in a variety of countries and roles before starting his City career in 1996. He graduated with a BSc in Geological Sciences from Durham University. He is also a Non-executive Director of Gresham House plc.

DAVID BROWN
Group Finance Director

David qualified as a Chartered Accountant with KPMG before joining Greene King plc in 1998, where he held a number of senior executive roles focusing on finance and acquisitions, including Interim Group Finance Director between February and October 2014 and then subsequently Corporate Finance Director. Most recently, he was Chief Financial Officer of Market Tech Holdings Limited from March 2016 until its acquisition by LabTech investments Limited which resulted in the Company being de-listed in July 2017. He was appointed as Group Finance Director of the Company on 29 May 2018.

PROGRESS TO DATE IN TRANSFORMING THE COMPANY:

ACHIEVED

- Business on stable financial footing:
  - Refinanced and debt free balance sheet
  - New institutional shareholders
- New leadership team in place:
  - Entirely refreshed Board
  - Highly experienced new management team at operating level
  - New auditors and adviser appointed
- Operational review completed
  - Business model revised
  - The Company's organisation structure and employee competences, business processes, technology infrastructure, brands and core propositions reviewed
- Strategy re-focused to position the Company for rapid growth
  - Corporate strategy re-focused to position the Company for rapid growth
  - Multi-year, multi-location brand contracts being signed
- Strengthened Board of Directors and senior management team in place
  - With the necessary quality, skills and experience
  - And the required strategy, processes, infrastructure and controls
  - To build and service a business of significant scale

NIKI DOWDALL
MD – Events & Marketing

Niki leads the Company's expanding events business and is involved at every level from launch to delivery, including sales, marketing, logistics and content. Niki has over 30 years' experience in the events industry. Prior to joining Vitesse in 2006, she was Group show Director at DMG World Media, running events visited by half a million people, such as the Daily Mail Ski and SnowBoard Show and the Daily Mail Ideal Home Show.

ANNE DONOGHUE
Non-executive Director

Anne has over 30 years' experience in Financial Services. Starting her career at the Co-operative Bank, Anne's responsibilities included retail, commercial banking and customer services. In 1997, Anne joined NatWest where she held senior operational roles, including Head of Telephony Operations with business integration delivery accountability as part of RBS' reverse integration of NatWest, post-acquisition. Between 2004 and 2010, Anne worked for the RBS/Tesco joint venture, Tesco Personal Finance PLC, where she held the position of International Director, responsible for Financial Services development and delivery in Tesco's international businesses, including, Ireland, Central and Eastern Europe, China and the Far East. More recently, Anne has focused on the third sector, particularly on events in the military charities sector along with commercial events including, in 2013, for media Company City AM. Anne was appointed as a Non-executive Director of the Company on 15 November 2017.

FRASER GRAY
Non-executive Director

Fraser Gray BSc is an ICAS Chartered Accountant, licensed insolvency practitioner and accredited mediator and sits on a number of advisory Boards. He is experienced in a wide variety of corporate activity supporting SME companies on growth and strategic matters. Fraser was a Managing Director at AlixPartners in London until December 2016 following its acquisition of Zolfo Cooper Europe in February 2015. Fraser became a founding partner of Zolfo Cooper Europe in October 2008, which was set up to acquire Kroll Corporate Advisory & Restructuring Group where Fraser had worked since October 1996 and was a partner and leader of the Scottish practice. Fraser is also a Non-executive Director of Maven Income and Growth VCT 6 PLC and Denholm Oilfield Services Limited. He was appointed as a Non-executive Director of the Company on 6 December 2017.

IN PROGRESS
- Refocusing and reinvigorating the Company's existing brands
- New brand launches (e.g. DiversityQ (new diversity brand) and brand relaunches (e.g. Information Age)
- Updating and innovating core propositions
- Investment in a new technology platform to:
  - Improve existing, and deliver new, revenue streams
  - Increase operational efficiency
  - Ensure security and support corporate governance
- Acquisitions identified to transition the business to long term, recurring, revenue streams through:
  - Growing market share in chosen sectors
  - Developing range of products & services within core propositions
  - Growing international footprint
- Developing existing, and recruiting new talent and improving corporate culture

Directors' report

The Directors submit their report and the audited financial statements of Vitesse Media Plc for the year ended 31 March 2018.

RESULTS AND DIVIDENDS

The results for the year are set out on page 29.

The Directors are precluded from recommending the payment of a dividend.

FUTURE DEVELOPMENTS

Future developments of the Group are disclosed in the strategic report on pages 06 to 09.

FINANCIAL RISK MANAGEMENT

Financial risks are considered and disclosed in Note 2 on page 41 onwards.

DIRECTORS

The following Directors have held office since 1 April 2017:

Nilesh Sachdev, Chairman	(appointed 6 December 2017)
Simon Stilwell, Chief Executive	(appointed 11 August 2017)
David Brown, Group Finance Director	(appointed 29 May 2018)
Nicola Dowdall, Managing Director of Events and Marketing	
Anne Donoghue, Non-executive Director	(appointed 15 November 2017)
Fraser Gray, Non-executive Director	(appointed 6 December 2017)
Charles Riddell, Finance Director	(appointed 26 October 2017, resigned 30 May 2018)
Christopher Ingram, Executive Chairman	(resigned 1 July 2017)
David Smith, Non-executive Director	(resigned 6 December 2017)
Keith Willey, Non-executive Director	(resigned 6 December 2017)

CAPITAL STRUCTURE

Refer to Note 14 of the accounts for details on the capital structure of the Company.

DIRECTORS' INTERESTS IN ORDINARY SHARES

Interests of Directors who held office as at 31 March 2018 in the ordinary shares of the Company were as follows:

	As at 31 March 2018 Ordinary shares of 1p each Number	As at 31 March 2017 Ordinary shares of 1p each Number
S Stilwell	**17,500,000**	–
F Gray	**556,085**	–
A Donoghue	**181,363**	–

EMPLOYEES

The Group recognises the importance of its employees and encourages internal communications with all staff. The Group has regular updates to advise employees regarding the Group's objectives and performance. The Group operates an open-door policy to encourage all staff to discuss with management any concerns they may have relating to the business.

CORPORATE GOVERNANCE

The Corporate Governance statement is set out on page 14.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company maintains liability insurance covering the Directors and officers of the Company.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

So far as the Directors are aware, there is no relevant audit information of which the Company's auditor is unaware, and each Director has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

AUDITOR

BDO LLP has been appointed as the Group auditor for the current year.

On behalf of the Board

SIMON STILWELL
Chief Executive
31 July 2018

Directors' responsibilities in the preparation of financial statements

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

Company law requires the Directors to prepare Group and Company financial statements for each financial year. The Directors are required by the AIM Rules of the London Stock Exchange to prepare Group financial statements in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") and have elected under Company law to prepare the Company financial statements in accordance with IFRS as adopted by the EU.

The financial statements are required by law and IFRS adopted by the EU to present fairly the financial position of the Group and the Company and the financial performance of the Group. The Companies Act 2006 provides in relation to such financial statements that references in the relevant part of that Act to financial statements giving a true and fair view are references to their achieving a fair presentation.

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 of the Group and the Company and of the profit or loss of the Group for that period.

In preparing the Group and Company financial statements, the Directors are required to:

a. select suitable accounting policies and then apply them consistently;
b. make judgements and accounting estimates that are reasonable and prudent;
c. state whether they have been prepared in accordance with IFRSs adopted by the EU;
d. prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's and the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group and 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 Group and 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 Vitesse Media Plc website.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor's report to the members of Vitesse Media Plc

OPINION

We have audited the financial statements of Vitesse Media Plc (the 'Parent Company') and its subsidiaries (the 'Group') for the year ended 31 March 2018 which comprise the consolidated statement of profit or loss and comprehensive income, consolidated statement of changes in equity, Company statement of changes in equity, consolidated statement of financial position, Company statement of financial position, consolidated statement of cash flows, Company statement of cash flows and notes to the financial statements, including a summary of significant accounting policies.

The financial reporting framework that has been applied in the preparation of the financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union and, as regards the Parent Company financial statements, as applied in accordance with the provisions of the Companies Act 2006.

