Top Right Group Limited (formerly EMAP International Limited)

Annual Report and Financial Statements

For the year ended 31 December 2011

Registered Number: 0435820

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The directors submit their report and financial statements for the year ended 31 December 2011.

Principal activities
Top Right Group Limited (formerly EMAP International Limited) ("the Company" or "TRG") and its subsidiaries (together "the Group") operate in the global business-to-business media industry. Principal activities are the provision of great content, intelligence, inspiration and access via a combination of multi-platform events, exhibitions and festivals; information services and B2B publishing products and associated awards and conferences. The rights to these activities are either owned by, or licensed to the Group.

The Group's ultimate holding company is jointly owned by funds managed by Apax Partners Europe Managers Ltd ("Apax") and Guardian Media Group plc ("GMG") and was established to acquire the Group. Its ultimate parent company is Eden 2 & Cie SCA.

Apax is one of the world's leading private equity investment groups. It operates across the United States, Europe, Israel and Asia and has more than 30 years of investing experience. Committed capital to date for Funds advised by Apax throughout its history total over $33 billion around the world. These Funds provide long-term equity financing to build and strengthen world-class companies.

GMG is one of the UK's leading multimedia companies. GMG is owned by the Scott Trust, which was created in 1936 to secure the financial and editorial independence of the Guardian in perpetuity.

The senior managers who have oversight of the investment in the Group are:

Apax	GMG
Irina Hemmers	Andrew Miller
Tom Hall (appointed December 2011)	Darren Singer (appointed April 2011)

Irina Hemmers
Irina joined Apax in 2001. Irina has prior experience at McKinsey. MA in International Economics from University of Innsbruck / Tulane University and an MPA in Public Administration from Harvard.

Tom Hall
Tom joined Apax in 1998. He previously worked at Deutsche Morgan Grenfell and S.G. Warburg. Tom holds an MA in English Literature from Trinity College, Cambridge.

Andrew Miller, Group CEO GMG
Andrew joined GMG and was appointed to the Board in 2009 as CFO, before being promoted to CEO in July 2010. Andrew was previously Group CFO of Trader Media Group, which is jointly owned by GMG and Apax Partners. He has also worked at Pepsico, Bass plc and Procter and Gamble.

Darren Singer
Darren joined GMG as CFO in April 2011. He was previously CFO, EMEA at WPP-owned global agency network Group M. He has also worked at BSkyB, the BBC and PwC.

Duncan Painter CEO
Duncan joined TRG in October 2011. Prior to this he was at Sky IQ, a subsidiary of BSkyB, for two years. His previous roles include Global Product Leader at Experian Marketing Services, Chief Executive Officer of consumer intelligence company ClarityBlue and European Systems Integration Director for Hitachi Data Systems. Duncan has extensive experience of leading successful B2B and data companies.

John Gulliver, Interim CFO
John joined TRG in December 2011 and is responsible for finance and treasury activities, together with procurement and legal services. Previously he was Commercial Director at SkyIQ and has held roles of CFO at Precise Media Group and Finance Director for Experian Integrated Marketing. John is an established finance leader in both corporate and private-equity backed organisations, operating in the data, information services and media sectors.

In May 2011 David Gilbertson resigned as Chief Executive Officer and in October 2011 was replaced by Duncan Painter. In December 2011 Martyn Hindley resigned as Chief Financial Officer and has been replaced on an interim basis by John Gulliver. Each of the Group's divisions has a separate management team.

The directors of the company who held office at any time during or since the end of the year are set out below:

Duncan Painter	(appointed 10 October 2011)
Emily Gestetner	
Martyn Hindley	(resigned 22 December 2011)
David Gilbertson	(resigned 23 May 2011)
Christopher Taylor	(resigned 7 February 2011)

Results and dividends
The results for the Group are set out in the consolidated income statement on page 15. The results, from continuing operations over the year ended 31 December 2011, show an operating profit before amortisation of intangible fixed assets and restructuring items of £81.9m (2010: £80.8m) and sales of £249.4m (2010: £243.7m).

There were no discontinued operations during the year (2010: £nil). An ordinary dividend of £23.5m was paid during the year. The directors do not recommend payment of a final dividend (2010: £nil). Dividends on preference shares of £12.5m were paid during the year (2010: £13.4m).

Review of the business and future developments

Overview
TRG is a leading business-to-business multiplatform media group, whose brands provide foresight, inspiration, access and market-leading journalism for businesses across the globe involved in the retail, media, fashion, health, construction, education, government and automotive sectors. TRG delivers products in formats that best suit the customers and communities it serves;, online, in print and in person. Its key business pillars are service excellence; great content;product innovation; sales and marketing brilliance and attracting and retaining the right people, who are all skilled, motivated and determined to succeed.

TRG's events, services and products enable the sharing of best practice, ideas and inspiration, for better, more timely, more informed decisions. TRG gives business professionals the commercial understanding and access to the people and organisations they need to do their jobs better.

TRG is an increasingly international business, with 37% of revenues outside the UK and is focused on developing brands with a global footprint that can serve existing and new customers wherever they are located.

Personal accountability is at the centre of TRG, which means its employees are empowered to create the kind of timely, dynamic products its customers find essential.

During 2011 the Group was structured in four specialist divisions, grouped by product type, and a fifth Middle East operation, stretching the reach of the Group's world-class products around this influential region. In January 2012 Management determined that the Group's customers would be more effectively served by disbanding the Networks division and merging the events with magazines at their core into Inform, with the larger scale events with potential to grow internationally merged into the exhibitions division within Connect. In March 2012 the business was further reshaped into three distinct lines of business: Large Scale Events, Exhibitions and Festivals; Information Services, and Publishing. This transformation of the Group included changes to the name of the Group and two operating businesses and changes to the image, values and propositions to the market of all three operating businesses. Further, the Group is creating an international platform with hubs in New York, Dubai and Hong Kong to further exploit products internationally.

The Group has five main business pillars: excellent customer service; world-class sales and marketing; product innovation, great content and people. In March 2012, the Group was further restructured into three main lines of business, transforming the businesses to deliver exceptional top line growth. As a result, the Group has been renamed Top Right Group and the lines of business are:

- i2i Events delivers our industry-best Exhibitions and large scale events, such as World Retail Congress, Spring Fair, BETT and Pure London. i2i Events also includes Lions Festivals, managing Cannes Lions, Eurobest, Asian Marketing Effectiveness Awards, Dubai Lynx and Spikes Asia.
- 4C-Group, a global information services business with world-class design, infrastructure and customer insight products, including WGSN, Glenigan and Planet Retail.EMAP Publishing, retaining the former corporate name and associated heritage, is a progressive B2B publisher with industry-leading titles, online products, conferences and awards. Its portfolio includes fashion magazine Drapers, Architects' Journal and Retail Week.

The name of the company was changed from Emap International Limited to Top Right Group Limited on 29 March 2012.

Emap Connect, now known as i2i Events Group owns and manages a portfolio of world-renowned trade events, including Spring Fair – one of the largest retail events in Europe – World Retail Congress and Cannes Lions, the highly respected annual International Advertising Festival. As the UK's leading organizer of trade exhibitions - including Naidex, BETT and Pure London, it provides vital buying platforms, education and networking opportunities for more than 200,000 decision makers each year in the retail, fashion, health and built environment sectors.

Emap Data and Insight, now known as 4C-Group is home to leading services including WGSN, IJ, Planet Retail, Glenigan and Groundsure. These award winning products provide foresight, timely intelligence and deep analysis on the Retail, Fashion, Built Environment, Media and Political industries. They are embedded in customer workflows and enable Clients to foresee the future for their industry and make timely and informed decisions for their businesses thanks to the accurate and comprehensive reports, news, analysis and data. Innovative delivery channels enable Clients to access our products in the office and on the move.

Emap Inform, now EMAP is home to many B2B industry-leading brands and reaches customers across multiple touch points including magazines, online, Twitter, LinkedIn, awards and conferences. Its portfolio includes Retail Week, Health Service Journal, Architects' Journal and Drapers. EMAPenables its online and offline readers and visitors to stay at the cutting edge of their sector for sustained business strength and growth.

The Group operation in the Middle East is the leading provider of business information, intelligence and events in the region. It has two key brands: MEED and AME Info. Middle East information services products now report into 4C-Group and Middle East events are managed locally on behalf of i2i Events.

Emap Networks, which was disbanded in January 2012, used to produce more than 100 intensively researched conferences a year, which attracted thought leading speakers, delegates and sponsors. Key events included World Retail Congress, Patient Safety Congress, World Architecture Festival and Retail Week Conference. In January 2012 the Networks division was disbanded, with conferences anchored in magazines moved into EMAP,, with the larger scale events with potential of international growth merged into the Exhibitions and Festivals division, now known as i2i Events Group.

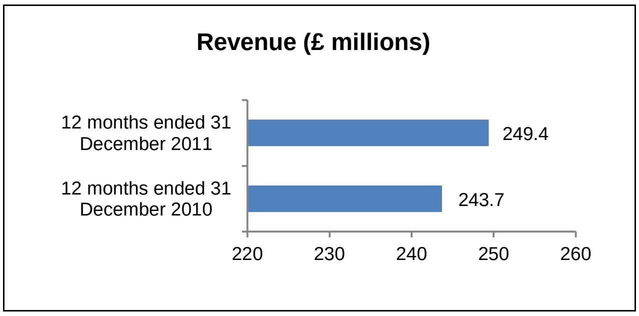
A lean corporate function provides strategic support to the new operating businesses, offering expertise in strategic marketing, reward and talent development, legal, finance, group communications, M&A and other services.

	Audited Year ended 31 December 2011 £'m	**Audited Year ended 31 December 2010 £'m**
Revenue	249.4	243.7
Cost	(163.4)	(158.7)
Earnings before restructuring items, interest, tax, depreciation and amortisation	**86.0**	**85.0**
Depreciation & amortisation of software	(4.1)	(4.2)
Underlying operating profit*	**81.9**	**80.8**
Restructuring items, amortisation and impairment of intangible assets	(22.3)	(19.6)
Operating profit	**59.6**	**61.2**

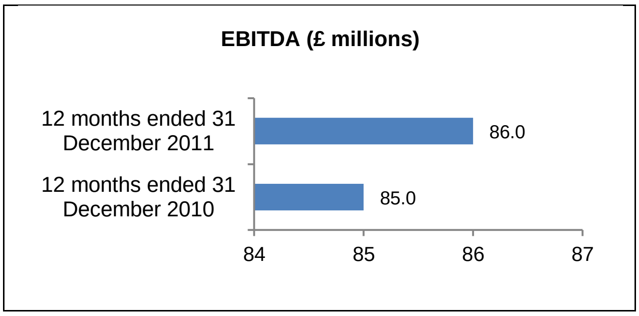
* Underlying operating profit excludes restructuring items, amortisation and impairment of intangible assets.

Key Performance Indicators
During the course of the year the Board set operational KPIs which are tracked and reviewed at each Board meeting in order to assess performance.

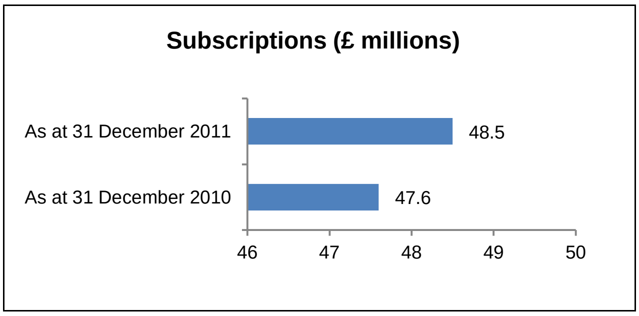
The charts presented represent KPIs which are tracked and reviewed periodically by senior management.



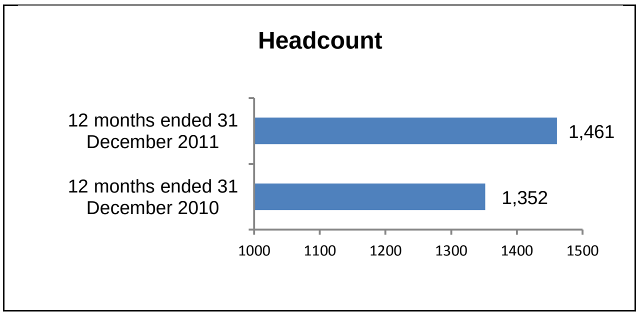
Revenue
Measures the level of continuing operating activity and growth of the business. Revenue for the period is as stated in Note 2 to the financial statements.



EBITDA
Measures earnings before interest, tax, amortisation, depreciation, impairments and restructuring costs as defined in the accounting policies, and provides a measure of the underlying profitability of the business.



Subscriptions
Represents the value of cash received for future subscriptions and provides a measure of the underlying strength of future revenue.



Headcount
Represents the average number of full time employees employed in each financial year and constitutes a major component of the Group's cost base.

Operating and Financial Performance 2011

TRG reported earnings before interest, tax, depreciation and amortisation of £86.0m (2010: £85m) on revenue of £249.4m (2010: £244m) for the year ended 31 December 2011.

Despite continuing economic uncertainty in some of the Group's core markets the Group saw revenue and profit grow from the prior year driven primarily by increased profitability and revenue in Connect, now i2i Events Group, the Group's largest division.