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 2018 and of the Group's loss for the year then ended;
- the Group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the Parent Company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group and the Parent Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

CONCLUSIONS RELATING TO GOING CONCERN

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Group's or the Parent Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

KEY AUDIT MATTER	HOW WE ADDRESSED THE KEY AUDIT MATTER IN THE AUDIT
Revenue recognition Refer to page 37 (Revenue recognition accounting policy). For the events businesses, there is a significant lead time in the billing of customers prior to an event taking place. As such, there is the potential for cut-off errors with revenue being recognised in the wrong period either as a result of error or management manipulation of the timing of revenue recognition. In addition the Group recognises revenue from subscriptions which spans the 31 March year end. This increases the potential for misstatement either through error or for management manipulation of the timing of revenue recognition. Therefore, the key audit matter is the existence of revenue around the year end, including the recognition of the correct apportionment of revenue in the year and the related amount deferred at the year end.	As part of our overall revenue recognition testing we tested the correlation of revenue transactions to cash receipts for 100% of sales through the year. In addition, we performed substantive transaction testing for each key revenue stream. We performed cut-off testing for a sample of revenue transactions around the year end date, to check that they were recognised in the appropriate period by agreeing the sample selected to supporting documentation.
Goodwill and intangible assets impairment assessment Refer to page 36 (Judgements and estimates), page 38 (Intangible assets accounting policy) and page 49 (Intangible assets note). Determining if an impairment charge is required for goodwill and intangible assets involves significant judgements about the future results and cash flows of the cash generating unit (CGU), including forecast growth in future revenues and EBITDA margins, as well as determining an appropriate discount factor and long term growth rate. Management considers there to be one CGU which represents the level at which the cash flows of the businesses (and goodwill) are monitored and therefore this is the level at which management performs its impairment assessment using a value in use model. In light of the judgement involved and having noted that goodwill and publishing rights had not been amortised in previous years we consider this to be a key audit matter. The impairment review resulted in an impairment of goodwill and other intangible assets.	We focused on the appropriateness of management's assessment of one CGU identification by reviewing information reported internally to the Chief Executive. We noted that for executive management purposes, the business has one reportable segment. We challenged management's assumptions used in its value in use model for assessing the recoverability of the carrying value of goodwill and other intangible assets including the methodology applied to estimate recoverable values, discount rates and forecast cashflows. We evaluated the Board approved cash flow forecasts and understood the process by which these were calculated. We also obtained evidence to support: • the Directors' key assumptions including revenue and EBITDA growth rates used in the cash flow forecasts by comparing them to historical results and industry forecasts; • the discount rate applied; and • the long term growth rate applied.

Independent auditor's report to the members of Vitesse Media Plc continued

KEY AUDIT MATTERS CONTINUED

KEY AUDIT MATTER	HOW WE ADDRESSED THE KEY AUDIT MATTER IN THE AUDIT
Going concern Refer to page 37, note 1 to the financial statements concerning the Parent Company and Group's ability to continue as a going concern. The financial statements have been prepared on a going concern basis, which remains reliant on the Group achieving an adequate level of revenue from the events businesses in order to maintain sufficient working capital to support its activities. The Directors have prepared cash flow forecasts covering a period of at least 12 months from the date of approval of the financial statements, which foresee that the Group will have sufficient cash flows in order to meet its working capital requirements. However these forecasts include 11 new events which are to take place in the second half of the financial year. This factor constrains the ability to accurately predict revenue performance which is a key element of underlying forecasts and headroom. The calculations supporting the going concern assessment require management to make highly subjective judgements. We have therefore spent significant audit effort in assessing the appropriateness of the assumptions involved, and as such this has been identified as a key audit matter.	Our audit procedures included the following: • Testing the integrity of the cash flow model by agreeing the underlying calculations to budgets and forecasts as well as comparing the forecast results to June 2018 to management accounts. • Testing the accuracy of the budgeting process by comparison of 2018 results with the prior year budget. • Review of the Group's cash flow forecast through to 31 December 2019, including assessing and challenging assumptions used and performing sensitivity analysis on new events budgeted for this period and margins expected on these new events. • Review of management's assessment of going concern and specifically their consideration as to whether there are any uncertainties related to going concern through review of budgets and forecasts and discussions with those charged with governance. • Reviewing post-balance sheet events, specifically review of the trading performance and cash position. This included review of the first quarter's results to June 2018 as well as discussion and review of support for sponsorship revenue that has been secured on key events. • In addition, we reviewed management's consideration of contingent actions around cash saving and working capital initiatives and the speed at which the initiatives can be implemented. • Reviewing the disclosures in the financial statements.

OUR APPLICATION OF MATERIALITY

We apply the concept of materiality in performing our audit and evaluating the effect of misstatements. We consider materiality to be the magnitude by which misstatements, including omissions, could influence the economic decisions of reasonable users that are taken on the basis of the financial statements.

In order to reduce to an appropriately low level the probability that any misstatements exceed materiality, we use a lower materiality, performance materiality, to determine the extent of testing needed. Importantly, misstatements below these levels will not necessarily be evaluated as immaterial as we also take account of the nature of identified misstatements, and the particular circumstances of their occurrence, when evaluating their effect on the financial statements as a whole.

Overall Group materiality	£45,000 (2017: £60,000)
Basis for determining	8% of Group loss before tax
Rationale for benchmark applied	We believe that loss before tax provides us with a consistent year on year basis for determining materiality. Additionally this is how management monitor the performance of the Group and is the most relevant performance measure to the stakeholders of the Group.
Parent Company and component materiality	8% of loss before tax (capped to the level of Group materiality i.e. £45,000).
Group, parent and component materiality	75% of Group materiality i.e. £31,500 (2017: £30,000)

We agreed with the audit committee that we would report to the committee all individual audit differences identified during the course of our audit in excess of £2,250. We also agreed to report differences below these thresholds that, in our view, warranted reporting on qualitative grounds.

AN OVERVIEW OF THE SCOPE OF OUR AUDIT

We tailored the scope of our audit to ensure that we performed enough work to be able to give an opinion on the financial statements as a whole, taking into account the structure of the Group and the Parent Company, the accounting processes and controls, and the industry in which they operate.

The Group maintains all of its books and records of its operations in the UK. Therefore, the Group audit team performed audit procedures on the consolidated results and balances. We identified two centrally controlled components as significant, there being no other components in the Group and carried out full scope audits for Group reporting purposes.

As part of designing our audit, we determined materiality and assessed the risks of material misstatement in the financial statements. In particular, we looked at where the Directors made subjective judgements, for example in respect of significant accounting estimates that involved making assumptions and considering future events that are inherently uncertain.

We did not identify any key audit matters relating to irregularities, including fraud. As in all of our audits, we also addressed the risk of management override of internal controls, including testing journals and evaluating whether there was evidence of bias by the Directors that represented a risk of material misstatement due to fraud.

OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

OPINIONS ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit:

- 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; and
- the strategic report and the Directors' report have been prepared in accordance with applicable legal requirements.

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Group and the Parent Company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the Directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' responsibilities statement set out on page 23, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Group's and the Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

Independent auditor's report to the members of Vitesse Media Plc continued

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

USE OF OUR REPORT

This report is made solely to the Parent 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 Parent 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 Parent Company and the Parent Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Andrew Viner (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
55 Baker Street, London, W1U 7EU

31 July 2018
BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Consolidated statement of profit or loss and comprehensive income

For the year ended 31 March 2018

		12 months to 31 March 2018			14 months to 31 March 2017 (restated)		
	Notes	**Recurring £**	**Non-recurring £**	**Total £**	Recurring £	Non-recurring £	Total £
Revenue		**2,605,949**	**–**	**2,605,949**	2,688,433	(17,340)	2,671,093
Cost of sales		**(1,105,929)**	**–**	**(1,105,929)**	(946,368)	(15,534)	(961,902)
Gross profit		**1,500,020**	**–**	**1,500,020**	1,742,065	(32,874)	1,709,191
Administrative expenses		**(1,893,125)**	**(94,861)**	**(1,987,986)**	(1,730,657)	(74,004)	(1,804,661)
EBITDA	3	**(393,105)**	**(94,861)**	**(487,966)**	11,408	(106,878)	(95,470)
Depreciation		**(6,323)**	**–**	**(6,323)**	(3,696)	–	(3,696)
Amortisation and impairment		**(97,560)**	**(372,445)**	**(470,005)**	(87,197)	(81,000)	(168,197)
Finance costs	6	**(6,531)**	**–**	**(6,531)**	(17,098)	–	(17,098)
Loss before tax		**(503,519)**	**(467,306)**	**(970,825)**	(96,583)	(187,878)	(284,461)
Tax	7	**–**	**–**	**–**	–	–	–
Loss for the period and total comprehensive income for the period attributable to owners of the parent		**(503,519)**	**(467,306)**	**(970,825)**	(96,583)	(187,878)	(284,461)
Loss per share attributable to the owners of the parent Basic and diluted	8	**(0.35p)**		**(0.67p)**	(0.15p)		(0.44p)

The Notes on pages 36 to 58 are an integral part of these consolidated financial statements.

All activities of the Group are classed as continuing.

Consolidated statement of changes in equity
For the year ended 31 March 2018

ATTRIBUTABLE TO OWNERS OF THE PARENT

	Share capital £	Share premium £	Share-based payment reserve £	Other reserves £	Retained earnings £	Total £
As at 31 January 2016	2,811,068	3,257,810	117,786	103,904	(4,866,439)	1,424,129
Prior period adjustments (Note 22)	–	–	–	–	(477,404)	(477,404)
As at 31 January 2016 (restated)	2,811,068	3,257,810	117,786	103,904	(5,343,843)	946,725
Total comprehensive loss for the period	–	–	–	–	(205,560)	(205,560)
Prior period adjustments (Note 22)	–	–	–	–	(78,901)	(78,901)
Restated comprehensive loss for period	–	–	–	–	(284,461)	(284,461)
Transactions with owners in their capacity as owners						
Issue of share capital	138,889	111,111	–	–	–	250,000
Total transactions with owners in their capacity as owners	138,889	111,111	–	–	–	250,000
As at 31 March 2017	2,949,957	3,368,921	117,786	103,904	(5,628,304)	912,264
Total comprehensive loss for the year	–	–	–	–	(970,825)	(970,825)
Transactions with owners in their capacity as owners						
Issue of share capital	1,075,000	946,163	–	–	–	2,021,163
Total transactions with owners in their capacity as owners	1,075,000	946,163	–	–	–	2,021,163
As at 31 March 2018	**4,024,957**	**4,315,084**	**117,786**	**103,904**	**(6,599,129)**	**1,962,602**

Company statement of changes in equity
For the year ended 31 March 2018

	Share capital £	Share premium £	Share-based payment reserve £	Other reserves £	Retained earnings £	Total £
As at 31 January 2016	2,811,068	3,257,810	117,786	103,904	(6,629,276)	(338,708)
Prior period adjustments (Note 22)	–	–	–	–	(220,213)	(220,213)
As at 31 January 2016 (restated)	2,811,068	3,257,810	117,786	103,904	(6,849,489)	(558,921)
Total comprehensive loss for the period	–	–	–	–	(697,051)	(697,051)
Prior period adjustments (Note 22)	–	–	–	–	(39,181)	(39,181)
Restated comprehensive loss for period	–	–	–	–	(736,232)	(736,232)
Transactions with owners in their capacity as owners						
Issue of share capital	138,889	111,111	–	–	–	250,000
Total transactions with owners in their capacity as owners	138,889	111,111	–	–	–	250,000
As at 31 March 2017	2,949,957	3,368,921	117,786	103,904	(7,585,721)	(1,045,153)
Total comprehensive loss for the year	–	–	–	–	(1,221,157)	(1,221,157)
Transactions with owners in their capacity as owners						
Issue of share capital	1,075,000	946,163	–	–	–	2,021,163
Total transactions with owners in their capacity as owners	1,075,000	946,163	–	–	–	2,021,163
As at 31 March 2018	**4,024,957**	**4,315,084**	**117,786**	**103,904**	**(8,806,878)**	**(245,147)**

Consolidated statement of financial position

At 31 March 2018

Company Registration No. 02607995

	Notes	**31 March 2018 £**	31 March 2017 (restated) £
Non-current assets			
Goodwill	9	**563,979**	729,332
Other intangible assets	9	**563,387**	874,780
Property, plant and equipment	10	**34,625**	7,386
		1,161,991	1,611,498
Current assets			
Trade and other receivables	12	**336,574**	381,848
Cash and cash equivalents	13	**1,004,098**	116,000
		1,340,672	497,848
Total assets		**2,502,663**	2,109,346
Current liabilities			
Trade and other payables	16	**540,061**	1,049,093
Borrowings	17	**–**	147,989
		540,061	1,197,083
Total liabilities		**540,061**	1,197,083
Net assets		**1,962,602**	912,264
Equity			
Share capital	14	**4,024,957**	2,949,957
Share premium account	14	**4,315,084**	3,368,921
Share option reserve		**117,786**	117,786
Other reserves		**103,904**	103,904
Retained earnings		**(6,599,129)**	(5,628,304)
Total equity attributable to owners of the parent		**1,962,602**	912,264

The financial statements on pages 29 to 58 were approved by the Board of Directors and authorised for issue on 31 July 2018.

They were signed on its behalf by:

SIMON STILWELL
Chief Executive
31 July 2018

Company statement of financial position

At 31 March 2018

Company Registration No. 02607995

	Notes	**31 March 2018 £**	31 March 2017 (restated) £
Non-current assets			
Goodwill	9	**108,476**	273,829
Other intangible assets	9	**324,221**	608,784
Property, plant and equipment	10	**34,623**	7,245
Investment in subsidiaries	11	**877,554**	877,554
		1,344,874	1,767,412
Current assets			
Trade and other receivables	12	**176,390**	180,774
Cash and cash equivalents	13	**633,349**	47,929
		809,739	228,703
Total assets		**2,154,613**	1,996,115
Current liabilities			
Trade and other payables	16	**2,399,760**	2,941,396
Borrowings	17	**–**	99,872
		2,399,760	3,041,268
Total liabilities		**2,399,760**	3,041,268
Net liabilities		**(245,147)**	(1,045,153)
Equity			
Share capital	14	**4,024,957**	2,949,957
Share premium account	14	**4,315,084**	3,368,921
Share option reserve		**117,786**	117,786
Other reserves		**103,904**	103,904
Retained earnings		**(8,806,878)**	(7,585,721)
Total deficit attributable to owners of the parent		**(245,147)**	(1,045,153)

The Company has elected to take the exemption under section 408 of the Companies Act 2006 not to present the parent Company statement of comprehensive income. The loss for the parent Company for the year was £1,221,157 (2017: £736,232 – restated balance).

The financial statements on pages 29 to 58 were approved by the Board of Directors and authorised for issue on 31 July 2018.

They were signed on its behalf by:

SIMON STILWELL
Chief Executive
31 July 2018

Consolidated statement of cash flows
For the year ended 31 March 2018

	Notes	**12 months to March 2018 £**	14 months to March 2017 (restated) £
Cash flows used in operations	18	**(939,205)**	210,882
Interest paid	6	**(6,531)**	(17,098)
Net cash generated from operating activities		**(945,736)**	193,784
Investing activities			
Purchases of property, plant and equipment		**(31,511)**	(9,961)
Purchases of intangible assets		**(7,830)**	(89,563)
Net cash used in investing activities		**(39,341)**	(99,524)
Financing activities			
Proceeds from issue of ordinary shares		**2,021,163**	250,000
Repayment of invoice discounting facility and other borrowings		**(147,988)**	(278,637)
Net cash (used in)/generated from financing activities		**1,873,175**	(28,637)
Net increase in cash and cash equivalents		**888,098**	65,623
Cash and cash equivalents at beginning of year	13	**116,000**	50,377
Cash and cash equivalents at end of year	13	**1,004,098**	116,000

Company statement of cash flows
For the year ended 31 March 2018

	Notes	**12 months to March 2018 £**	14 months to March 2017 (restated) £
Cash flows used in operations	18	**(832,428)**	(540,509)
Interest paid	6	**(6,531)**	(17,098)
Net cash used in operating activities		**(838,959)**	(557,607)
Investing activities			
Purchases of property, plant and equipment		**(31,511)**	(9,436)
Purchases of intangible assets		**(7,830)**	(89,563)
Net cash used in investing activities		**(39,341)**	(98,999)
Financing activities			
Proceeds from issue of share capital		**2,021,163**	250,000
Repayment of invoice discounting facility and other borrowings		**(99,871)**	(266,397)
Loans from subsidiaries		**(457,573)**	656,899
Net cash generated from financing activities		**1,463,719**	640,502
Net (decrease)/increase in cash and cash equivalents		**585,419**	(16,105)
Cash and cash equivalents at beginning of year	13	**47,930**	64,035
Cash and cash equivalents at end of year	13	**633,349**	47,930

Notes to the financial statements
For the year ended 31 March 2018

Vitesse Media Plc is a public limited Company incorporated in the United Kingdom, whose shares are publicly traded on the AIM market. The Company is registered and domiciled in England and its principal place of business is 5th Floor, 14 Bonhill Street, London, EC2A 4BX.

The consolidated financial statements represent the year to 31 March 2018 and comprise the financial statements of the Company and its subsidiaries ("Group"). The comparative period represents the 14-month period to 31 March 2017. The Group's principal activities are on-line, print publishing and events specialising in growing businesses.

1. SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all periods presented, unless otherwise stated.

Basis of accounting
The financial statements of Vitesse Media Plc have been prepared in accordance with EU Endorsed International Financial Reporting Standards and IFRIC interpretations (IFRS) and the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are noted below.

Judgements and estimates
The Group makes judgements and assumptions concerning the future that impact the application of policies and reported amounts. The resulting accounting estimates calculated using these judgements and assumptions will, by definition, seldom equal the related actual results but are based on historical experience and expectations of future events. The judgements and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are discussed below.

Going concern
The Directors' process for monitoring forecasts and cash flows on an ongoing basis is set out on page 37.

Impairment of assets
The Group is required to assess whether goodwill and publishing rights have suffered any impairment loss, based on the recoverable amount of its cash generating units ("CGUs"). The recoverable amount has been determined based on value in use calculations and these calculations require the use of estimates in relation to future cash flows and suitable discount rates as disclosed in Note 9. Actual outcomes could vary from these estimates. The Directors consider that the Group constitutes a single CGU, so the impairment review has been prepared based on the Group as a whole.

Financial and non-financial assets including website development costs are subject to impairment reviews based on whether events and circumstances suggest that their recoverable amount may be less than their carrying value. Recoverable amount is based on the present value of expected future cash flows which include management assumptions and estimates of future performance.

Adoption of international accounting standards
No standards or interpretations adopted in the year had any material impact on the financial statements.

The following relevant standards, amendments and interpretations to existing standards have been published and are mandatory for accounting periods beginning after 1 April 2017 or later periods, but they have not been early adopted by the Group:

- IFRS 9 Financial Instruments: 1 January 2018
- IFRS 15 Revenue from Contracts with Customers: 1 January 2018
- IFRS 16 Leases: 1 January 2019

It is not anticipated that the adoption of the above standards, amendments and interpretations of existing standards will have a material impact on the Group or Company financial statements in the period of initial application.

1. SIGNIFICANT ACCOUNTING POLICIES CONTINUED

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 Chairman's statement on pages 02 to 03 and the Chief Executive's Review on pages 06 to 09.