The gains in Connect were partially offset by reductions elsewhere in the Group. The continuing downward pressure on spending in the UK public sector continued throughout the period which impacted event delegate numbers and recruitment advertising revenue relating to the public sector. Recruitment advertising within EMAP was just under 9% of turnover, while display advertising, subscriptions and conferences and awards account for around 30% of turnover each. By the end of the year, Awards and conferences in particular were growing at double digit rates.

Despite the challenges in the public sector, the Group developed new revenue streams and delivered an overall robust performance which led to revenues exceeding the prior year by 2% and prior year EBITDA by 1%. Cannes Lions, the renowned International Festival of Creativity, and Spring Fair performed particularly strongly. The Group has responded to the challenging market conditions by investing significantly in the business, particularly around improving the business offerings in Data & Insight, now known as 4C-Group, while reorganising the business with a particular focus on product innovation, customer service, excellent content and world class sales and marketing to ensure that the right structure is in place for the Group's strong brands to grow particularly internationally.

The Group incurred restructuring items of £7.0m excluding impairment of intangible assets (2010: £4.7m) as detailed in Note 4.

Net financing expense

The Group's net financing expense was £7.2m during the year (2010: £16.8m).

Cash flow and debt

The Group remains highly cash generative, generating £69.5m, (2010: £52.7m) net cash inflow before financing activities. Continuing close management of working capital and improvements in credit control processes have insured that operating cash flows of £88.6m (2010: £77.7m), exceeded the prior year. Cash has been used to reinvest in product innovation, world-class customer service, sales and marketing and people. It has also been used to pay off debt.

Statement of Financial Position

The Group's statement of financial position is disclosed on page 18 of the financial statements.

In line with International Financial Reporting Standards, the Group undertakes a periodic review of its intangible assets to ensure alignment with external market prices and conditions. As a result of this review, an impairment of £5.2m has been recognised in the year (period ended 31 December 2010: £nil). The impairment primarily relates to the closure of the Interbuild and related exhibitions within the Connect division (now i2i Events Group), where the Group took the strategic decision to withdraw from a crowded marketplace and a reduction in the carrying value of De Havilland within Data and Insight (now Information Services).

Divisional Review

A review of the performance of the five divisions, for the year and their key performance indices is provided below.

Emap Connect, (now known as i2i Events Group)

The business generated £88.5m (2010: £77.9m) of revenue. It is a leading trade exhibition and festival organiser and brings together buyers and exhibitors at over 25 major exhibitions and festivals each year in the UK and internationally, providing buying platforms, educations and networking opportunities for the retail, fashion, health, education and built environment sectors. The division has performed strongly in the year with increased revenues that reflect the investment that has been made to strengthen its events portfolio.

The leading exhibitions increased revenues during 2011, with Cannes Lions the international advertising festival, improving further from a strong 2010, performing particularly well. In addition to the strength of existing events, it ran a successful Broadcast Video event, which was under sole ownership for the first time having previously run as a joint venture and also launched Broadcast Video North to serve the fast developing regional presence in Manchester, which had a successful first year.

Emap Data and Insight, (now known as 4C-Group)
The information services business, now known as 4C-Group, generated revenues of £82.3m (2010: £80.2m).

The Group produces digitally delivered intelligence, analysis and forecasting tools across a number of industry sectors that enable its clients to build, strengthen and maintain their businesses.

Its portfolio grew revenues year on year by 3%, in challenging market conditions while continuing its programme of significant investment in expanding the quality and relevance of its business intelligence and global reach.

The business continues to invest in maintaining the quality and relevance of its intelligence and expanding its global reach. Planet Retail is developing its retail intelligence towards the US China and Latin American markets and Infrastructure Journal, the most influential insight and data service for global infrastructure and project finance is also expanding its US presence. Elsewhere in the portfolio, Groundsure, provider of property environmental reports, was able to expand its consultancy work and increase market share. CAP, the automotive valuation data product continued its strong performance with a solid growth in year on year revenues. WGSN, the world's leading online fashion and style forecasting service launched a Chinese language translation of its website, launched a partnership deal with Vogue to market the Vogue picture library and is benefitting from the investment in WGSN Fontis, the new web platform released in 2010.

At December 2011, DeHavilland, which provides political intelligence and monitoring was held as available for sale following an offer for the business which has been accepted by the Group. The offer was subsequently referred to the Office of Fair Trading; a ruling on the transaction is awaited in May.

On 18th May 2012 the group completed the sale of the trade and assets of CAP the automotive research division to Montague Private Equity house. Management have not disclosed the proposed sale price as the information is commercially sensitive.

Inform (now known as Emap Publishing)
The division generated revenues of £49.5m (2010: £53.3m).

EMAP produces industry-leading business publications including real time online resources and intelligence and awards events. The division publishes 19 weekly and monthly business magazines combined with their related online output across four market sectors in the UK: health and local government, construction, retail and media. Key weekly titles include Construction News, Retail Week, Drapers, Broadcast, Screen International, Local Government Chronicle, Health Service Journal and Architects' Journal. Harnessing the magazine brands, the business runs 29 content sites and jobs boards and organises over 40 industry awards ceremonies.

Trading conditions for public sector titles were affected during the year by the continuing uncertainty in the public sector and around government spending. EMAP is investing in new value added content to drive subscription and digital revenue and to further reduce reliance on advertising and print revenue. Development of online recruitment platforms aligned to industry leading brands such as Drapers International has continued with the launch of drapersjobs.com, which won best niche jobs board in 2012 OnRec Awards, and a number of other niche sites.

The Awards business continued to grow particularly strongly in 2011, primarily on an organic basis with increased attendance at our existing events, which saw the division benefit from a tight focus on content. The outlook for awards both from sponsorship and attendees look strong for 2012, following on from the growth delivered over the past two years.

Emap Networks, (disbanded in January 2012)
The division generated £11.4m (2010: £13.8m) of revenue.

Networks produced over 100 events during 2011 in the areas of health, education, local government, retail, media, architecture and the built environment. Networks revenues were significantly impacted in 2011 by continuing uncertainly in the public sector and the downward pressure on government spending. As a result of this uncertainly, Networks reduced the volume of public sector events in 2011 with a corresponding reduction in the cost base, which saw revenues declined by 17% year on year.

In January 2012, management determined that Networks strongest events would be better placed for future growth by merging those events anchored in EMAP's leading magazine brands with EMAP, and the large scale events, with potential to grow internationally, merged into the exhibitions and festivals business, known as i2i Events Group.

Emap Middle East
Revenues of £17.7m (2010: £18.5m) were generated by the division.

Emap Middle East is the leading provider of business information and events in the region. After a strong start to the year, regional unrest has created more challenging trading conditions, particularly for advertising and delegate revenues.

Despite the continuing uncertainty in the region, other revenue streams, in particular digital subscriptions and research reports have performed well with strong growth. This, combined with a tight focus on logistic and marketing costs have allowed revenue and profits to remain flat in dollar terms, while the number of events held has increased, putting the operation in a strong position for future growth.

Future Outlook
Despite challenging external market conditions in 2011, the underlying strength of the Group's brands delivered growth in revenue and profitability. The investments made in the business during 2011, as well as the reshaping to create new distinct lines of business and the placing of the profitable events formerly managed within the Networks division to their natural homes within EMAP and i2i Events, leaves the Group effectively placed for further top line growth in 2012.

As part of the transition to three independent business lines the Group plans to move from its central building in London which currently houses the majority of all three divisions into three separate premises also based in London in the second half of 2012. Moving premises is central to building the independent, creative business cultures that will fuel top line growth.

Principal Risks and Uncertainties

Economic factors
A significant change in the global economy or more specifically to the economic backdrop to any of the markets served by the Group may lead to a decline in the performance of any of the Group's principal brands, particularly in those divisions more exposed to discretionary spend such as advertising as the major source of revenue. This could have an adverse impact on the Group's operational results. The operating businesses constantly monitors the performance of all of their brands and is strategically positioned to reduce the dependence on advertising by increasing the level of subscription revenues, as well as revenues from on-line products. Subscription revenues, which are typically committed annually account for more than 38% of all Group revenues.

Migration from print
As access to the Internet has increased and its use has changed many working practices, customers are seeking to consume their media in a variety of different ways: on line; on the page; app; etc. The Publishing business has adapted to the changing needs of its readers, advertisers and other customers by providing information through a range of new media. There is a risk that by doing so the Group potentially cannibalises its own print products, but to mitigate this risk the publishing business's strategy has been to treat all new media as complementary to traditional print delivery and adapt the content to meet the audience's needs depending on the medium. The speed of this transition to digital, multi-touch points differs from market to market but each division remains very close to its given market to understand our customers' expectations and whether their needs are being met.

Risk Management

Operational risk
Given the scale and diversity of the Group there is inherent operational risk that the internal systems and processes fail or are inadequate to meet the business needs. The Group had outsourced technology, HR and elements of the accounting functions to established external providers, but has now partially reversed that decision where processes can be more effectively managed and a better quality of service delivered by an in-house team of experts. The operational risks faced by the business may be harder to manage during a period of rapid change, such as the reorganisation of the group outlined above.

Liquidity risk
The Group's objectives are to safeguard its 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.

The Group's cash and net debt position is monitored and reported by the Treasurer on a daily basis. Cash flow is tightly managed and reported to the Board monthly. Treasury policies are pre-approved by the Board and all foreign exchange dealings are pre-authorised by the Chief Financial Officer or his nominated alternate.

Foreign Exchange risk
The Group earns foreign currency profits, principally in US dollars and Euros and pays foreign currency interest on US dollar and Euro bank debt. The Board approves the Group's hedging strategy. The Group had no foreign exchange hedges in place as at 31 December 2011.

Insurance risk
The Group maintained a Directors' and Officers' liability insurance policy throughout the period. Thus, in accordance with the Company's Articles of Association and to the extent permitted by the laws of England and Wales, the directors are granted an indemnity from the Group in respect of those liabilities incurred as a result of their office. The Group maintained the usual business insurances to ensure that the activities undertaken by the Group are adequately covered.

Credit risk
Credit risk arises from deposits with banks and financial institutions, as well as credit exposure to customers.

The Group minimises its risk by dealing with only a limited range of financial institutions with secure credit ratings and ensures that there is no significant concentration of deposits. Counterparty limits are pre-agreed by the Board and monitored on a daily basis.

The Group incurs credit risk in the usual course of business. In the subscription and event businesses credit risk is limited as cash is generally received before the service is provided. Overall the Group considers that it is not exposed to a significant amount of either customer credit or bad debt risk due to the diversified and fragmented nature of the customer base.

Pricing risk
The Group faces pricing risk. This arises from general market pressures in a tougher trading environment and also from pricing tactics of competitors. Senior management manage this risk by maintaining centralised control over pricing strategies and constant monitoring of the external competitive environment.

Capital structure
The Group is financed by its parent undertaking, which in turn is financed by a combination of debt and equity. The Group's major banking facilities are detailed below:

	Facility	**Drawn**	**Final Maturity**	**Margin over LIBOR**
	£'m	**£'m**		**%**
Loan notes	5.8	5.8	within 1 year	(0.75)
Senior facility A	90.3	83.1	March 2015	3.0
Senior facility B	197.1	197.1	March 2016	3.5
Senior facility C	197.1	197.1	March 2017	4.0
Senior facility D	14.5	14.5	March 2015	3.0
Revolving credit facility	15.0	-	March 2015	3.0
Mezzanine facility	92.0	92.0	March 2018	10.25

17% of the drawn facility is held in USD and 24% in Euro to reduce the foreign currency risk of the Group. At 31 December 2011, total banking facilities amount to £611.8m of which £589.6m was utilised. Under the Group's banking arrangements, the Group has to comply with four key covenant tests:

(i) Debt cover - ebitda to net debt;
(ii) Interest cover – ebitda to net finance charges;
(iii) Cash flow cover – cash flow to net debt service; and
(iv) Capital expenditure.

In February 2011, TRG converted $100m of its US dollar senior debt and £15m of its Sterling senior debt into €90m senior Euro debt on the same terms as existing Euro debt. This was done to better match the currency mix of the Group's profits.

Under the Group's banking arrangements the Group was required to swap a minimum of 50% of the Group's variable rate borrowing into fixed interest rates until March 2011. In March 2011, the Group entered into interest rate swaps with a peak notional amount of £390.0m to extend the hedge profile out to April 2015, which has increased the proportion of the net debt at fixed interest rates. Of the £589.6m bank borrowings, £462.3m is swapped into fixed interest rates varying from 2.3% to 4.9%.

The Group operated within its covenant limits at all times during the year under review.

In January 2011 110,000,000 of the 270,300,000 US$1 preference shares then on issue were redeemed and replaced by an additional 89,000,000 €1 preference shares, bringing the total €1 on issue to 176,000,000.

Employees
A key part of any organisation is its people. The Group and its business units invest in training and skills development to ensure that people have the right tools and support to excel in their jobs. The company and its operating businesses rely on the skill, imagination and creativity of its people to deliver inspirational festivals and events; business critical information services and must have magazines and digital products that inform business communities, attract advertisers and deliver sustainable growth to the top line.