The Directors regularly review detailed forecasts of sales, costs and cash flows, and regularly project forwards 12 months ahead or more. The assumptions underlying the budget are challenged, varied and tested to establish the likelihood of a range of possible outcomes including reasonable cash flow sensitivities. The expected figures are carefully monitored against actual outcomes each month and variances are highlighted and discussed at Board level.

The Directors have reviewed cash flow forecasts for the period to 31 December 2019 and considered cash flow requirements for the period to 31 December 2019 for the purposes of approving these financial statements. In preparing these forecasts, they have not taken into account the proposed acquisition of InvestmentNews, other than professional fees which would be incurred if the transaction was not approved at General Meeting.

The cash flow forecasts demonstrate that the Group will be able to pay its debts as they fall due for the period to at least 31 December 2019. In the event that sales did not hit the projected levels, management is able to adjust overhead levels to relieve any short term cash pressures which arose.

The Directors are, therefore, satisfied that the financial statements should be prepared on the going concern basis.

Consolidation

The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. InterCompany transactions and balances between Group companies are therefore eliminated in full.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those used by the Group.

The consolidated financial statements incorporate the results of business combinations using the acquisition method. In the statement of financial position, the acquiree's identifiable assets, liabilities and contingent liabilities are initially recognised at their fair values at the acquisition date. The results of acquired operations are included in the consolidated statement of comprehensive income from the date on which control is obtained. They are deconsolidated from the date on which control ceases.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised.

All subsidiaries have an accounting reference date of 31 March.

Subsidiaries

Where the Company has control over an investee, it is classified as a subsidiary. The Company controls an investee if all three of the following elements are present: power over the investee, exposure to variable returns from the investee, and the ability of the investor to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

Revenue

Revenue represents the fair value, net of value added tax, of consideration received or receivable, for goods sold and services provided to customers. There are three income streams recognised within revenue and as reported to the Chief Executive:

- Advertising (both traditional and online), where income is recognised when the relevant publication is printed or campaign runs
- Subscriptions, which are recognised evenly on a time basis over the subscription period
- Event revenues, which are recognised in the period the events are held

In each case, customers may be invoiced in advance of income recognition, in which case the proportion of invoiced income relating to subsequent periods is included in deferred income.

For executive management purposes, the business has one reportable segment. No analysis is made below the revenue line and no further analysis of the income statement or financial position is carried out.

Notes to the financial statements
For the year ended 31 March 2018

1. SIGNIFICANT ACCOUNTING POLICIES CONTINUED

Analysis of revenue by core propositions	2018	2017
Business Information	**670,138**	1,425,902
Live Events	**1,935,811**	1,245,191
Total	**2,605,949**	2,671,093

Country	2018	2017
United Kingdom	**2,212,426**	2,510,469
United States	**294,459**	–
Europe	**99,064**	160,624
Total	**2,605,949**	2,671,093

With regards to non-current assets of the Group, all of these are based in United Kingdom.

During the financial year, no individual customer accounted for more than 10% of the reported revenue.

Share based payments

The Group issues equity-settled share-based payments to full-time employees. Equity-settled share-based payments are measured at the fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of shares that will eventually vest. Fair value is measured by use of a Black-Scholes model for all share options in issue. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Intangible assets

Goodwill

Goodwill represents the excess of the cost of an acquisition over the fair value of the Group's share of the identifiable assets and liabilities of the acquired subsidiary at the date of acquisition.

Goodwill, with an indefinite useful life, is tested annually for impairment and carried at cost less accumulated impairment losses. Any impairment charge is recognised in administrative expenses within the statement of comprehensive income in the year in which it occurs. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Publishing rights

In accordance with IAS 38 Intangible assets, publishing rights acquired are capitalised as intangible assets. Amortisation is charged so as to write off the cost of publishing rights over their estimated useful economic lives, using the straight-line method:

Publishing rights	20 years straight line

Website development costs

Website development costs are accounted for in accordance with IAS 38. Development costs are capitalised as intangible assets only to the extent that they lead to the creation of an asset delivering benefits at least as great as the amount capitalised. All research, maintenance and other development costs are written off as incurred.

Website development costs are amortised over three years and are charged to administrative expenses.

1. SIGNIFICANT ACCOUNTING POLICIES CONTINUED

Investments
Investments are stated at cost less any provision for impairment in value.

Property, plant and equipment
Items of property, plant and equipment are stated at cost of acquisition or production cost less accumulated depreciation and impairment losses.

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method, on the following bases:

Fixtures, fittings and equipment	3 years straight line

Current and deferred taxation
Current tax is the expected tax payable on taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustments to tax payable in respect of previous years.

Deferred tax is the 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 profits ('temporary differences') and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences. Where there are taxable temporary differences arising on subsidiaries, deferred tax liabilities are recognised except where the Group is able to control the reversal of temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are generally recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Where there are deductible temporary differences arising on subsidiaries, deferred tax assets are recognised only where it is probable that they will reverse in the foreseeable future and taxable profits will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting 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 that are expected to apply in the period when the liability is settled or the asset is realised, based upon tax rates that have been enacted or substantively enacted by the reporting date.

Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to other comprehensive income, in which case the deferred tax is also dealt with in other comprehensive income.

Notes to the financial statements
For the year ended 31 March 2018

1. SIGNIFICANT ACCOUNTING POLICIES CONTINUED

Deferred income
Deferred income is recognised in the financial statements in accordance with the Group's accounting policy for revenue recognition.

Inventories
Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method. Inventories relate solely to raw materials.

Leased assets and obligations
Operating leases
Assets leased under operating leases are not recorded in the statement of financial position. Rental payments are charged directly to profit or loss on a straight line basis over the lease term.

Provisions and invoice discounting
Provisions
Provisions are recognised when the Group has a present obligation as a result of a past event which it is probable will result in an outflow of economic benefits that can be reliably estimated. Where the effect of the time value of money is material, the provision is based on the present value of future outflows, discontinued at the pre-tax discount rate that reflects the risks specific to the liability.

Invoice discounting
Amounts due in respect of invoice discounting are separately disclosed as current liabilities. The Group can use these facilities to draw down a percentage of the value of certain sales invoices. The management and collection of trade receivables remains with the Group.

Financial instruments
Financial assets and financial liabilities are recognised on the Group's statement of financial position when the Group has become party to the contractual provisions of the instrument.

Trade and other receivables
Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method. A provision for impairment is made where there is objective evidence of impairment (including customers in financial difficulty or seriously in default against agreed payment terms). There is no material variance between carrying and fair values.

Significant financial difficulties of the customer, probability that the customer will enter bankruptcy or financial reorganisation, and default or delinquency in payments (more than 60 days overdue) are considered indicators that the trade receivable is impaired. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognised in the statement of comprehensive income within administrative expenses. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against administrative expenses in the statement of comprehensive income.

Cash and cash equivalents
Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

Trade payables
Trade payables are initially recognised at cost and subsequently measured at amortised cost using the effective interest method. There is no material variance between book and fair values.

1. SIGNIFICANT ACCOUNTING POLICIES CONTINUED

Borrowings

Borrowings are recorded initially at their fair value; net of direct transaction costs and finance charges are recognised in profit or loss over the term of the instrument. Note 17 provides details of the applicable interest rates. There is no material variance between book and fair values.

Equity instruments

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

Reserve	Description and purpose
Share capital	Represents the nominal value of equity shares.
Share premium	Amount subscribed for share capital in excess of the nominal value.
Share option reserve	Represents equity-settled share based employee remuneration until such options are exercised.
Other reserve	Represents transactions with equity participants.
Retained earnings	All other net gains and losses and transactions with owners (e.g. dividends) not recognised elsewhere.

Compound financial instruments

The liability component of a compound financial instrument is recognised initially at the fair value of a similar liability without an equity conversion option with the difference recognised as a component in equity. The fair value of the liability component of the convertible loans approximates the proceeds received so no adjustment was made for the equity conversion option.

2. FINANCIAL RISK MANAGEMENT

As well as short term trade receivables, accrued income, trade payables and accruals, as detailed in the notes that arise directly from operations the Group's financial instruments comprise cash, Directors' and bank borrowings and payables. The fair values of these instruments are not materially different to their book values. The objective of holding financial instruments is to raise finance for the Group's operations and manage related risks. The Group's activities expose the Group to a number of risks including interest rate risk, credit risk and liquidity risk. The Group manages these risks by regularly monitoring the business and providing ongoing forecasts of the impact on the business.

Liquidity risk

The Directors closely monitors the Group's financial position to ensure it has sufficient funds to meet its obligations as they fall due. The Group finance function produces regular forecasts that estimate the cash inflows and outflows for the next six months, so that management can ensure that sufficient financing is in place as it is required.

Maturity analysis

The table below analyses the Group's and the Company's financial liabilities based on the contractual gross undiscounted cash flows for amounts outstanding at the reporting date up to maturity date:

Maturity analysis at 31 March 2018	Less than 6 months £	Between 6 months and 1 year £	Between 1 year and 5 years £	Total £
Group				
Borrowings	–	–	–	–
Trade and other payables	**278,717**	–	–	**278,717**
Total liabilities	**278,717**	–	–	**278,717**
Company				
Borrowings	–	–	–	–
Trade and other payables	**2,082,301**	–	–	**2,082,301**
Total liabilities	**2,082,301**	–	–	**2,082,301**

Notes to the financial statements
For the year ended 31 March 2018

2. FINANCIAL RISK MANAGEMENT CONTINUED

Maturity analysis continued

Maturity analysis at 31 March 2017	Less than 6 months £	Between 6 months and 1 year £	Between 1 year and 5 years £	Total £
Group				
Borrowings	147,989	–	–	147,989
Trade and other payables	563,937	–	–	563,937
Total liabilities	711,926	–	–	711,926
Company				
Borrowings	99,872	–	–	99,872
Trade and other payables	2,861,424	–	–	2,861,424
Total liabilities	2,961,296	–	–	2,961,296

Trade and other payables consist of trade payables, other payables, accruals and amounts owed to subsidiary undertakings as shown in Note 16.

The Group and Company would normally expect that sufficient cash is generated in the operating cycle to meet the contractual cash flows as disclosed above through effective cash management.

Interest rate risk

The Group's interest rate exposure arises mainly from its interest-bearing borrowings. Contractual agreements entered into at floating rates expose the Group to cash flow risk, while fixed-rate borrowings expose the Group to fair value risk. The Group regularly reviews its funding arrangements to ensure they are competitive with the marketplace.

The table below shows the Group's and Company's financial assets and liabilities split by those bearing fixed and floating rates and those that are non-interest bearing:

31 March 2018	**Fixed rate £**	**Floating rate £**	**Non-interest bearing £**	**Total asset £**	**Total liability £**
Group					
Cash and cash equivalents	**-**	**1,004,098**	**-**	**1,004,098**	**-**
Trade & other receivables	**-**	**-**	**293,869**	**293,869**	**-**
Total financial assets	**-**	**1,004,098**	**293,869**	**1,297,967**	**-**
Trade and other payables	**-**	**-**	**278,718**	**-**	**278,718**
Total liabilities at amortised cost	**-**	**-**	**278,718**	**-**	**278,718**

	Fixed rate £	**Floating rate £**	**Non-interest bearing £**	**Total asset £**	**Total liability £**
Company					
Cash and cash Equivalents	**-**	**633,349**	**-**	**633,349**	**-**
Trade & other receivables	**-**	**-**	**149,764**	**149,764**	**-**
Total financial assets	**-**	**633,349**	**149,764**	**783,113**	**-**
Borrowings	**-**	**-**	**-**	**-**	**-**
Trade and other payables	**-**	**-**	**2,082,301**	**-**	**2,082,301**
Total liabilities at amortised cost	**-**	**-**	**2,082,301**	**-**	**2,082,301**

2. FINANCIAL RISK MANAGEMENT CONTINUED

Interest rate risk continued

31 March 2017	Fixed rate £	Floating rate £	Non-interest bearing £	Total asset £	Total liability £
Group					
Cash and cash equivalents	–	116,000	–	116,000	–
Trade & other receivables	–	–	347,181	347,181	–
Total financial assets	–	116,000	347,181	463,181	–
Borrowings	82,399	65,590	–	–	147,989
Trade and other payables	–	–	563,937	–	563,937
Total liabilities at amortised cost	82,399	65,690	563,937	–	711,926

	Fixed rate £	Floating rate £	Non-interest bearing £	Total asset £	Total liability £
Company					
Cash and cash equivalents	–	47,929	–	47,929	–
Trade & other receivables	–	–	146,106	146,106	–
Total financial assets	–	47,929	146,106	194,035	–
Borrowings	82,399	17,473	–	–	99,872
Trade and other payables	–	–	2,861,424	–	2,861,424
Total liabilities at amortised cost	82,399	17,473	2,861,424	–	2,961,296

Credit risk exposure

Credit risk predominantly arises from trade receivables, cash and cash equivalents and deposits with banks. Credit risk is managed on a Group basis. External credit checks are obtained for larger customers. In addition, the credit quality of each customer is assessed internally before accepting any terms of trade. Internal procedures take into account the customer's financial position, their reputation in the industry and past trading experience. As a result, the Group's and Company's exposure to bad debts is not significant. Cash and cash equivalents are held with banks with a minimum rating of 'A'.

Financial assets

	Group		Company	
	2018 £	2017 £	**2018 £**	2017 £
Trade and other receivables	**304,550**	352,181	**160,445**	151,106
Estimated irrecoverable amounts	**(10,681)**	(5,000)	**(10,681)**	(5,000)
	293,869	347,181	**149,764**	146,106

Movements on the Group and Company's provision for impairment of trade receivables:

	Group		Company	
	2018 £	2017 £	**2018 £**	2017 £
As at 1 April 2017 / 1 February 2016	**5,000**	10,378	**5,000**	10,378
Provision for receivables impairment	**5,681**	(5,378)	**5,681**	(5,378)
Receivables written off during year as uncollectible	**–**	–	**–**	–
As at 31 March	**10,681**	5,000	**10,681**	5,000

The maximum exposure is the carrying amount as disclosed in Note 12. The average credit period taken on the sale of goods is 35 days (2017: 61 days). The allowance for estimated irrecoverable amounts has been made based upon the knowledge of the financial circumstances of individual trade customers at the reporting date. The Group holds no collateral against these receivables at the reporting date.

Notes to the financial statements
For the year ended 31 March 2018

2. FINANCIAL RISK MANAGEMENT CONTINUED

Credit risk exposure continued

Financial assets continued

The following table provides an analysis of trade and other receivables that were past due at 31 March 2018 and 31 March 2017 but against which no provision has been made. The Group believes that the balances are ultimately recoverable based on a review of past payment history and the current financial status of the customers.

	Group		Company	
	2018 £	2017 £	**2018 £**	2017 £
Up to 3 months overdue	**195,738**	246,077	**112,373**	80,206
3 to 6 months overdue	**17,883**	43,185	**10,283**	25,541
	213,621	289,262	**122,656**	105,747

Capital risk management

The Group's objectives when managing capital (i.e. equity and borrowings) are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Foreign currency risk

The Group's policy is not to use forward contracts and therefore none were outstanding at the year end (2017: £Nil). The Group had no foreign currency exposures at 31 March 2018 or 31 March 2017 so no numerical disclosures have been provided.

3. OPERATING LOSS

(a) Operating loss for the year

Operating loss for the year has been arrived at after charging the following items within administrative expenses:

	2018 £	2017 (restated) £
Depreciation of property, plant and equipment – owned assets	**6,323**	3,696
Amortisation of intangible assets	**97,560**	87,197
Write off relating to intangible assets	**372,445**	81,000
Operating lease rentals in respect of land and buildings	**77,917**	104,672

Further information regarding the impairment of intangible assets can be found in Note 9.

(b) Auditor's remuneration

During the year, the following services were obtained from the Group's auditor as detailed below:

	2018 £	2017 £
Audit services		
– Fees payable to Company auditor for the audit of parent Company and consolidated accounts	**29,000**	26,000
Other services		
Fees payable to the Company's auditor and its associates for other services:		
– The audit of Company's subsidiaries pursuant to legislation	**19,000**	16,000

The disclosure of auditor's remuneration stated above relates to the Company's auditor, BDO LLP, and its associates.

3. OPERATING LOSS CONTINUED

(c) Analysis of operating expenses by nature

	2018 £	2017 (restated) £
Staff costs (see Note 4)	**1,161,518**	1,005,584
Directors remuneration	**383,659**	195,207
Depreciation, amortisation and write offs	**476,328**	171,895
Change in inventory	**–**	15,533
Magazine and technology costs	**184,861**	212,484
Events costs	**930,795**	648,097
Premises costs	**119,297**	166,371
Marketing expenses	**33,236**	68,571
Professional fees	**160,098**	128,434
Other expenses	**122,169**	326,280

(d) Non-recurring costs

The Group incurred certain costs in 2017 and 2018 which the Directors believe should be disclosed as non-recurring as set out below.

	2018 £	2017 (restated) £
Write off relating to intangible assets	**372,445**	81,000
Accounting assistance	**–**	25,300
Impairment of current assets	**–**	24,924
Other matters	**–**	45,560
M&A costs (inc legal fees)	**82,341**	–
Corrections to VAT account	**–**	11,094
Loss on write off relating to software	**14,571**	–
Profit on disposal of historic property, plant and equipment	**(2,051)**	–
	467,306	187,878

(e) Reconciliation of adjusted EBITDA to statutory earnings

Earnings before interest, depreciation and amortisation ("EBITDA") is a measure of earnings and cash generative capacity. Adjusted EBITDA, which excludes non-recurring items, facilitates an understanding of underlying earnings and cash generative capacity. A reconciliation of Adjusted EBITDA to statutory earnings is set out below.