It puts its customers at the heart of everything it does. To serve its customers, Group companies are committed to attracting, retaining and developing the most talented people that work within the industry. It is focussed on supporting and enabling its people to achieve their potential and career ambitions and to share in Group success.

It empowers its people to be creative, take calculated risks and make accountable decisions as the key to continued success. The values emphasise personal responsibility and the freedom to innovate while also constantly encouraging links between teams and businesses wherever it makes sense to collaborate.

The directors are committed to providing ongoing communication to and with their employees. The CEO holds regular meetings with small and large groups of individuals across the group to update them on the business and to hear their views, highlighting strategic goals and business performance.

The Group encourages teams within each business to celebrate product launches and inspirational successes as they occur. This is supplemented with an internal intranet, which is a key focus of its communication strategy and an information resource for its employees.

The Group aims for timely, transparent communications with everyone across the business and consults with its people on a regular basis, ensuring a common awareness of the business objectives and performance of the brands they work on, their business and the overall Group. It also recognises success through business award programmes such as Star of the Month, the monthly Editorial Excellence Awards and The Elite Club, open to the highest performers in the company.

The Group is committed to employing, developing and promoting individuals from diverse backgrounds and from all sections of society.

It operates a flexible benefit scheme and supports individuals and teams in finding the right working patterns to meet the needs of the business while achieving a good work/life balance.

The Group and its operating companies believe in treating all employees fairly and without discrimination throughout recruitment, induction and development. They all want their employees to flourish and succeed, the strength and achievement of employees is reflected in the growth and success of the brands.

The Group is committed to providing equality of opportunity to all existing and prospective employees without unlawful or unfair discrimination. Full support is given to the employment and advancement of disabled people.

Sustainability
During the year the Group continued to improve print run efficiency and saught to utilise fewer presses and generate less waste on paper stock.

By consolidating print runs and using the same cover and text stock throughout we are able to print back to back and reduce the amount of ‘make ready copies’ to one on a single press run – across batches of titles. This reduces the amount of paper wastage that occurs from continually printing just one title at a time. By working with our printers we can reduce wastage on paper, ink and plates and in addition aim to purchase the lowest paper volume necessary in using only one or two grades across all titles and supplements.

The Group’s contracted print suppliers all hold PEFC, FSC Chain of Custody and are 14001 accredited, ensuring that the paper stock for our weekly and monthly titles is sustainably sourced.

The Group also has a programme to actively reduce its carbon footprint. This follows a criteria of mill assessment rated on product grade, energy consumption per tonne and percentage of recycled fibre content from certified forestry sources.

The Group is committed to working with all nominated suppliers in an aim to achieving the most economical and environmentally friendly way possible to manufacture all printed matter produced and are currently assessing carbon footprints across the portfolio of titles.

Donations

The Group helps employees donate to charity through a matching scheme and a payroll administered Give As You Earn (GAYE) scheme. The Group has not made any political donations during the year under review.

Creditor payment policy

The Group understands the benefits to be derived from maintaining good relationships with its suppliers and accordingly the Group ensures that, wherever possible, its payments to suppliers for goods and services are made in accordance with the suppliers' terms and conditions. For the year ended 31 December 2011 the Group's creditor days were 44 days (2010: 67 days).

The Group had no material trade creditors during the year.

Corporate responsibility

The company has a commitment to play its part as a leading media organisation in creating a fair society that lives within the means of our planet. Driven by our duty to our readers and communities – the Group will enable our audiences, customers, employees, advertisers and suppliers to build a more sustainable future. In partnership with GMG we have created a sustainability vision (the Power of 10) with 10 focus points, which are; 1, Audiences and Customers; 2, Governance; 3, Products and Services; 4, Advertising; 5, Environmental Management; 6, Carbon Management; 7, Procurement; 8, Employee Engagement; 9, Embedding sustainability into the workplace; and 10, Community.

Contractual arrangements

In common with the industry that the Group operates in, numerous small contractual arrangements are entered into in the normal course of business.

Significant contractual relationships include the outsourcing of all IT services to BT, financial processing to Tata Consultancy Services and payroll processing to Northgate Systems Ltd. These relationships in the past were managed actively with services monitored on a regular basis against agreed KPIs and deliverables. In March 2012 some of these contracts were cancelled and the Group intends, where appropriate to bring these critical services back in house where they can be delivered even more effectively.

The Conference and Festivals division now known as i2i Events Group has contractual arrangements with venue providers which are essential to its business. Insurance is held to cover the Group against loss of profits should these venues become unavailable.

Going concern

The directors are satisfied that the Company and the Group have adequate resources to continue to operate for the foreseeable future.

D Painter
Director
22 May 2012

Registered Number: 0435820

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the group and parent company financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare group and parent company financial statements for each financial year. Under that law they have elected to prepare the group financial statements in accordance with IFRSs as adopted by the EU and have elected to prepare the parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the group and parent company and of their profit or loss for that period. In preparing each of the group and parent company financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- for the group financial statements, state whether they have been prepared in accordance with IFRSs as adopted by the EU;
- for the parent company financial statements, state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the group and the parent company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud
and other irregularities.

We have audited the financial statements of Top Right Group Limited for the year ended 31 December 2011 set out on pages 15 to 52. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor
As explained more fully in the Directors' Responsibilities Statement set out on page 13, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements
A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements
In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2011 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the EU;
- the parent company financial statements have been properly prepared in accordance with UK Generally Accepted Accounting Practice;
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

Hugh Green (Senior Statutory Auditor)

for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

15 Canada Square, London, E14 5GL

Date: 31 May 2012

TOP RIGHT GROUP LIMITED (FORMERLY EMAP INTERNATIONAL LIMITED)
Consolidated Income Statement
For the year ended 31 December 2011

	Note	2011 before restructuring costs, amortisation and impairment £'m	2011 restructuring costs, amortisation and impairment £'m	2011 statutory results £'m	2010 before restructuring costs, amortisation and impairment £'m	2010 restructuring costs, amortisation and impairment £'m	2010 statutory results £'m
Continuing operations							
Revenue	2	249.4	-	249.4	243.7	-	243.7
Cost of sales	4	(54.3)	-	(54.3)	(52.8)	-	(52.8)
Distribution expenses	4	(4.2)	-	(4.2)	(4.4)	-	(4.4)
Administrative expenses	4	(109.0)	(22.3)	(131.3)	(105.7)	(19.6)	(125.3)
Operating profit		81.9	(22.3)	59.6	80.8	(19.6)	61.2
Loss on disposal of business		-	-	-	-	(17.9)	(17.9)
Finance costs	7	(13.8)	-	(13.8)	(16.8)	-	(16.8)
Finance income	7	6.6	-	6.6	-	-	-
Profit before taxation		74.7	(22.3)	52.4	64.0	(37.5)	26.5
Taxation	8	(6.4)	-	(6.4)	(10.7)	-	(10.7)
Retained profit for the year		68.3	(22.3)	46.0	53.3	(37.5)	15.8
Attributable to:							
Equity holders of the parent	29			46.0			15.8

All results were from continuing operations.

There are no material differences between the results as disclosed in the income statement and the results on an historical cost basis.

Restructuring items are defined as items which relate to changes in the structure or composition of the Group or derive either from events or transactions that fall outside the usual activities of the Group that in aggregate need to be disclosed separately if the financial statements are to give a true and fair view. An analysis of restructuring items is given in note 4.

The accompanying notes form part of these financial statements.

TOP RIGHT GROUP LIMITED (FORMERLY EMAP INTERNATIONAL LIMITED)
Consolidated Statement of Comprehensive Income
For the year ended 31 December 2011

	Note	**2011** **£'m**	**2010** **£'m**
Profit for the year		46.0	15.8
Other comprehensive income:			
Foreign exchange translation differences	28	(4.0)	(1.9)
Net income/(expense) recognised directly in equity		(4.0)	(1.9)
Total recognised income and expense for the year		42.0	13.9
Attributable to:			
Equity holders of the parent		42.0	13.9

The accompanying notes form part of these financial statements.

TOP RIGHT GROUP LIMITED (FORMERLY EMAP INTERNATIONAL LIMITED)
Consolidated Cash Flow Statement
For the year ended 31 December 2011

	Note	2011 £'m	2010 £'m
Cash flow from operating activities			
Cash generated from operations	9	88.6	77.7
Interest paid		(12.5)	(13.4)
Interest received		0.7	-
Tax received		1.0	2.1
Net cash generated from operating activities		77.8	66.4
Cash flow from investing activities			
Acquisition of subsidiary undertakings, net of cash	31	-	(6.5)
Acquisition and internal development of software		(5.0)	(7.6)
Acquisition of property, plant and equipment		(2.9)	-
Acquisition of investments		-	(0.2)
Acquisition of other intangible assets		(0.4)	-
Loans to associated undertakings		-	0.6
Net cash used in investing activities		(8.3)	(13.7)
Cash flows from financing activities			
Dividends paid		(23.5)	-
Loans to group undertakings		(48.7)	(46.4)
Net cash used in financing activities		(72.2)	(46.4)
Net (decrease)/increase in cash and cash equivalents		(2.7)	6.3
Cash and cash equivalents at the beginning of the year	20,23	49.9	43.7
Exchange gains on cash and bank overdrafts		(0.2)	(0.1)
Cash and cash equivalents at the end of the year	20,23	47.0	49.9

The accompanying notes form part of these financial statements.

TOP RIGHT GROUP LIMITED (FORMERLY EMAP INTERNATIONAL LIMITED)
Consolidated Statement of Financial Position
As at 31 December 2011

	Note	2011 £'m	2010 £'m
Assets			
Non-current assets			
Intangible assets	12	318.9	345.5
Property, plant and equipment	13	5.2	4.1
Investments in joint ventures and associates	14	0.4	0.4
Long term receivables	15	-	2.0
Deferred tax assets	26	10.3	3.9
		334.8	355.9
Current assets			
Assets held for sale	16	12.3	-
Inventories	17	14.8	15.1
Trade and other receivables	18	225.8	279.4
Cash and cash equivalents	20	47.0	49.9
		299.9	344.4
Liabilities			
Current liabilities			
Trade and other payables	21	127.9	208.0
Current tax liabilities		2.4	4.3
Provisions	25	1.2	2.2
		131.5	214.5
Non-current liabilities			
Deferred tax liabilities	26	19.6	23.5
Other non-current liabilities	24	1.4	1.0
Financial instruments	27	250.4	248.0
Provisions	25	1.2	1.2
		272.6	273.7
Net assets		230.6	212.1
Shareholders' funds			
Capital and reserves			
Called up share capital	27	65.6	65.6
Share premium account	27	326.9	326.9
Capital redemption reserve	27	284.9	284.9
Other reserves	28	9.1	13.1
Retained earnings	29	(455.9)	(478.4)
Shareholders' funds		230.6	212.1

The financial statements were approved by the Board of Directors on 22 May 2012 and were signed on its behalf by:

Duncan Painter, Director

Emily Gestetner, Director

Registered Number: 0435820

The accompanying notes form part of these financial statements.

TOP RIGHT GROUP LIMITED (FORMERLY EMAP INTERNATIONAL LIMITED)
Consolidated Statement of Changes in Equity
As at 31 December 2011

	Called up share capital	Share premium account	Capital redemption reserve	Other reserves	Retained earnings	Total
	£'m	£'m	£'m	£'m	£'m	£'m
At 1 January 2010	65.6	326.9	284.9	15.0	(494.2)	198.2
Exchange Differences arising on translation of foreign operations	-	-	-	(1.9)	-	(1.9)
Profit for the period attributable to equity holders of the parent	-	-	-	-	15.8	15.8
At 1 January 2011	65.6	326.9	284.9	13.1	(478.4)	212.1
Exchange Differences arising on translation of foreign operations	-	-	-	(4.0)	-	(4.0)
Profit for the year attributable to equity holders of the parent	-	-	-	-	46.0	46.0
Dividends paid	-	-	-	-	(23.5)	(23.5)
At 31 December 2011	65.6	326.9	284.9	9.1	(455.9)	230.6

The accompanying notes form part of these financial statements.

1. Principal accounting policies

Authorisation of financial statements

The financial statements of the Group for the year ended 31 December 2011 were authorised for issue by the Board of Directors on 22 May 2012 and the statement of financial position was signed on the Board's behalf by Duncan Painter and Emily Gestetner.

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB) and International Financial Reporting Interpretations Committee's (IFRIC) interpretations as adopted by the European Union (EU) applicable at 31 December 2011, and those parts of the Companies Act 2006 applicable to companies reporting under IFRS. These accounts have been prepared under the going concern principle, as discussed in the directors' report at page 12. The Group operated within its covenant limits at all times during the year under review, and the directors continue to forecast that the Group will continue to operate within those limits for the foreseeable future.

Going concern

The company is a guarantor to loans held by its immediate parent company, Eden Bidco Limited whose principal bank facilities expire between 2015 and 2016: these loans secured by a fixed and floating charge over the group's assets. Further details of the group's funding structure is given in the Directors' report.

The financial covenants of these facilities include interest cover, leverage cover and cash flow cover. At 31 December 2011, the group is in compliance with its financial covenants.