	2018 £	2017 (restated) £
Adjusted EBITDA	**(393,105)**	11,408
Non-recurring items	**(94,861)**	(106,878)
EBITDA	**(487,966)**	**(95,470)**
Depreciation	**(6,323)**	(3,696)
Amortisation and write off	**(470,005)**	(168,197)
Operating loss	**(964,294)**	**(267,363)**
Net finance costs	**(6,531)**	(17,098)
Loss before tax	**(970,825)**	**(284,461)**
Taxation	**–**	–
Loss after tax	**(970,825)**	**(284,461)**

Notes to the financial statements
For the year ended 31 March 2018

4. STAFF COSTS

	Group		Company	
	2018 **£**	2017 £	**2018** **£**	2017 £
Staff costs (excluding Directors)				
– Wages and salaries	**1,046,296**	906,126	**1,046,296**	570,430
– Social security costs	**106,313**	89,478	**106,313**	56,559
– Pensions	**8,909**	9,980	**8,909**	9,980
	1,161,518	1,005,584	**1,161,518**	636,969

Average monthly number of persons employed by the Group:

	2018	2017
Senior management	**4**	4
Finance and administration	**3**	3
Editorial/design/events	**12**	11
Marketing and sales	**9**	6
	28	24

5. DIRECTORS' REMUNERATION

		2018 £	2017 £
Emoluments for qualifying services			
AS Brode	(resigned 30 June 2016)	**-**	3,750
N Dowdall		**165,300**	140,208
K Willey	(resigned 6 December 2017)	**5,000**	5,833
D J Smith	(resigned 6 December 2017)	**65,110**	15,000
CJ Ingram	(resigned 1 July 2017)	**-**	29,166
A Mearns	(resigned 5 May 2016)	**-**	1,250
S Stilwell	(appointed 11 August 2017)	**83,522**	–
C Riddell	(appointed 26 October 2017)	**39,679**	–
A Donoghue	(appointed 15 November 2017)	**8,333**	–
F Gray	(appointed 6 December 2017)	**6,667**	–
N Sachdev	(appointed 6 December 2017)	**10,048**	–
Directors' remuneration		**383,659**	195,207

Share-based payment expense is a non-cash item to adjust for the issue of share options. The Board issues share options to Directors and senior management as it is in their opinion the most effective way to align them with the interests of shareholders.

During the year the Company made pension contributions of £1,430 on behalf of the Directors (2017 nil).

		2018 £	2017 £
N Dowdall		**782**	–
K Willey	(resigned 6 December 2017)	**32**	–
C Riddell	(appointed 26 October 2017)	**404**	–
A Donoghue	(appointed 15 November 2017)	**118**	–
F Gray	(appointed 6 December 2017)	**94**	–
Pensions contributions		**1,430**	–

No share options were exercised in the year (2017: nil).

Fees for professional services totalling £7,980 (2017: £11,200) were payable to Venspeed Ltd, a Company in which Mr K Willey, a Director of Vitesse Media Plc, has a controlling interest. The amount owed to Venspeed Ltd at 31 March 2018 was £nil (2017: £8,000).

During the year, Mr Stilwell subscribed for 17,500,000 1p ordinary shares for £350,000.

Directors' interests in share options

The interests of the Directors in office during the year in share options of the Company are set out in the table below:

	31 March 2017 Number	Granted Number	Forfeited/ lapsed Number	**31 March 2018 Number**	Exercise price Pence	Exercisable period
N Baker	100,000	–	–	**100,000**	9.0	05/08/2010 to 04/08/2020
	50,000	–	–	**50,000**	9.0	28/02/2011 to 04/08/2020
	150,000	–	–	**150,000**	9.0	22/06/2012 to 04/08/2020
	200,000	–	–	**200,000**	8.0	15/02/2015 to 14/02/2021
	250,000	–	–	**250,000**	4.0	27/07/2015 to 26/07/2022
	200,000	–	–	**200,000**	2.25	14/02/2016 to 13/02/2023
	100,000	–	–	**100,000**	4.63	02/04/2017 to 02/04/2024
	500,000	–	–	**500,000**	3.75	30/09/2015 to 30/09/2024
	500,000	–	–	**500,000**	3.0	12/11/2015 to 12/11/2024
	2,050,000	–	–	**2,050,000**		
AS Brode	100,000	–	(100,000)	**-**		
K Willey	100,000	–	(100,000)	**-**		
DJ Smith	50,000	–	(50,000)	**-**		
CJ Ingram	225,000	–	(225,000)	**-**		

Notes to the financial statements
For the year ended 31 March 2018

6. FINANCE COSTS

	2018 **£**	2017 £
Interest payable on bank loan and overdrafts	**6,531**	17,098
	6,531	17,098

7. INCOME TAX

Current taxation

	2018 **£**	2017 £
UK corporation tax	**–**	–

Corporation tax is calculated at 19.00% (2017: 20%) of the estimated assessable profit for the year.

The tax charge for the year can be reconciled to the loss before tax per the consolidated statement of comprehensive income as follows:

	2018 **£**	2017 (restated) £
Factors affecting tax charge for the year:		
Loss before taxation	**(970,825)**	(284,461)
Loss before tax multiplied by the standard rate of corporation tax in the UK of 19.00% (2017: 20.00%)	**(184,457)**	(56,892)
Effects of:		
Other expenses not deductible for tax purposes	**95,430**	35,705
Accelerated capital allowances	**(5,987)**	(1,992)
Tax losses carried forward	**95,014**	23,179
Tax charge	**–**	–

At the reporting date, the Group has unused tax losses of £6,129,540 (2017: £5,629,464 – restated balance) available for offset against future profits. A net deferred tax asset of £1,137,698 (2017: £1,035,130 – restated balance) in respect of losses and other timing differences has not been recognised due to the unpredictability of future profit streams.

8. LOSS PER SHARE

(a) Basic

Basic loss per share is calculated by dividing the loss attributable to owners of the parent by the weighted average number of ordinary shares in issue during the year (Note 14).

	2018 **£**	2017 (restated) £
Loss attributable to owners of the parent	**(970,825)**	(284,461)
Weighted average number of ordinary shares in issue	**144,946,241**	64,561,632
Basic earnings per share (pence per share)	**(0.67p)**	(0.44p)
Basic earnings per share (pence per share) – as previously stated	**–**	(0.32p)
Effect of prior period adjustments on EPS	**–**	(0.16p)

8. LOSS PER SHARE CONTINUED

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

	2018 £	2017 (restated) £
Loss attributable to owners of the parent	**(970,825)**	(284,461)
Weighted average number of ordinary shares in issue	**144,946,241**	64,561,632
Dilutive effect of 'in the money' share options	**100,000**	–
Diluted ordinary shares	**145,046,241**	64,561,632
Diluted earnings per share (pence per share)	**(0.67p)**	(0.44p)
Diluted earnings per share (pence per share) – as previously stated	**–**	(0.32p)
Effect of prior period adjustments on EPS	**–**	(0.16p)

(c) Adjusted

The adjusted earnings per share is calculated by dividing the loss attributable to recurring items by the weighted average number of shares in issue during the year (Note 14).

	2018 £	2017 (restated) £
Loss attributable to owners of the parent	**(503,519)**	(96,583)
Weighted average number of ordinary shares in issue	**144,946,241**	64,561,632
Basic earnings per share (pence per share)	**(0.35p)**	(0.15p)

9. INTANGIBLE ASSETS (RESTATED)

Group	Website development costs £	Software £	Publishing rights £	Sub-total £	Goodwill £	Total £
Cost						
31 January 2016	400,443	258,320	1,810,313	2,469,076	1,037,999	3,507,075
Additions (external)	89,563	–	–	89,563	–	89,563
31 March 2017	490,006	258,320	1,810,313	2,558,639	1,037,999	3,596,638
Additions (external)	7,830	–	–	7,830	–	7,830
Write off relating to intangible assets	–	(239,605)	(647,905)	(887,510)	(471,827)	(1,359,337)
31 March 2018	**497,836**	**18,715**	**1,162,408**	**1,678,959**	**566,172**	**2,245,131**
Amortisation and impairment						
31 January 2016 (as previously reported)	348,025	179,835	571,730	1,099,590	308,667	1,408,257
Prior period adjustments	–	–	416,074	416,074	–	416,074
31 January 2016 (restated)	348,025	179,835	987,804	1,515,664	308,667	1,824,331
Impairment	31,000	50,000	–	81,000	–	81,000
Amortisation charge for the period	7,933	11,457	–	19,390	–	19,390
Prior period adjustments	–	–	67,805	67,805	–	67,805
31 March 2017	386,958	241,292	1,055,609	1,683,859	308,667	1,992,526
Amortisation charge for the year	37,802	1,638	58,120	97,560	–	97,560
Write off relating to intangible assets	–	(225,034)	(440,813)	(665,847)	(306,474)	(972,321)
31 March 2018	**424,760**	**17,896**	**672,916**	**1,115,572**	**2,193**	**1,117,765**
Net book value						
31 March 2018	**73,076**	**819**	**489,492**	**563,387**	**563,979**	**1,127,366**
31 March 2017	103,048	17,028	754,704	874,780	729,332	1,604,112

Notes to the financial statements
For the year ended 31 March 2018

9. INTANGIBLE ASSETS (RESTATED) CONTINUED

Company	Website development costs £	Software £	Publishing rights £	Sub-total £	Goodwill £	Total £
Cost						
31 January 2016	286,012	244,520	1,266,308	1,796,840	570,303	2,367,143
Additions (external)	89,563	–	–	89,563	–	89,563
31 March 2017	375,575	244,520	1,266,308	1,886,403	570,303	2,456,706
Additions (external)	7,830	-	-	7,830	-	7,830
Write off relating to intangible assets	–	(239,605)	(640,500)	(880,105)	(461,827)	(1,341,932)
31 March 2018	**383,405**	**4,915**	**625,808**	**1,014,128**	**108,476**	**1,122,604**
Amortisation and impairment						
31 January 2016 (as previously reported)	255,998	166,035	564,325	986,358	296,474	1,282,832
Prior period adjustments	–	–	176,771	176,771	–	176,771
31 January 2016 (restated)	255,998	166,035	741,096	1,163,129	296,474	1,459,603
Impairment	–	50,000	–	50,000	–	50,000
Amortisation charge for the period	16,528	11,457	–	27,985	–	27,985
Prior period adjustments	–	–	36,505	36,505	–	36,505
31 March 2017	272,526	227,492	777,601	1,277,619	296,474	1,574,093
Amortisation charge for the year	37,802	1,638	31,290	70,730	–	70,730
Write off relating to intangible assets	–	(225,034)	(433,408)	(658,442)	(296,474)	(954,916)
31 March 2018	**310,328**	**4,096**	**375,483**	**689,907**	**–**	**689,907**
Net book value						
31 March 2018	**73,077**	**819**	**250,325**	**324,221**	**108,476**	**432,697**
31 March 2017	103,049	17,028	488,707	608,784	273,829	882,613

Goodwill

	Group		Company	
	2018 £	2017 £	**2018 £**	2017 £
Investor Allstars	**108,476**	108,476	**108,476**	108,476
Growth Company Investor Ltd	**41,663**	41,663	**–**	–
Information Age Media Ltd	**413,840**	413,840	**–**	–
M&A Deals	**–**	165,353	**–**	165,353
	563,979	729,332	**108,476**	273,829

Publishing rights

	Group		Company	
	2018 £	2017 (restated) £	**2018 £**	2017 (restated) £
What Investment	**250,325**	281,615	**250,325**	281,615
Small Business Guide	**–**	207,092	**–**	207,092
Growth Company Investor Ltd	**2,876**	3,451	**–**	–
Information Age Media Ltd	**236,291**	262,546	**–**	–
	489,492	754,704	**250,325**	488,707

9. INTANGIBLE ASSETS CONTINUED

The Group tests goodwill for impairment at each reporting date. If there are indicators of impairment, then other intangible assets are also tested for impairment at each reporting date.

The recoverable amounts are determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, growth rates and direct costs. Management estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the Group. The growth rates are based on a combination of industry growth forecasts and specific business plans for the Group. Changes in direct costs are based on past practices and expectations of future changes.

The Group prepares cash flow forecasts derived from the most recent financial budgets approved by management for a period of twelve months and extrapolates cash for a further forty eight months.

The rate used to discount the forecast cash flows was 11% (2017: 11%). The growth rate used in the cash flow forecast was 4%. Amounts written off from M&A Deals and Small Business Guide relate to publishing rights which the Group no longer holds. The maximum remaining amortisation period on website development costs is up to three years.

Publishing rights – useful economic life

Publishing rights	Held by	Total UEL	Remaining UEL
What Investment	Company	20	8
Small Business Guide	Company	20	–
Growth Company Investor Ltd	Group	20	5
Information Age Media Ltd	Group	20	9

Notes to the financial statements
For the year ended 31 March 2018

10. PROPERTY, PLANT AND EQUIPMENT

	Fixtures, fittings and equipment	
	Group £	Company £
Cost		
1 February 2016	231,164	195,968
Additions	9,961	9,436
1 April 2017	241,125	205,404
Additions	31,511	31,511
Disposals	(231,688)	(195,969)
31 March 2018	**40,948**	**40,946**
Depreciation		
1 February 2016	230,043	194,847
Charge for the period	3,696	3,312
1 April 2017	233,739	198,159
Charge for the year	6,323	6,323
Disposals	(233,739)	(198,159)
31 March 2018	**6,323**	**6,323**
Net book value		
31 March 2018	**34,625**	**34,623**
31 March 2017	7,386	7,245

11. INVESTMENTS

Company	Subsidiary undertakings £
Cost	
As at 1 April 2017	887,554
Impairment	
Brought forward as at 1 April 2017	10,000
Current year impairment	-
Total impairment as at 31 March 2018	**10,000**
Net book value	
31 March 2018	**877,554**
31 March 2017	877,554

The Company holds 100% of the issued ordinary share and voting rights capital of the following subsidiary undertakings which have been included in the consolidated accounts. All subsidiaries are incorporated in England and Wales.

Company	Principal activity	Registered office
Growth Company Investor Ltd	Online, print publishing & events for investors and entrepreneurs	5th Floor, 6 St. Andrew Street, London, EC4A 3AE.
Information Age Media Ltd	Monthly publication and events for IT professionals	5th Floor, 6 St. Andrew Street, London, EC4A 3AE.

Carduus Capital LLP was dissolved on 11 April 2017.

12. TRADE AND OTHER RECEIVABLES

	Group		Company	
	2018 £	2017 (restated) £	**2018 £**	2017 £
Current:				
Trade receivables	**217,325**	303,783	**123,506**	122,672
Provision for impairment of trade receivables	**(10,681)**	(5,000)	**(10,681)**	(5,000)
	206,644	298,783	**112,825**	117,672
Other receivables	**87,225**	48,397	**36,939**	28,434
Prepayments and accrued income	**20,819**	34,668	**20,048**	34,668
Deferred expenses	**21,887**	–	**6,578**	–
	336,574	381,848	**176,390**	180,774

The Group's financial assets are short term in nature. In the opinion of the Directors the carrying values equate to their fair value.

13. CASH AND CASH EQUIVALENTS

Cash, cash equivalents and bank overdrafts include the following for the purposes of the cash flow statement:

	Group		Company	
	2018 £	2017 £	**2018 £**	2017 £
Cash and cash equivalents	**1,004,098**	116,000	**633,349**	47,929
	1,004,098	116,000	**633,349**	47,929

Cash and cash equivalents comprise cash at bank and other short term highly liquid investments with a maturity of three months or less.

14. CALLED UP SHARE CAPITAL

	Number	£
Issued and fully paid ordinary shares of 1p each		
As at 31 January 2016	50,672,743	506,727
Shares issued during the year	13,888,889	138,889
As at 31 March 2017	64,561,632	645,616
Shares Issued in year	107,500,000	1,075,000
As at 31 March 2018	**172,061,632**	**1,720,616**
Deferred shares of 9p each		
At 31 March 2017 and 31 March 2018	**25,603,787**	**2,304,341**

	Share capital £	Share premium £	Total £
Issued and fully paid			
As at 31 January 2016	2,811,068	3,257,810	6,068,878
Shares issued during the year	138,889	111,111	250,000
As at 31 March 2017	2,949,957	3,368,921	6,318,878
Shares issued during the year	1,075,000	946,163	2,021,163
As at 31 March 2018	**4,024,957**	**4,315,084**	**8,340,041**

Rights of shares

Dividends and income – Deferred shares are not entitled to any income or dividend. Ordinary shares are entitled to receive dividends as approved by the Board of Directors.

Voting rights – Deferred shares are not entitled to any vote. Ordinary shares are entitled to one vote per share at General Meetings. Deferred shares cannot be transferred.

Distribution – Upon the liquidation of the Company, once all liabilities have been met, ordinary shareholders will receive the value paid up per share plus £100. Deferred shareholders will then receive the amounts paid up on each share. Any remaining funds will be shared amongst ordinary shareholders.

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14. CALLED UP SHARE CAPITAL CONTINUED

Rights of shares continued
The Company has granted options to subscribe for ordinary shares of 1p each, as follows:

Grant date	Subscription price per share	Period within which options are exercisable	Number of shares for which rights are exercisable 2018	2017
05.08.2010	9.00p	05.08.2010 – 04.08.2020	**100,000**	100,000
05.08.2010	9.00p	28.02.2011 – 04.08.2020	**50,000**	50,000
05.08.2010	9.00p	22.06.2012 – 04.08.2020	**150,000**	150,000
15.02.2011	8.00p	15.02.2015 – 14.02.2021	**200,000**	400,000
27.07.2012	4.00p	27.07.2015 – 26.07.2022	**250,000**	250,000
14.02.2013	2.25p	14.02.2016 – 13.02.2023	**200,000**	200,000
01.04.2014	4.63p	02.04.2017 – 02.04.2024	**100,000**	150,000
30.09.2014	3.75p	30.09.2015 – 30.09.2024	**500,000**	500,000
12.11.2014	3.00p	12.11.2015 – 12.11.2024	**500,000**	725,000
			2,050,000	2,525,000

During the year 475,000 share options were forfeited (2017: 640,000).

15. EQUITY-SETTLED SHARE OPTION SCHEMES

For details of share option schemes in place during the year, see Note 14.

Details of the number of share options and the weighted average exercise price (WAEP) during the year are as follows:

	2018		2017	
	No.	**WAEP**	No.	WAEP
Outstanding at the beginning of the year	**2,525,000**	**4.8p**	3,165,000	4.9p
Forfeited during the year	**(475,000)**	**5.3p**	(640,000)	5.6p
Outstanding at the end of the year	**2,050,000**	**4.7p**	2,525,000	4.8p
Exercisable at the end of the year	**2,050,000**	**4.7p**	2,375,000	4.8p

The market price of the Company's shares on 31 March 2018 was 3.25p (2017: 2.75p).