The group has prepared trading forecasts for the 18 month period ending 30 June 2013. The financial performance of the Group is dependent upon the wider economic environment in which it operates. As explained in the 'Principal risks and uncertainties' on page 9 factors that particularly impact upon the performance of the Group include the extent to which corporate marketing budgets for trade publications and exhibitions are reduced, the health of the economy generally and to a reducing extent the level of recruitment activity of the Group's customers.

The group's forecasts indicate that there is sufficient headroom against the leverage cover for a period of not less than 12 months from the date of approval of these financial statements. Moreover, the disposal of the CAP business on 18 May 2012 has significantly reduced the group's overall net debt position and increase headroom against financial covenants. The Board has considered a number of potential scenarios that may further increase headroom against its financial covenants in the event that it need to do so: these include delaying certain discretionary capital expenditure, further divestment of certain of its operations and reducing operating expenditure currently included in the forecasts.

Based on this assessment, it is the Board's view that the group will have adequate resources to continue as a going concern for the foreseeable future.

Application of new or amended EU endorsed accounting standards

The following standards have been adopted for the first time in these financial statements:

1) IFRS1 *First-Time Adoption of International Financial Reporting Standards Limited Exemption from Comparative IFRS7 Disclosures for First Time Adopters*- the amendment had no impact on the Company's financial statements.

2) IAS24 *Related Party Disclosures (Revised)*- the amendments had no impact on the Company's financial statements.

3) IAS32 *Financial Instruments, Presentation and Classification of Rights Issues (Amendment)*- the amendment had no impact on the Company's financial statements.

4) Annual Improvements to IFRS 2010 covering IFRS1 *First-Time Adoption of International Financial Reporting Standards, IFRS3 Business Combinations, IFRS7 Financial Instruments Disclosures, IAS1 Presentation of Financial Instruments, IAS27 Consolidated and Separate Financial Statements, IAS34 Interim Financial Reporting and IFRIC13 Customer Loyalty Programmes*- these had no impact on the Company's financial statements.

5) IFRIC14 *Prepayments of a Minimum Funding Requirement (Amendment*)- the amendment had no impact on the Company's financial statements

6) IFRIC19 *Extinguishing Financial Liabilities with Equity Instruments*- the interpretation had no impact on the Company's financial statements

The consolidated financial statements have been prepared under the historical cost convention, as modified by the fair value revaluation of derivatives. Accounting policies have been applied consistently to both years presented.

The following summarises the principal accounting policies adopted by the directors, which have been adopted consistently.

a) Basis of consolidation

The Group financial statements consolidate the accounts of the Company and its subsidiary undertakings for the year ended 31 December 2011. A subsidiary is an entity (including special purpose entities) over which the Group has the power to govern the financial and operating policies, generally accompanying a shareholding of more than 50% of the voting rights. The results of each subsidiary are included from the date that control transferred to the Group and are adjusted to align accounting policies with the Group's accounting policies. Subsidiaries are no longer consolidated from the date that control ceases. All intercompany balances and transactions are eliminated in full.

Acquisitions are accounted for using the purchase method of accounting. The cost of an acquisition is the cash paid together with the fair value of other assets given, equity instruments issued and liabilities incurred or assumed. Costs directly attributable to the acquisition have been expensed as restructuring items. The acquired identifiable assets, liabilities and contingent liabilities are measured at their fair values at the date of acquisition, irrespective of the extent of any minority interest. Independent expert valuers are used to ascertain the fair values of acquired intangible assets if material. The excess of the cost of acquisition over the fair value of net assets assumed is recorded as goodwill.

Minority interests represent the portion of profit or loss and net assets in subsidiaries that are not held by the Group.

b) Investments in associates and joint ventures

An associate is an entity over which the Group is in a position to exercise significant influence but not control, generally accompanying a shareholding of between 20% to 50% of the voting rights. A joint venture is an entity over which the Group exercises joint control, usually through a contractual arrangement. The Group's investments in associates and joint ventures are recognised using the equity method of accounting.

Investments in associates and joint ventures are initially recognised at cost and thereafter are carried in the statement of financial position at cost less any impairment in value, and include the carrying value of related goodwill and the Group's share of changes in the associate or joint venture's net assets since acquisition. The income statement reflects the Group's share of an associate or joint venture's profit after tax. Where the Group's share of losses in an associate or joint venture exceeds its investment, the Group ceases to recognise further losses unless an obligation exists for the Group to fund the losses. Where a change in net assets has been recognised directly in the associate or joint venture's equity, the Group recognises its share of those changes in the statement of changes in equity when applicable.

Adjustments are made to align the accounting policies of the associate or joint venture with the Group's and to eliminate the Group's share of unrealised gains and losses on transactions between the Group and its associates and joint ventures.

c) Investments

Investments are held at cost less provision for impairment.

d) Intangible assets

Goodwill is measured at cost less any accumulated impairment losses. Goodwill is reviewed for impairment either annually or more frequently if events or changes in circumstances indicate a possible decline in the carrying value.

Impairment is determined by comparing the recoverable amount of the cash-generating unit or group of cash-generating units which are expected to benefit from the acquisition in which the goodwill arose, to the carrying value of the goodwill. The recoverable amount is the greater of an asset's value in use and its fair value less costs to sell. Value in use is calculated by discounting the future cash flows expected to be derived from the asset or group of assets in a cash-generating unit at the Group's cost of capital, adjusted for risk in a specific market if relevant. Where the recoverable amount is less than the carrying value, the goodwill is considered impaired and is written down through the income statement to its recoverable amount.

Intangible assets acquired as part of a business acquisition are capitalised at fair value at the date of acquisition. Intangible assets purchased separately are capitalised at cost. After initial recognition, all intangible assets are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets which have been assigned a finite life are amortised and tested for impairment if events or changes in circumstances indicate that the carrying value may have declined. This is done on a similar basis to the testing of goodwill, either for individual assets or at the level of a cash-generating unit. Useful lives are examined every year and adjustments are made, where applicable, on a prospective basis.

Amortisation is charged on assets with finite lives on a systematic basis over the asset's useful life, which in all cases is a maximum period of 20 years.

Where an intangible asset has been assigned an indefinite useful life, it is not amortised and is reviewed for impairment either annually or more frequently if events or changes in circumstances indicate a possible decline in the carrying value.

Purchase of software or direct costs relating to internal development of software are capitalised and amortised over their anticipated useful lives.

e) Property, plant and equipment
Property, plant and equipment are stated at cost less accumulated depreciation and any impairment in value. Depreciation is calculated in such a way as to write-off the cost of an asset, less its residual value, on a straight-line basis over its estimated useful life – as follows:

- Short leasehold property – over the period of the lease to a maximum of 50 years; and
- Office equipment and vehicles – one to 15 years

Estimated useful lives and residual values are reviewed at each reporting date.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate these values may not be recoverable. If there is an indication that impairment does exist the carrying values are compared to the estimated recoverable amounts of the assets concerned. The recoverable amount is the greater of an asset's value in use and its fair value less the cost of selling it. Value in use is calculated by discounting the future cash flows expected to be derived from the asset. Where the carrying value of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. Impairment losses are recognised in the income statement.

An item of property, plant or equipment is written off either on disposal or when there is no expected future economic benefit from its continued use. Any gain or loss on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying value of the asset) is included in the income statement in the year the item is de-recognised.

f) Inventories
Inventories are stated at the lower of cost and net realisable value. Cost represents purchase cost, including attributable overheads, and is determined using a first-in, first-out basis. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and costs necessary to make the sale.

Prepaid costs relating to exhibitions are deferred within inventories at the lower of cost or net realisable value. These costs are charged to the income statement when the exhibition takes place.

g) Trade and other receivables
Trade receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment. Specific provisions are made and charged to the income statement when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms. Collective provisions are made based on estimated losses inherent within receivables, based on the overall level of receivables past due. These provisions are developed over time based on the review of aged debt, the type of debt and experience.

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 income statement. 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 to the income statement.

h) Cash and cash equivalents
Cash and cash equivalents includes cash, short-term deposits and other short-term highly liquid investments with an original maturity of three months or less. For the purpose of the consolidated cash flow statement, cash and cash equivalents are as defined, net of outstanding bank overdrafts.

i) Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Where borrowings are designated in an effective fair value hedge relationship which qualifies for hedge accounting treatment, the hedged portion of the borrowing is revalued to fair value with all gains and losses taken to the income statement to offset against the gains and losses on the hedging instrument. Hedge accounting is adopted where derivatives such as 'fixed to floating' interest rate swaps are held as fair value hedges against fixed interest rate borrowings. For hedge accounting treatment to apply, the hedge must be fully documented and be highly effective.

j) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of a past event, when it is probable that an outflow of resources will be required to settle the obligation and when a reliable estimate can be made of the amount of the obligation.

Where the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised only when it is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

If the time value of money has a material effect on quantifying the provision, the provision is determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognised as a finance charge.

k) Preference shares

Preference shares are recorded at the fair value of the consideration received on their issue. Preference shares with fixed rights to the participation in the profits of the Company are recorded within borrowings and the related preference dividends within finance charges.

l) Dividends

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's financial statements in the year in which the dividends are approved by the Company's shareholders or, in the case of an interim dividend, in the period in which it is paid. Distributions to shareholders are not recognised in the income statement, but are disclosed as a component of the movement in shareholders' equity.

m) Foreign currency translation

The functional and presentation currency of Top Right Group Limited (formerly EMAP International Limited) is Sterling (£). The functional currency of subsidiaries, associates and joint ventures is the currency of the primary economic environment in which they operate.

Transactions in foreign currencies are initially recorded at the functional currency rate applicable at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange in force at the reporting date. All differences are taken to the income statement except for those on foreign currency borrowings that provide a hedge against an investment in a foreign entity. These are taken directly to equity until the disposal of the investment, at which time they are recognised in the income statement. Tax charges and credits attributable to exchange differences on those borrowings are also dealt with in equity. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate in force at the date of the initial transaction.

As at the reporting date, the assets and liabilities of overseas subsidiaries are translated into Sterling at the rate of exchange applicable at the reporting date and their income statements are translated at the average exchange rates for the year. The exchange differences arising from the retranslation of foreign operations are taken directly to a separate component of equity. On disposal of a foreign operation, the cumulative amount recognised in equity relating to that operation is recognised in the income statement as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

n) Leases

Leases where most of the risks and benefits of owning the asset remain with the lessor are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on a straight-line basis over the lease term. The benefit of any lease incentives is recognised as a reduction in rental expense on a straight-line basis over the life of the lease.

o) Revenue

Revenue for goods sold is recognised when the significant risks and rewards of ownership have been transferred to a third party, or for services provided, at the point when it is probable that the economic benefits will flow to the Group and when the amount of revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, net of discounts, customs duties and sales taxes. Revenue is only recognised for barter transactions which are considered dissimilar to each other in nature, and a corresponding amount is included in operating costs.

The following recognition criteria also apply in specific cases:

Exhibition and conference income is recognised when the event has taken place. Information product subscription revenues are recognised in the income statement evenly over the life of the subscription. All advertising revenue and pre-sold circulation revenue for directories are recognised on the date of publication.

Magazine newsstand circulation and advertising revenue are recognised according to the on-sale date of the publication. A provision is deducted from circulation revenue for expected returns, and is adjusted for actual returns when this is known.

Pre-paid subscription revenues are shown as deferred income and released to the income statement over the life of the subscription. Income from licensing magazine brands to third party publishers is recognised on an accruals basis and is included in revenue.

p) Finance costs and income

Finance costs are recognised on an effective yield basis. Finance income is recognised on the accruals basis.

q) Pension and other post-employment benefits

The Group operated a defined contribution pension scheme during the year. For the defined contribution scheme, contributions payable are charged to the income statement and included in staff costs as an operating expense as incurred.

r) Income tax

The Group is primarily subject to Corporation tax in the UK and the US, and judgement and estimates of future profitability are required to determine the Group's deferred tax position. If the final tax outcome is different to that assumed, resulting changes will be reflected in the income statement, unless the tax relates to an item charged to equity in which case the changes in tax estimates will also be reflected in equity.

Income tax on the profit or loss for the period comprises current tax and deferred tax. Income tax is recognised in the income statement, except to the extent that it relates to items recognised directly in equity in which case it is recognised in equity.

Current tax is tax payable based on taxable profits for the period, using tax rates that have been enacted or substantively enacted at the reporting date along with any adjustment relating to tax payable in previous periods. Taxable profit differs from net profit in the income statement in that income or expense items that are taxable or deductible in other years are excluded – as are items that are never taxable or deductible. Current tax assets relate to payments on account not offset against current tax liabilities.
Using the liability method, deferred tax is provided on all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are not provided for the following temporary differences:

- goodwill that is not deductible for tax purposes; and
- the initial recognition of assets or liabilities in a transaction that is not a business combination and which affect neither accounting nor taxable profit.

Deferred tax assets are recognised to the extent that it is probable that sufficient future taxable profits will be available to allow all or part of the deferred income tax asset to be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period in which the asset is realised or the liability is settled, based on tax rates that have been enacted or substantively enacted at the reporting date. The deferred tax assets and liabilities are not offset when they relate to different countries.

s) Other financial instruments
Available for sale financial assets include investments in other entities which do not qualify for treatment as a subsidiary, associate or joint venture, over which the Group has no ability to exercise influence, and money-market deposits with no fixed maturity date. These are initially recognised at fair value, and measured at fair value thereafter, with changes in fair value being taken to equity until the asset is sold, at which time any gains or losses previously recognised in equity are included in any profit or loss on sale. Where an active market for the asset does not exist, after initial recognition at fair value, it is measured at cost. They are included in non-current assets unless the Group intends to dispose of the asset within 12 months of the reporting date.