The fair values are calculated using the Black-Scholes valuation method. No options were granted in 2018 (2017: Nil).

The average remaining contractual life is 4.3 years (2017: 6.1 years).

Options granted have a vesting period of between zero and three years. The exercise of options will normally be conditional on the holder being in the Group's employment at the end of the vesting period.

The Group did not enter into any share-based payment transactions with parties other than employees during the current or previous periods.

The share based remuneration expense comprises:

	2018	2017
Equity-settled share schemes	**–**	–

16. TRADE AND OTHER PAYABLES

	Group		Company	
	2018 £	2017 £	**2018 £**	2017 £
Current:				
Trade payables	**109,360**	152,394	**66,169**	111,099
Taxation and social security	**52,339**	92,193	**208,871**	22,423
Other payables	**35,337**	13,750	**11,765**	8,580
Accruals	**134,020**	397,791	**77,161**	356,965
Deferred income	**209,005**	392,965	**108,589**	57,551
Amounts owed to subsidiary undertakings	**–**	–	**1,927,205**	2,384,778
	540,061	1,049,093	**2,399,760**	2,941,396

The Group's financial liabilities are short term in nature. In the opinion of the Directors the carrying values equate to their fair value. Included in accruals, in the Group and Company, as at 31 March 2018 were accrued balances due to the Directors and former Directors of £nil (2017: £242,552).

17. BORROWINGS

	Group		Company	
	2018 £	2017 £	**2018 £**	2017 £
Invoice discounting facilities	**–**	65,590	**–**	17,473
Short term loans	**–**	74,399	**–**	74,399
Convertible loan	**–**	8,000	**–**	8,000
	–	147,989	**–**	99,872

All borrowings were repaid within the year.

The invoice discounting facility was at a floating rate, exposing the Group to cash flow interest rate risk. The convertible loan and short-term loans are balances owed to the Directors and former Directors.

The weighted average interest rates paid were as follows:

	2018 %	2017 %
Invoice discounting facilities	**2.70**	2.70
Short term loans	**5.49**	5.49
Convertible loan	**6.50**	6.50

Sensitivity analysis on the level of interest rates has not been undertaken as the Directors believe that any increase/decrease in interest rates during the current and previous year would have had no material impact on the level of interest payable. The fair value of borrowings approximates their carrying amount, as the impact of discounting is not significant.

The other principal features of the Group's borrowings are as follows:

(i) Invoice discounting facility advances were secured by a debenture over gross trade receivables the net book value of which is disclosed in Note 12. The average effective interest rate approximates to 2.7% per annum and is determined based on 1.4% to 3.0% above bank base rates.

(ii) Convertible loans had a fixed interest rate of 6.5% and are secured against the Company's assets. No conversions took place during the year.

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18. NOTES TO THE CASH FLOW STATEMENT

	Group		Company	
	2018 £	2017 (restated) £	**2018 £**	2017 (restated) £
Loss before tax	**(970,825)**	(284,461)	**(1,221,157)**	(736,232)
Adjustments for:				
Finance costs	**6,531**	17,098	**6,531**	17,098
Loss on write off relating to software	**14,571**	–	**14,571**	–
Profit on disposal of historic property, plant and equipment	**(2,051)**	–	**(2,192)**	–
Amortisation and write off	**470,005**	168,197	**443,175**	114,490
Depreciation of property, plant and equipment	**6,323**	3,696	**6,323**	3,312
Share-based payment charge	**-**	–	–	–
Operating cash flows before movements in working capital	**(475,446)**	(95,470)	**(752,749)**	(601,332)
Decrease in inventories	**-**	15,533	**-**	13,776
Decrease in receivables	**45,273**	30,456	**4,384**	55,458
(Decrease)/increase in payables	**(509,032)**	260,363	**(84,063)**	(8,411)
Cash flows used in operations	**(939,205)**	210,882	**(832,428)**	(540,509)

All financial liabilities were cash-settled, hence no further disclosure is required for non-cash items.

19. OPERATING LEASE COMMITMENTS

Total of future minimum operating lease payments under non-cancellable operating leases:

	Group		Company	
	2018 £	2017 £	**2018 £**	2017 £
Land and buildings				
Less than 1 year	**98,405**	49,583	**98,405**	49,583
Between 1-5 years	**57,695**	–	**57,695**	–
Over 5 years	**-**	–	**-**	–
	156,100	49,583	**156,100**	49,583

The lease is in respect of the property used by the Group in its business.

20. RELATED PARTY TRANSACTIONS

Group and Company
There is no ultimate controlling party.

Key management compensation
The key management personnel are the Directors, and their remuneration is:

	2018 £	2017 £
Directors' remuneration	**383,659**	195,207
Share based payments	**-**	–
Social security costs	**48,914**	20,089
Pensions	**1,430**	–
Total	**434,003**	215,296

Transactions/balances with Directors
Further details are disclosed in Note 5, 16 and 17.

20. RELATED PARTY TRANSACTIONS CONTINUED

Company

Transactions with subsidiaries

Transactions with subsidiary companies during the year ended 31 March 2018 and period ending 31 March 2017 were as follows:

Vitesse Media Plc cross-charges of costs to Growth Company Investor Ltd £302,824 (2017: £nil).

Vitesse Media Plc cross-charges of costs to Information Age Media Ltd £463,731 (2017: £nil).

At the balance sheet date, the following balances were outstanding:

Loans due (to)/from subsidiary companies	**2018 £**	2017 £
Growth Company Investor Ltd	**(712,612)**	(688,456)
Information Age Media Ltd	**(1,214,593)**	(1,696,323)
Total	**(1,927,205)**	(2,384,779)

21. CONTINGENT LIABILITY

The Company is included in a Group registration for VAT purposes and is therefore jointly and severally liable for all other Group companies' unpaid debts in this connection.

22. PRIOR PERIOD ADJUSTMENTS

The following adjustments have been included in earlier periods, affecting profit and therefore the brought forward reserves:

Group

Impact on statement of profit or loss (increase/(decrease) in profit)	2017 £	earlier £
Amortisation – publishing rights (Growth Company Investor)	(671)	(7,384)
Amortisation – publishing rights (What Investment)	(36,505)	(176,771)
Amortisation – publishing rights (Information Age Media)	(30,631)	(231,917)
Administrative expenses – Adjustments to VAT account	(11,094)	(20,174)
Administrative expenses – Directors salary accrual	–	(41,158)
Total	(78,901)	(477,404)

Company

	2017 £	earlier £
Amortisation – publishing rights (What Investment)	(36,505)	(176,771)
Administrative expenses – Adjustments to VAT account	(2,676)	(2,284)
Administrative expenses – Directors salary accrual	–	(41,158)
Total	(39,181)	(220,213)

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22. PRIOR PERIOD ADJUSTMENTS CONTINUED

Group
Impact on equity (increase/(decrease) in equity)

	31 March 2017 £	31 January 2016 £
Intangibles	(67,807)	(416,072)
Trade and other payables	(11,094)	(61,332)
Net impact on equity	(78,901)	(477,404)

Company

	31 March 2017 £	31 January 2016 £
Intangibles	(36,505)	(179,055)
Trade and other payables	(2,676)	(41,158)
Net impact on equity	(39,181)	(220,213)

Amortisation – change of accounting policy
During the year the Board reviewed the accounting approach to intangible assets, and adopted an accounting policy of amortising publishing rights. The Board estimated a useful economic life of 20 years. As no amortisation was provided in previous years, this resulted in an amortisation charge of £67,807 in 2017 (and prior to 2017: £416,072), with a corresponding cumulative reduction in intangible assets. The 2018 impact was £58,120 and can be seen in Note 9 earlier.

VAT control accounts
The Group also reviewed the historical balances on VAT control accounts and found £31,268 of VAT costs, largely relating to surcharges, that had been deferred to the VAT debtor in the 2017 balance sheet. A prior year adjustment has been made to increase 2017 administration expenses by £11,094 (2016: £20,174) with a corresponding increase in the VAT creditor.

Directors' salary accruals
During the year, the Company paid £41,158 in respect of Non-executive Directors fees relating to prior years which had not been accrued in the 2017 balance sheet. A prior year adjustment has been made to increase 2016 Directors' fees by £41,158 with a corresponding increase in Other Payables.

Company Directors and advisers

DIRECTORS

Nilesh Sachdev, Chairman	(appointed 6 December 2017)
Simon Stilwell, Chief Executive	(appointed 11 August 2017)
David Brown, Group Finance Director	(appointed 29 May 2018)
Nicola Dowdall, Managing Director of Events and Marketing	
Anne Donoghue, Non-executive Director	(appointed 15 November 2017)
Fraser Gray, Non-executive Director	(appointed 6 December 2017)
Charles Riddell, Finance Director	(appointed 26 October 2017, resigned 30 May 2018)
Christopher Ingram, Executive Chairman	(resigned 1 July 2017)
David Smith, Non-executive Director	(resigned 6 December 2017)
Keith Willey, Non-executive Director	(resigned 6 December 2017)

SECRETARY

Louise Park

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COMPANY NUMBER

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AUDITOR

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JOINT BROKER

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