Regular purchases and sales of financial assets are recognised on the trade date – the date on which the Group commits to purchase or sells the asset. Investments are initially recognised at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss. Financial assets carried at fair value through profit or loss are initially recognised at fair value and transaction costs are expensed in the income statement. Financial assets are derecognised when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

The Group assesses at each reporting date whether there is objective evidence that a financial asset or a group of financial assets is impaired. If any such evidence exists for available-for-sale financial assets, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that financial asset previously recognised in profit or loss – is removed from equity and recognised in the income statement. Impairment testing of trade receivables is described in Note 1g.

t) Amortisation and impairment of intangibles and restructuring items
Amortisation and impairment of intangibles (other than software) and restructuring items are excluded from underlying results in order to provide a better understanding of the trading performance of the Group. The Group defines restructuring items as costs incurred by the Group in integrating acquired businesses, non-recurring business restructuring and the closure or disposal of business. These are disclosed separately to provide additional useful information to the users of the financial statements. Examples of events or transactions that may be classified as restructuring items include:

i). restructuring and reorganisation of businesses, including major transformational programmes and the implementation of outsourcing arrangements;
ii). provision against impairment of fixed assets, including investments, intangible assets and goodwill;
iii). costs relating to asset purchases and disposals including acquisition and disposal of investments and business operations;
iv). settlement of material claims;
v). expenses relating to the wind down of the old “plc” operations, including related corporate initiatives to streamline the corporate structure and the costs of the property portfolio that was surplus to the Group’s requirements on its acquisition by Eden Acquisition 5 Limited; and
vi). expenses relating to negotiations on debt financing arrangements.

u) Assets held for sale
Where the Group expects to recover the carrying amount of a group of assets through a sale transaction rather than through continuing use, and a sale is considered to be highly probable at the reporting date, the assets are classified as held for sale and measured at the lower of cost and fair value less costs to sell.

No depreciation or amortisation is charged in respect of non-current assets classified as held for sale.

Critical accounting assumptions and judgements

The preparation of accounts under IFRS requires the use of certain critical accounting assumptions, and requires management to exercise its judgement and to make estimates in the process of applying the Group's accounting policies. The areas requiring a higher degree of judgement, or areas where assumptions and estimates are significant to the consolidated financial statements are discussed below.

a) Use of estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although

these estimates are based on management's best knowledge of the amount, events or actions, actual results ultimately may differ from those estimates.

b) Intangible assets

The Group uses forecast cash flow information and estimates of future growth to both value the intangible assets and goodwill on acquisition and to assess whether goodwill and intangible assets are impaired, and to determine the useful economic lives of its intangible assets. If the results of operations in a future period are adverse to the estimates used for impairment testing, impairment may be triggered at that point, or a reduction in useful economic life may be required.

2. Revenue

The revenue analysis in the table below is based on the location of the customer which is not materially different from the location where the order is received and where the assets are located. The comparative revenue figures have been restated to be consistent with the current year analysis. All revenue in the year to 31 December 2011 is from continuing operations.

	2011	2010
Cost	**£'m**	**£'m**
United Kingdom	157.5	158.6
Rest of the World	91.9	85.1
Total	249.4	243.7

An analysis of the Group's revenue by category, all from continuing operations, is as follows:

	2011	2010
Cost	**£'m**	**£'m**
Sale of goods	95.0	94.1
Rendering of services	154.4	149.6
Total	249.4	243.7

Rendering of services includes barter revenue arising from the exchange of goods or services of £0.9m (: £0.9m).

3. Operating segments

The Group had five reportable segments, as described below, which were the Group's divisions. As noted in the Directors' report, early in 2012 the operating structure of the Group has been changed. The results for 2011 are prepared using the old structure, reflecting the divisions in place throughout the period being reported on. The divisions offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the divisions, the Group's CEO (the chief operating decision maker) reviews internal management reports on a periodic basis. The following summary describes the operations in each of the Group's reportable segments:

- Emap Inform specialises in magazines, online resources and intelligence and award ceremonies.
- Emap Data & Insight produces intelligence, analysis and forecasting tools.
- Emap Connect is a trade exhibition and festivals organiser.
- Emap Networks produces over 200 intensively researched conferences a year.
- Emap Middle East provides business information and events in the Middle East.
- A corporate function (Central) provides finance, management and marketing services to the segments.

The Group has no other aggregated segments that do not individually meet the reporting thresholds. Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit, as included in the internal management reports that are reviewed by the Group's CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Information regarding reportable segment assets and liabilities is not reported to the Group's CEO.

Year Ended 31 December 2011

	Note	Inform	Data & Insight	Connect	Networks	Middle East	Central	Total
		£'m	£'m	£'m	£'m	£'m	£'m	£'m
Revenue	2	49.5	82.3	88.5	11.4	17.7	-	249.4
Depreciation & amortisation of software		0.7	1.6	0.3	0.1	0.2	1.2	4.1
Operating Profit		9.4	32.2	35.7	1.0	4.8	(1.2)	81.9
Impairment of intangible assets	11	-	(2.6)	(1.8)	(0.8)	-	-	(5.2)
Restructuring items and amortisation of intangible assets	4	-	-	-	-	-	(17.1)	(17.1)
Finance income	7	-	-	-	-	-	6.6	6.6
Finance costs	7	-	-	-	-	-	(13.8)	(13.8)
Profit before tax		9.4	29.6	33.9	0.2	4.8	(25.5)	52.4

Year Ended 31 December 2010

	Note	Inform	Data & Insight	Connect	Networks	Middle East	Central	Total
		£'m	£'m	£'m	£'m	£'m	£'m	£'m
Revenue	2	53.3	80.2	77.9	13.8	18.5	-	243.7
Depreciation & amortisation of software		0.4	1.6	0.1	0.2	0.3	1.6	4.2
Operating Profit		14.5	32.8	29.3	1.0	4.6	(1.4)	80.8
Restructuring items and amortisation of intangible assets	4	-	-	-	-	-	(19.6)	(19.6)
Loss on disposal of business		-	-	-	-	-	(17.9)	(17.9)
Finance costs	7	-	-	-	-	-	(16.8)	(16.8)
Profit before tax		14.5	32.8	29.3	1.0	4.6	(55.7)	26.5

The accounting policies of the reportable segments are the same as the Group's accounting policies described in note 1. Restructuring items, amortisation and impairment of intangible assets are detailed in note 4. Finance costs, finance income, restructuring items, amortisation of intangibles and income tax are not allocated to segments, as these types of activity are driven by the central function. The Group does not have any customers from which revenue exceeds 10% of Group revenue. The Group has no non-current assets located outside of the United Kingdom.

4. Operating costs by nature

Operating expenses for continuing operations comprise:

	Note	2011 £'m	2010 £'m
Staff costs	5	66.3	66.1
Depreciation of property, plant and equipment	13	1.8	2.2
Amortisation of capitalised software	12	2.3	2.0
Utilisation of inventory		1.2	1.1
Operating lease rentals		5.2	5.3
Other		90.7	86.2
Expenses before amortisation and impairment of intangible assets and restructuring items		167.5	162.9
Amortisation of intangible assets	12	10.1	14.9
Impairment of intangible assets	12	5.2	-
Restructuring items:			
- Costs relating to acquisition activities		-	1.0
- Senior management restructuring		3.3	-
- Provisions for property dilapidations		1.3	-
- Costs relating to disposal activities		0.3	
- Redundancy costs and transformation programmes		1.7	1.4
- Expenses occurring as a result of the shareholder debt buy-back & waiver		-	1.4
- Other restructuring expenses		0.4	0.9
Total		189.8	182.5

Restructuring items is not a defined term under IFRS, so may not be comparable to similar terminology used in other financial statements. Management believes that reporting results in this way provides additional useful information to the users of the financial statements. Definitions of restructuring items are provided on the Income statement and in Note 1.

Fees paid to the auditor during the year are as follows:

	2011 £'m	2010 £'m
Fees paid to auditor for audit of the consolidated accounts	0.1	0.2
Fees paid to auditor for audit of the Group's subsidiaries	0.1	0.1
Fees paid to auditor for taxation and consultancy services	0.1	-
Total	0.3	0.3

5. Staff numbers and costs

(a) Average monthly number of staff

(i) By geographical region	2011	2010
United Kingdom	1,184	1,133
Rest of the World	277	219
Total	1,461	1,352

(ii) By category	2011	2010
Sales	476	466
Content	450	394
Operational	320	286
Support	215	206
Total	1,461	1,352

Of the total average monthly number of staff, 1,461 (2010: 1,352) relate to continuing operations and nil (2010: nil) to discontinued operations.

(b) Staff costs

	2011	2010
	£'m	£'m
Wages and salaries	59.4	59.6
Social security costs	5.6	5.3
Other pension costs	1.3	1.2
Total	66.3	66.1

(c) Retirement benefits

The Group operates a defined contribution pension scheme. The assets of the scheme are held by independent custodians and are kept entirely separate from the assets of the Group. No loans have been made by the scheme to any Group company and no shareholdings of the scheme have been used as security for any loans to any Group company. The pension charge represents contributions due from the employer. During the year the total Group charge amounted to £1.3m (2010: £1.2m) with £nil (2010: £nil) outstanding at the year end.

6. Net foreign exchange losses

Exchange losses of £0.2m (2010: £0.2m) in relation to trading activities have been debited to administrative expenses in the income statement.

7. Finance costs and finance income

	2011	2010
	£'m	£'m
Interest expense on loan from parent undertaking	(0.8)	-
Foreign exchange loss on cash at bank	(0.4)	-
Foreign exchange loss on preference shares	-	(3.4)
Preference share dividends	(12.5)	(13.4)
Finance costs	(13.8)	(16.8)
Interest income on short term deposits	0.7	-
Foreign exchange gain on preference shares	5.9	-
Finance income	6.6	-

8. Tax on profit on ordinary activities

The tax charged/(credited) in the Consolidated income statement for continuing operations is analysed as follows:

	2011 £m	2010 £m
UK Corporation tax		
Current tax on income for the year at 26.5% (2010: 28%)	15.7	14.4
Adjustments in respect of prior periods	1.5	2.0
Foreign tax		
Current tax on income for the year	(0.5)	(0.7)
Total current tax	16.7	15.7
Deferred tax - movement in the year		
Current year	(9.0)	(4.1)
Impact of rate changes on opening deferred tax balances	(1.5)	-
Adjustments in respect of prior periods	0.2	(0.9)
Total deferred tax	(10.3)	(5.0)
Total tax charge	6.4	10.7

Tax on items charged to equity	2011 £m	2010 £m
Corporation tax: foreign exchange hedging and financial instruments taken to reserves	-	-
Deferred tax: foreign exchange gain on intangible assets taken to reserves	-	-
Total	-	-

The tax impact of the loss on restructuring items, amortisation and impairment of intangible assets of £22.3m, (2010: £37.5m) is a tax credit of £4.0m, (2010: tax credit of £4m).

The difference between tax as charged in the financial statements and tax at the UK standard rate is explained below:

	2011 £'m	2010 £'m
Total charge to tax as shown in the financial statements	6.4	10.7
Profit before tax, multiplied by the UK standard rate of 26.5% (2010: 28%)	13.9	7.4
Difference	(7.5)	3.3
The difference is principally due to:		
Non-deductible amortisation of intangible assets	2.6	3.4
Non-deductible impairment of intangible assets	1.4	-
Release of deferred tax liability on intangible assets	(2.4)	(3.3)
Current year tax losses unutilised and unprovided	(8.5)	0.5
Current year unprovided deferred tax	0.4	(2.6)
Impact of rate changes	(1.5)	(0.9)
Other non-taxable/deductible items	(1.2)	5.1
Adjustments in respect of prior years	1.7	1.1
Total	(7.5)	3.3

Factors that may affect future tax charges:
The standard rate of Corporation Tax in the UK reduced from 28% to 26% with effect from 1 April 2011. Accordingly the company's profits for this accounting period are taxed at an effective rate of 26.5%.
The March 2011 Budget Announcement proposed that the main rate of corporation tax would be reduced to 26% from 1 April 2011 and 25% from 1 April 2012. As these changes were substantively enacted at the balance sheet date, the deferred tax asset has been restated to reflect the reduced tax rate of 25%. The effect of this in these financial statements is to reduce the deferred tax liability by £1.5mand credit the profit and loss account ordinary tax charge by £1.5m.
The March 2012 Budget announcement included a further proposal to reduce the main rate of corporation tax to 24% from 1 April 2012, with further reductions to reduce the rate to 22% by 1 April 2014. As these changes had not been substantively enacted at the balance sheet date no account has been taken of them in these financial statements.
The overall effect of the further changes from 25% to 22% if applied to the deferred tax balance at 31 December 2011 would be to reduce the deferred tax liability by £1.1m and credit the profit and loss account ordinary tax charge by £1.1m (2012 £0.4m, 2013 £0.4m and 2014 £0.3m).

9. Cash generated from operations

	Note	**2011** **£'m**	**2010** **£'m**
Profit before tax		52.4	26.5
Adjustments for:			
Amortisation of intangible assets	12	10.1	14.9
Amortisation of software	12	2.3	2.0
Disposal of intangible assets	12	-	17.9
Impairment of intangible assets	12	5.2	-
Depreciation of tangible fixed assets	13	1.8	2.2
Finance costs	7	13.8	16.8
Finance income	7	(6.6)	-
		79.0	80.3
Changes in:			
Inventories	17	0.3	(2.0)
Receivables	15,18	4.1	0.2
Payables, net of loan to parent entity	21,24	5.9	3.6
Provisions	25	(1.0)	(1.9)
Other working capital		0.3	(2.5)
Net cash inflow from operating activities		88.6	77.7

10. Financial instruments

a) Financial instruments: categories

	2011 £'m	**2010** **£'m**
Financial assets		
Trade and other receivables	41.0	45.2
Cash and cash equivalents	47.0	49.9
Total	88.0	95.1
Financial liabilities		
Trade and other payables	25.3	45.0
Preference shares	250.4	247.0
Total	275.7	292.0

The fair value of each category of the Group's financial instruments approximates their carrying value in the Group's statement of financial position.

b) Derivative financial instruments

The Group had no derivative financial instruments included in current assets and liabilities as at 31 December 2011 (2010: £nil).

Foreign exchange swaps - net investment hedge
During the years ended 31 December 2011 and 2010 the Group had no foreign exchange swaps to provide net investment hedge.

Foreign exchange swaps - non-qualifying hedge
During the period the Group had no currency swaps and forward contracts to provide economic hedges against interest payments in those currencies on debt. At 31 December 2011 the Group had no contracts outstanding (2010: no contracts).

Forward foreign exchange contracts - cash flow hedges
During the period forward contracts were used as a hedge against highly probable future foreign exchange receipts of the Cannes Lions business. Cash flow hedge accounting has been applied to these contracts and as such all fair value movements were recognised in the cash flow hedge reserve until settlement at which point the realised gain was recognised in the income statement. At 31 December 2011 the Group had no outstanding contracts (2010: no contracts).

At the reporting date, there were no outstanding forward foreign exchange contracts to which the Group was committed.

11. Financial risk factors

a) Market risk
i) Foreign exchange risk
The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US Dollar and the Euro. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations. The Group is also exposed to foreign currency retranslation risk on preference shares it has issued in Euros and USD, as they are retranslated at each period end.

Near term foreign exchange risk arises as a result of the surplus or deficit in currency that is created when operational currency flows are netted with interest and finance changes in those same currencies. The Group's policy is to maintain a similar proportion of currency debt in proportion to its currency earnings in order to maintain natural offsets in managing its debt covenant positions. Treasury policy is to review currency exposures on a rolling twelve month basis based upon information provided by the divisions with those operating exposures and to cover whatever it considers to be material exposures.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. The Group continues to maintain a policy of seeking to match the currency operating revenues with interest flows in those currencies and setting a level of foreign currency denominated debt accordingly. This will mean that the foreign currency liability in the accounts of the Group will not be the same as the accounting valuation of the underlying asset.

b) Credit risk
Credit risk is managed on a Group basis. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to wholesale and retail customers, including outstanding receivables and committed transactions. The maximum exposure to credit risk at the reporting date is the fair value of the financial assets in the statement of financial position as disclosed in Note 10a.

Treasury related credit risk
Counterparty risk arises from the investment of surplus funds and from the use of derivative instruments. The level of risk is evaluated by reference to corporate credit ratings as ascertained by Standard & Poor's and Moodys corporations. TRG's policy is to limit the exposure to organisations that have a credit rating of at least BBB-, with different limits depending on credit quality. As at 31 December 2011 the following limits were in place for investments held with banks and financial institutions:

	2011		2010	
Counterparty	**Credit limit**	**Utilised**	**Credit limit**	**Utilised**
	£'m	**£'m**	**£'m**	**£'m**
Institutions rated AA or better	-	-	50.0	20.7
Institutions rated A or better but less than AA	76.0	47.0	51.0	29.2
Total	76.0	47.0	101.0	49.9

In accordance with the Group's treasury policies and exposure management practices, counterparty credit exposure limits are continually monitored and no individual exposure is considered significant in the ordinary course of treasury management activity. Management does not expect any significant losses from non-performance by these counterparties.

c) Trading risk
Risk arises principally from payment default by customers. The general policy of the Group is not to risk assess all new customers and so retail credit risk information has not been included in these financial statements. Management does not, however, expect any significant losses of receivables that have not been provided for as shown in Note 18.

d) Liquidity risk
Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity in the form of sufficient cash or funding from adequate credit facilities to meet such liabilities under both normal and stressed conditions.

The following is an analysis of the contractual undiscounted cash flows payable under financial and derivative assets and liabilities as at the reporting date:

Non derivative financial liabilities	**Less than one month**	**Between one and three months**	**Between three and twelve months**	**In one to two years**	**In two to five years**	**In more than five years**
	£'m	**£'m**	**£'m**	**£'m**	**£'m**	**£'m**
Trade and other payables at 31 December 2011	25.3	-	-	-	-	-
Trade and other payables at 31 December 2010	45.0	-	-	-	-	-

e) Sensitivity analysis

Financial instruments affected by market risk include deposits and derivative financial instruments. The following analysis, required by IFRS 7, is intended to illustrate the sensitivity to changes in market variables, being the UK interest rate, and the Euro to Sterling and USD to Sterling exchange rates, on the Group's financial instruments.

The sensitivity analysis has been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives portfolio and the proportion of financial instruments in foreign currencies are all constant and on the basis of the hedge designations in place at 31 December 2011 and 31 December 2010, respectively. As a consequence, this sensitivity analysis relates to the positions at those dates and not through the course of the years then ended, as the composition of the relative ratios and proportions varied within those periods. The following assumptions were made in calculating the sensitivity analysis:

(1) The statement of financial position sensitivity to interest rates relates only to derivative financial instruments, as debt and other deposits are carried at amortised cost and so their carrying value does not change as interest rates move.

(2) The sensitivity of accrued interest to movements in interest rates is calculated on net floating rate exposures on deposits and derivative instruments.

(3) Changes in the carrying value of derivative financial instruments designated as net investment hedges from movements in interest rates are recorded in the income statement. The impact of movements in the US dollar to Sterling and Euro to Sterling exchange rates is recorded directly in equity. The impact on equity is netted by a corresponding credit / charge resulting from the translation of the hedged net investment.

(4) Changes in the carrying value of derivative financial instruments not in hedging relationships only affect the income statement. The foreign exchange revaluation credit or charge on monetary assets is netted with the corresponding impact of revaluing monetary asset hedges.

(5) Debt with a maturity below one year is floating rate for the accrued interest part of the calculation.

(6) The floating leg of any swap or any floating-rate debt is treated as not having any interest rate already set, therefore a change in interest rates affects a full 12 month period for the accrued interest portion of the sensitivity calculations.

(7) Trade receivables and trade payables are included in the calculation of sensitivity to foreign exchange movements where foreign denominated amounts are recorded in an entity's ledger when those currencies are not the functional currency of that entity. Trade receivables, payables and finance leases are not considered sufficiently material to warrant inclusion in the interest rate sensitivity calculations.

Using the above assumptions, the following table shows the illustrative effect on the income statement and items that are recognised directly in equity that would result from reasonably possible movements in the UK interest rate, the Sterling to Euro exchange rate and the Sterling to US Dollar exchange rate before the effects of tax.

	2011		**2010**	
	Income statement	**Equity**	**Income statement**	**Equity**
	Gain/(loss)	**Gain/(loss)**	**Gain/(loss)**	**Gain/(loss)**
	£'m	**£'m**	**£'m**	**£'m**
UK interest rate + 0.5%	(0.2)	-	(0.2)	-
GBP 10% weaker against Euro	17.6	-	(5.6)	-
GBP 10% stronger against Euro	(14.4)	-	4.6	-
GBP 10% weaker against USD	12.5	5.4	(18.0)	2.9
GBP 10% stronger against USD	(10.2)	(4.4)	14.7	(2.4)

12. Intangible assets

	Goodwill	Publishing rights & titles	Brand value & exhibitions	Customer Relation-ships & Databases	Software	Total
	£'m	£'m	£'m	£'m	£'m	£'m
Cost						
At 1 January 2010	316.8	181.3	99.2	75.6	13.2	686.1
Additions	3.6	-	4.6	2.1	7.6	17.9
Disposals & write offs	(14.4)	-	(3.5)	(3.2)	(8.5)	(29.6)
Exchange movements	(2.5)	-	0.1	-	-	(2.4)
At 1 January 2011	303.5	181.3	100.4	74.5	12.3	672.0
Additions	-	0.3	-	-	5.1	5.4
Reclassification to assets held for sale	(13.0)	-	-	(8.5)	-	(21.5)
Disposals & write offs	-	(101.9)	-	-	-	(101.9)
Exchange movements	(2.1)	-	-	-	-	(2.1)
At 31 December 2011	288.4	79.7	100.4	66.0	17.4	551.9
Amortisation / impairment						
At 1 January 2010	(65.5)	(173.0)	(31.4)	(42.3)	(8.3)	(320.5)
Amortisation provided during the year	-	(3.3)	(3.2)	(8.4)	(2.0)	(16.9)
Disposals & write offs	-	-	0.8	2.6	7.5	10.9
At 1 January 2011	(65.5)	(176.3)	(33.8)	(48.1)	(2.8)	(326.5)
Amortisation provided during the period	-	(1.2)	(2.7)	(6.2)	(2.3)	(12.4)
Impairment provided during the year	(4.6)	-	(0.5)	(0.1)	-	(5.2)
Disposals & write offs	-	101.9	-	-	-	101.9
Reclassification to assets held for sale	2.6	-	-	6.6	-	9.2
At 31 December 2011	(67.5)	(75.6)	(37.0)	(47.8)	(5.1)	(233.0)
Net book value						
At 31 December 2011	220.9	4.1	63.4	18.2	12.3	318.9
At 31 December 2010	238.0	5.0	66.6	26.4	9.5	345.5

The comparative classifications of the identifiable intangible assets between 'Publishing rights & titles', 'Brand value and exhibitions' and 'Customer Relationships & Databases' have been restated to reflect the current year classifications. These reclassifications have no impact on the gross or written down value of intangible assets, or on the amortisation rates used. Additionally, the comparative value of Software has been increased by £1.9m to correct a prior year misallocation to Property, plant and equipment. This change is reflected in note 13. These reclassifications have had no impact on prior year net assets or retained earnings, and are intended to make the prior year figures comparable to the current year.

Goodwill and indefinite life intangible assets
The Group tests goodwill and intangible assets annually for impairment, or more frequently if there are indications of impairment. The CGUs are Data & Insight activities (web based Business to Business information services), Connect activities (trade exhibitions and festivals), Inform activities (B2B magazines), Networks activities (conferences) and Middle East activities. There have been no changes in the current period.

When testing for impairment, recoverable amounts for all of the Group's CGUs are measured at their value in use by discounting the future expected cash flows from the assets in the CGUs. These calculations use cash flow projections based on management approved budgets and expectations. Cash flows beyond the initial five year period are extrapolated using long-term growth rates in the range of 0% to 3.0% (2010: 2% to 4.0%). The cash flows have been discounted at pre-tax discount rates in the range of 10.0% to 19.5% (2010: 8.3% to 10.8%).

An impairment of £5.2m (2010: £nil) of goodwill and indefinite life intangibles assets has been recognised in the period.

The key assumptions used for value-in-use calculations are as follows:

	Emap Inform	Emap Connect	Emap Data & Insight	Emap Networks	Emap Middle East
Year ended 31 December 2011					
Long term growth rate	0.0%	3.0%	3.0%	0.0%	3.0%
Pre-tax discount rate	15.7%	10.6%	10.4%	19.5%	10.0%
Year ended 31 December 2010					
Long term growth rate	2.0%	2.5%	4.0%	3.0%	4.0%
Pre-tax discount rate	9.3%	10.5%	9.1%	10.2%	11.6%

The measurement of value in use is sensitive to changes in these key assumptions, and in the assumptions about economic growth and market penetration that underpin the cash flow projections.

Management have sensitised the key assumptions, including the discount rate, and under both base case and sensitised case no indicators of impairment exist. Management believes that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the carrying amount to exceed its recoverable amount.

The most significant amounts of goodwill allocated to separate CGUs are £146m (2010: £159m) allocated to the group of assets which generate cash flows from Data & Insight activities and £44m (2010: £46m) allocated to the group of assets which generate cash flows from Connect activities. The Data & Insight activities include WGSN, CAP, Glenigan, Planet Retail and Groundsure amongst others. The Connect activities include Cannes Lions and several smaller assets. The key assumptions in the value in use calculation for the Data & Insight and Connect CGUs are revenue and profit growth respectively, based on historical performance and expectations about future performance. No other goodwill balances allocated to other CGUs totalling £31m (2010: £32m), are individually significant to the Group's total goodwill balance.

Brand value includes £45m (2010: £45m) with an indefinite life which is not being amortised. This relates to the acquisition in 2004 of Cannes Lions International Advertising Festival. This brand has an indefinite life due to the strength of its brand and revenue stream and is tested annually for impairment. It was tested for impairment as part of the Connect CGU using the value-in-use inputs disclosed above.

Other intangible assets
Intangible assets include direct costs associated with internally generated assets and software.

These intangibles all have a finite life and are being amortised over their useful lives.

During the period, the Group reviewed the appropriateness of the remaining useful economic lives for its other intangible assets and no changes were deemed necessary. The useful economic lives for the Group's intangible assets range from five to 30 years.

Reclassification to assets held for sale
The goodwill and other intangible assets associated with the DeHavilland business have been reclassified as assets held for sale, as disclosed in note 16.

13. Property, plant and equipment

	Short leasehold property	Office equipment & vehicles	Total
	£'m	£'m	£'m
Cost			
At 1 January 2010	5.9	7.7	13.6
Disposals & write offs	(0.1)	(0.1)	(0.2)
At 1 January 2011	5.8	7.6	13.4
Additions	0.1	2.8	2.9
At 31 December 2011	5.9	10.4	16.3
Depreciation			
At 1 January 2010	(2.6)	(4.7)	(7.3)
Provided during the period	(1.1)	(1.1)	(2.2)
Disposals & write offs	0.1	0.1	0.2
At 1 January 2011	(3.6)	(5.7)	(9.3)
Provided during the year	(0.5)	(1.3)	(1.8)
At 31 December 2011	(4.1)	(7.0)	(11.1)
Net book value			
At 31 December 2011	1.8	3.4	5.2
At 31 December 2010	2.2	1.9	4.1

The comparative value of 'Office equipment and vehicles' has been decreased by £1.9m to correct a prior year misallocation from the 'Software' category in Intangible assets. This change is reflected in note 12. This reclassification has had no impact on prior year net assets or retained earnings.

14. Investments

	2011	2010
	£m	£m
Cost		
Opening balance 1 January	0.4	1.0
Additions	-	0.4
Disposals	-	(1.0)
Closing balance 31 December	0.4	0.4
Impairment		
Opening balance 1 January	-	0.4
Disposals	-	(0.4)
Closing balance 31 December	-	-
Net book value at 31 December	0.4	0.4

Investments are comprised of shares in unlisted associated companies(£0.2m), and a loan to a joint venture(£0.2m).

15. Long term receivables

	2011 £m	2010 £m
Loans to employee benefit trust	-	1.0
Loan to key management personnel	-	1.0
Total	-	2.0

During the year several senior employees left the Group. As a result, loans to senior management totalling £0.7m were waived as part of their compensation arrangements. Prior to year end a decision was taken to restructure equity investments held by senior management and the related loans during 2012. As a result of this decision a provision has been made against the remaining loans to management and related employee benefit trust.

16. Assets held for sale

	2011 £m	2010 £m
Goodwill	10.4	
Intangible assets	1.9	-
Total	12.3	-

The intangibles assets of DeHavilland, part of the Insight segment, are presented as assets held for sale following the commitment of the Group's management to dispose part of the business in December 2011. A purchase agreement has been reached with the prospective buyer, and the sale is expected to be completed within the coming months, subject to regulatory approval.

An expense of £2.6m has been included in impairment losses and £0.3m in disposal costs, both disclosed in note 4, to revalue the disposal group to its fair value less costs to sell.

17. Inventories

	2011 £'m	2010 £'m
Raw materials, consumables and deferred exhibition costs	14.8	15.1

18. Receivables and prepayments

Amounts falling due within one year	2011 £'m	2010 £'m
Trade receivables	36.5	40.2
Provision for doubtful debts	(1.1)	(1.8)
Amounts due from parent undertaking	184.6	234.1
Other receivables	1.3	1.9
Prepayments and accrued income	4.5	5.0
Total	225.8	279.4

The carrying amounts of trade and other receivables are denominated primarily in Sterling. The directors consider that the carrying amount of receivables and prepayments approximates their fair value.

As of 31 December 2011, the provision for impaired trade receivables was £1.1m (2010: £1.8m). Of this, £nil relates to trade receivables impaired and fully provided for. The balance of the provision of £1.1m is a collective provision based on estimated losses that exist within the portfolio based on the overall level of receivables past due and taking account of the current economic environment. These provisions are developed over time based on the review of aged debt, the type of debt and experience. £0.7m was released to the income statement in the year (2010: £1.0m release) as a result of improved credit control processing improving the aging of the receivables.

As at 31 December 2011, trade receivables of £19.3m (2010: £22.4m) were past due but not impaired. The ageing analysis of these trade receivables is as follows:

	2011 £m	2010 £m
Amounts less than one year overdue		
Up to 3 months past due	15.8	17.3
3 to 6 months past due	2.1	3.6
Over 6 months past due	1.1	1.5
Total	19.0	22.4
Amounts more than one year overdue	0.3	-

Amounts due from parent undertaking include an amount of £184.6 (2010: £234.1m) which bears interest at LIBOR + 0.3%.

19. Financial assets

The Group's principal financial assets are bank balances and cash, trade and other receivables. The Group's credit risk is primarily attributable to its trade receivables (see Note 18).

The credit risk on liquid funds and derivative financial instruments is limited because the counterparties are banks with high credit ratings assigned by international credit rating agencies. The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

20. Cash and cash equivalents

Cash and cash equivalents of £47.0m (2010: £49.9m) relate purely to bank balances, including short term deposits with an original maturity date of less than three months, and cash held by the Group.

21. Trade and other payables – current

	2011 £'m	2010 £'m
Trade payables	3.3	3.4
Amounts owed to parent undertaking	7.2	93.2
Other payables	3.3	3.5
Other taxes and social security costs	4.4	4.3
Accruals and deferred income	109.7	103.6
Total	127.9	208.0

The directors consider that the carrying amount of trade payables approximates their fair value. Interest is being charged on the amounts owed to the parent undertaking at SONIA and is repayable on demand.

22. Borrowings

The Group's borrowing limit at 31 December 2011 calculated in accordance with the Articles of Association was £993.0m (2010: £993.0m).

At 31 December 2011, the Group had no material banking facilities. All facilities are arranged via a parent undertaking, Eden Bidco Limited.

Details of the preference shares issued by the company, which are classified as financial instruments, are included in note 27.

23. Reconciliation of movement in net debt

	Net cash	Short term	Net debt
	£'m	£'m	£'m
At 1 January 2011	5.8	44.1	49.9
Net cash movement	0.0	(2.9)	(2.9)
At 31 December 2011	5.8	41.2	47.0

24. Other non-current liabilities

	2011	2010
	£'m	£'m
Deferred income	1.4	1.0

The directors consider that the carrying amount of other non-current liabilities approximates their fair value.

25. Provisions

	Property	Other	Total
	£'m	£'m	£'m
At 1 January 2011	1.5	1.9	3.4
Provided during the period	0.3	0.1	0.4
Released during the period	-	(0.2)	(0.2)
Utilised in the year	(0.5)	(0.7)	(1.2)
At 31 December 2011	1.3	1.1	2.4

Provisions have been analysed between current and non-current as follows:

	2011	2010
	£'m	£'m
Current	1.2	2.2
Non-current	1.2	1.2
Total	2.4	3.4

The property provisions relate to ongoing commitments on vacant properties. These commitments extend to 2018. Other provisions include onerous contracts and foreign long service leave.

26. Deferred tax

The major deferred tax liabilities and assets recognised by the Group, and the movements in the year are set out below:

	Tax losses	Depreciation vs tax allowances	Other temporary differences	Intangible assets	Total
	£'m	£'m	£'m	£'m	£'m
At 1 January 2010	0.4	0.9	1.1	(27.4)	(25.0)
(Charge) / credit to income statement for the period	0.1	0.8	0.6	3.9	5.4
Other	-	-	-	-	-
At 31 December 2010	0.5	1.7	1.7	(23.5)	(19.6)
Credit to income statement for the year	7.2	(0.5)	(0.2)	2.3	8.8
Acquisitions	-	-	-	(0.1)	(0.1)
Effect of change in tax rates taken to income statement	-	(0.1)	(0.1)	1.7	1.5
Foreign exchange movements	0.1	-	-	-	0.1
At 31 December 2011	7.8	1.1	1.4	(19.6)	(9.3)

Certain deferred tax assets and liabilities have been offset against each other where they relate to the same tax jurisdiction. The following is the analysis of the deferred tax balances (after offset) for continuing operations for statement of financial position purposes:

	2011	2010
	£'m	£'m
Deferred tax assets	10.3	3.9
Deferred tax liabilities	(19.6)	(23.5)
Total	(9.3)	(19.6)

The Group has net deferred tax liabilities provided across the categories set out above totalling £9.3m (2010: £19.6m) of which £0.8m (2010: £1.4m) is due within one year and £8.5m (2010: £18.2m) is due after more than one year.

Of the total net deferred tax liability of £9.3m (2010: £19.6m), £10.3m (2010: £3.9m) is disclosed as a non-current asset and £19.6m (2010: £23.5m) is disclosed as a non-current liability.

The group has tax trading losses in the US totalling £134m carried forward at 31 December 2011 (2010: £134m). It has been agreed with the US tax authorities that these losses are available for offset against taxable profits. A deferred tax asset of £8m has been recognised which represents the US taxes that will become due on the anticipated forecast future profits in the foreseeable future.

The Group has unprovided deferred tax asset on tax trading losses totalling £222m (2010: £263m) of which £111m (2010: £134m) is held in the US and £111m (2010: £129m) in the UK. The US losses can be carried forward for a period of 20 years from the date they arose. The US losses have varying expiry dates from 2016 to 2025. The UK losses can be carried forward indefinitely.

The Group has not recognised a deferred tax asset on UK capital losses totalling £333m (2010: £333m) which can be carried forward indefinitely. The Group has also deferred indefinitely UK capital gains totalling £12m (2010: £12m) arising on the disposal of business assets, which have been rolled into the acquisition cost of new businesses, and on the incorporation of WGSN Inc. The Group has not recognised a deferred tax liability, as the relevant assets are not anticipated to be sold in the foreseeable future.

No deferred tax liability is recognised on unremitted earnings of continuing overseas subsidiaries and joint ventures as these are considered permanently employed in the businesses of these companies.

27. Share capital, share premium and capital redemption reserve

	Number of ordinary shares	Ordinary shares	Share premium reserve	Capital redemption reserve	Preference shares
	’m	£’m	£’m	£’m	£’m
At 1 January 2011	218.8	65.6	326.9	284.9	248.0
Redemption of preference shares	-	-	-	-	(68.1)
Issue of preference shares	-	-	-	-	76.4
Foreign exchange movement	-	-	-	-	(5.9)
At 31 December 2011	218.8	65.6	326.9	284.9	250.4

All issued ordinary shares are allotted, called up and fully paid.

In January 2011 110,000,000 of the 270,300,000 US$1 preference shares then on issue were redeemed and replaced by an additional 89,000,000 €1 preference shares, bringing the total €1 on issue to 176,000,000. The preference shares are recorded within liabilities. The associated dividends are included within financing charges.

Rights and restrictions attaching to ordinary and preference shares

Ordinary shares
Holders of ordinary shares are entitled to participate in the payment of dividends pro rata to their holdings. The Board may propose and pay interim dividends and recommend a final dividend, in respect of any accounting period, out of the profits available for distribution under English law. A final dividend may be declared by the shareholders in general meeting by ordinary resolution, but no dividend may be declared in excess of the amount recommended by the Board.

Rights conferred by ordinary shares - at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is properly demanded. On a show of hands every member, or his duly appointed proxy, at a general meeting of the Company shall have one vote. On a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder.

Preference shares
Holders of preference shares are entitled to a dividend of 5% pa. The preference shares are redeemable at par, at the option of the holder, by giving 3 days’ notice to the Company, at any time. The preference shares are classified as financial instruments. While the preference shares are redeemable with 3 days notice, the Company has agreed with the holder of these shares, its immediate parent undertaking Eden Bidco Limited, that repayment remains at the option of the Company for a period of not less than 12 months from 31 December 2011.

The preference shares rank ahead of the ordinary shares.

Capital redemption reserve

The capital redemption reserve represents the amount by which the company’s share capital was diminished on the buy-back and cancellation of shares. The Company may, by special resolution, reduce the capital redemption reserve or any undistributable reserve in any manner authorised by legislation.

28. Other reserves

	2011 £'m	2010 £'m
Opening balance	13.1	15.0
Exchange differences arising on translation of foreign operations	(4.0)	(1.9)
Closing balance	9.1	13.1

The translation reserve arises on the translation into Sterling of the net assets of the Group's foreign operations, offset by changes in fair value of financial instruments used to hedge this exposure.

29. Retained earnings

	2011 £'m	2010 £'m
Opening balance	(478.4)	(494.2)
Profit for the year attributable to equity holders of the parent	46.0	15.8
Dividends paid	(23.5)	-
Closing balance	(455.9)	(478.4)

30. Acquisitions

There were no acquisitions during the year.

2010

The group acquired the trading assets or 100% of the share capital of Best Energy Event Limited, Broadcast Video Forum (previously 55% owned), and FutureSource. The impact of the acquisitions on the consolidated financial statements was:

	Net book £m	Fair value £m	Fair value £m
Intangible assets	-	5.3	5.3
Current assets	0.1	-	0.1
Current liabilities	(0.6)	-	(0.6)
Cash & cash equivalents	0.5	-	0.5
Net assets acquired	-	5.3	5.3
Goodwill			3
Total consideration			8.3
Net cash consideration			8.3

None of the goodwill on acquisition is expected to be deductible for tax purposes. The intangibles acquired represent the fair value of the brands, customer bases, business relationships and magazine assets.

The acquired businesses contributed £0.35m net profit to the group during 2010. If the acquisition had occurred on 1 January 2010, the contribution to group revenue would have been an estimated £2.3m and net profit would have been an estimated £0.65m. In determining these amounts management has assumed that the fair value adjustments that arose on the dates of acquisitions would have been the same if the acquisitions occurred on 1 January 2010.

31. Operating leases

The Group had total future minimum lease payments under non-cancellable operating leases at 31 December 2011 as set out below:

	Land and buildings		Other assets	
	2011	**2010**	**2011**	**2010**
	£'000	**£'000**	**£'000**	**£'000**
Not later than 1 year	3.9	4.1	0.6	0.5
Later than 1 year but not more than 5	14.2	6.6	0.7	1.2
More than 5 years	4.8	0.9	-	-
Total	22.9	11.6	1.3	1.7

The Group leases various offices under non-cancellable operating lease agreements. The leases have various terms, escalation clauses and renewal rights. Contingent rents are determined by the current contractual obligations of the parties. The Group also leases other equipment under non-cancellable operating lease agreements.

32. Commitments and contingencies

(a) Commitments for capital expenditure

Contracted commitments for capital expenditure at 31 December 2011 total £nil (2010: £nil).

(b) Other commitments

The Group's commitments under its pension scheme are described in Note 5(c).

The Group has commitments under non-cancellable contracts as part of the Group’s outsourcing of its IT operations, Human Resource processing and part of its accounting functions. The Group is committed to five year contracts with a total annual charge of £3m. These contracts will expire in two years.

The Group has guaranteed the performance of obligations and associated payments due by certain of its subsidiary undertakings under the banking arrangements entered into on 12 May 2008. The Group and certain of its subsidiaries acceded to the banking arrangements of Eden Acquisition 5 Limited and Eden Bidco Limited. Under these arrangements, the Group and those subsidiaries have access to the funding provided, and have in turn provided security over assets and investment, and are jointly and severally required to meet the performance obligations and associated payments, and to comply with the covenants, defined in the facility agreements.

33. Related party transactions

Details of transactions between the Group and other related parties are disclosed below.

(a) Sales and purchases of goods and services to/from joint ventures, associates, and shareholders.

	2011	**2010**
	£'000	**£'000**
Purchase of goods and services		
GMG	-	1.1
Sales of goods and services		
GMG	-	-

At 31 December 2011 the Group owed £nil to GMG (2010 £nil).

(b) Remuneration of key management personnel

	2011 £'m	2010 £'m
Salaries and other short term employee benefits	3.2	2.6
Termination benefits	2.5	-
Post-employment benefits	0.1	-
Total	5.8	2.6

Key management personnel primarily comprise the Chief Executive Officers of each division plus directors of the Company.

Loans to key management and Directors – see note 15.

(c) Directors' remuneration

The aggregate remuneration of the directors of the Company was as follows:

	2011 £'m	2010 £'m
Emoluments for services to the Company	1.2	1.3
Termination benefits	2.4	-
Total	3.6	1.3

Retirement benefits for 3 directors were accrued under a money purchase scheme (2010: four directors).

The remuneration of the highest paid director was as follows:

	2011 £'m	2010 £'m
Emoluments for services to the Company	0.4	0.6
Termination benefits	2.4	-
Total	2.8	0.6

34. Events after the reporting period

At December 2011, DeHavilland, which provides political intelligence and monitoring was held as available for sale following an offer for the sale of the business which has been accepted by the Group. The offer has subsequently been referred to the Office of Fair Trading on competition grounds and no ruling on the transaction has yet been received.

In March 2012 the business was reshaped into three distinct lines of business: Information Services, Exhibitions and Festivals, and Publishing. This will involve the hiving down of trade and assets of a number of divisions within EMAP Ltd as part of the reorganisation.

On 18 May 2012 the Group completed the sale of the trade and assets of CAP the automotive research division to Montague Private Equity house. Management have not disclosed the proposed sale price as the information is commercially sensitive.

35. Principal subsidiary undertakings

All subsidiary undertakings are registered in England and Wales and operate in the United Kingdom, except where indicated otherwise. All holdings are of ordinary shares and all subsidiary undertakings are 100% indirectly owned except where indicated otherwise. A full list of subsidiary undertakings, and information relating to them (as shown below) is filed with the Company's annual return. All subsidiaries are included in the Group consolidation. In the opinion of the directors, the principal subsidiary undertakings that affect Group trading results and net assets are as follows:

AME Info FZ-LLC (Dubai)
Emap Limited
GroundSure Limited
Planet Retail Limited
WGSN Inc (USA)
Worth Global Style Network Limited

36. Company details and ultimate parent undertaking

The Company is registered in England and Wales as a limited company. Its registered office is Greater London House, Hampstead Road, London NW1 7EJ.

Eden Bidco Limited is the Company's parent undertaking at the year end. Eden 2 & Cie SCA, incorporated in Luxembourg, is regarded by the directors as the Company's ultimate parent undertaking. This is a joint venture between the Apax Europe VII Fund, which is managed by Apax Partners Europe Managers Ltd, incorporated in England and Wales, and Guardian Media Group plc, incorporated in England and Wales. All the ordinary shares of Guardian Media Group plc are owned by the Scott Trust. The directors regard Eden 2 & Cie SCA as the ultimate controlling party.

Eden Bidco is established in the Cayman Islands, and Eden 2 & Cie SCA is established in Luxembourg. No group accounts have been prepared for these companies or for any other intermediate holding company.

	Note	2011 £'m	2010 £'m
Fixed assets			
Investments in Group undertakings	3	2,229.8	2,495.6
Long term receivables	4	-	2.0
		2,229.8	2,497.6
Current assets			
Debtors	5	620.7	130.2
Cash at bank and in hand		44.4	44.3
		665.1	174.5
Creditors: amounts falling due within one year	6	(1,921.4)	(1,473.8)
Net current liabilities		(1,256.3)	(1,299.3)
Total assets less current liabilities		973.5	1,198.3
Preference shares	9	(250.4)	(248.0)
Provisions for liabilities	7	-	(0.1)
Net assets		723.1	950.2
Capital and reserves			
Called up share capital	9	65.6	65.6
Share premium account	9	326.9	326.9
Capital redemption reserve	9	284.9	284.9
Profit and loss account	9	45.7	272.8
Shareholders' funds		723.1	950.2

The financial statements were approved by the Board of Directors on 22 May 2012 and were signed on its behalf by:

M. D A Painter

Duncan Painter, Director

Emily Gestetner, Director

Registered number: 0435820

The notes on pages 48 to 52 form part of these financial statements.

1. Principal accounting policies

Accounting convention
The separate financial statements of the Company are presented as required by the Companies Act 2006. They have been prepared under the historical cost convention except for derivative financial instruments which have been measured at fair value and in accordance with United Kingdom Accounting Standards and law.

The consolidated financial statements have been prepared under the historical cost convention, as modified by the fair value revaluation of derivatives.

The following summarises the principal accounting policies adopted by the directors, which have been applied consistently to both periods.

(a) Fixed asset investments

Fixed asset investments are stated at cost less provisions for impairment.

(b) Foreign currencies

Exchange differences arising on foreign currency borrowings and derivative financial instruments which are used to provide a hedge against foreign currency investments are also taken to reserves to the extent that they match exchange differences on the investments to which they relate.

Other transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into Sterling at the rates ruling at 31 December 2011. All such exchange differences are taken to the profit and loss account.

(c) Derivatives and other financial instruments

Derivatives, including currency options and swaps, forward exchange contracts and swaps, and interest rate swaps are initially recognised at fair value. Derivatives are subsequently re-measured at their fair value, and classified as current or non-current within the statement of financial position based on maturity date. The fair value is determined by using market data and the use of established estimation techniques such as discounted cash-flow and option valuation models.

The Company may designate certain of its derivative instruments as hedges of the fair value of its borrowings (fair value hedges) or hedges of investments in foreign operations (investment hedges). Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the profit and loss account, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk.

Derivatives which are not designated as hedging instruments or do not meet the criteria for hedge accounting are measured at fair value. Movements in their fair value are recognised in the profit and loss account immediately.

(d) Taxation

The charge for taxation is based on the profit for the year and takes account of taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Tax deferred or accelerated by the effect of timing differences is accounted for to the extent that a transaction or event that has occurred at the reporting date gives rise to an obligation to pay more tax or a right to pay less tax, in the future.

Deferred tax assets are recognised only to the extent that, based on available evidence, it is more likely than not that suitable taxable profit will arise from which the reversal of the asset can be deducted. The Company does not discount deferred tax assets or liabilities.

(e) Retirement benefits

The Group operated a defined contribution pension scheme during the year. Contributions payable are charged to the profit and loss account and included in staff costs as an operating expense as incurred.

(f) Preference shares

Preference shares are recorded at the fair value of the consideration received on their issue. Preference shares with fixed rights to the participation in the profits of the Company are recorded within borrowings and the related preference dividends within finance charges

(g) Exemptions

The Company has taken advantage of the exemptions available in FRS 1 'Cash Flow Statements' and FRS 8 'Related Party Disclosures' from presenting a cash flow statement and details of transactions with related parties on the basis that the cash flows of the Company are consolidated in the cash flows in the Top Right Group Limited (formerly EMAP International Limited) consolidated accounts for the year ended 31 December 2011. The Company has also taken advantage of the exemptions available in FRS 25 'Financial Instruments: Disclosure and Presentation' and in FRS 29 'Financial Instruments: Disclosures' from disclosing information on financial instruments on the basis that these disclosures are set out in the consolidated accounts of Top Right Group Limited (formerly EMAP International Limited) for the year ended 31 December 2011.

Going concern
The directors are satisfied that the Company has adequate resources to continue to operate for the foreseeable future.

2. Profit and loss account of Top Right Group Limited (formerly EMAP International Limited)

Top Right Group Limited (formerly EMAP International Limited) has taken advantage of the exemption offered by Section 408 of the Companies Act 2006 not to present its profit and loss account. The loss for the year was £203.6m (2010: loss of £27.6m).

Fees paid to the auditor during the year are as follows:

	2011 £'m	2010 £'m
Fees paid to the auditor for audit of the company accounts	0.1	0.1
Fees paid to the auditor for taxation services	-	-
Fees paid to the auditor for other services	-	-
Total	0.1	0.1

Fees paid to the auditor for other services includes £nil (2010: £nil) for services provided pursuant to legislation.

Details of Executive and Non-Executive directors' emoluments are shown in Note 33 of the Group financial statements.

3. Fixed asset investments

	Subsidiary undertakings £'m
Cost	
At 1 January 2011	2,633.4
Capital distribution by subsidiaries	(118.8)
At 31 December 2011	2,514.6
Provisions	
At 1 January 2011	137.8
Provided for during the period	150.3
Reduction associated with distribution of capital by subsidiaries	(3.3)
At 31 December 2011	284.8
Net book value	
At 31 December 2011	2,229.8
At 31 December 2010	2,495.6

During the year, the Company instigated a legal entity restructuring exercise to simplify its group structure. As part of this transaction, certain of the Company's subsidiary undertakings underwent capital restructuring, and the resulting distributable reserves were returned to the Company. These amounts have been netted against the cost of the investment. The investments in subsidiary undertakings are principally in the following companies, as indicated:

Name of Company	Country of registration	Class of shares held	Percent-age held	Nature of business
Planet Retail Ltd	England and Wales	Ordinary	100%	Information services
Groundsure Ltd	England and Wales	Ordinary	100%	Information services
Emap Group Holdings Ltd	England and Wales	Ordinary	100%	Investment holding
Emap Limited	England and Wales	Ordinary	100%	Information and events
WGSN Ltd	England and Wales	Ordinary	100%	Information services
Ame Info FZ - LLC	UAE	Ordinary	100%	Advertising services
Emap Information Ltd	England and Wales	Ordinary	100%	Investment holding
Emap Publishing (Nederland) BV	The Netherlands	Ordinary	100%	Information services
Emap America (Holdings) Ltd	England and Wales	Ordinary	100%	Investment holding
Emap Jersey Financing Ltd	England and Wales	Ordinary	100%	Investment holding

4. Long term receivable

	2011 £m	2010 £m
Loans to employee benefit trust	-	1.0
Loan to key management personnel	-	1.0
Total	-	2.0

During the year several senior employees left the Group. As a result, loans to senior management totalling £0.7m were waived as part of their compensation arrangements. Prior to year end a decision was taken to restructure equity investments held by senior management and the related loans during 2012. As a result of this decision a provision has been made against the remaining loans to management and related employee benefit trust.

5. Debtors

	2011 £'m	2010 £'m
Amounts receivable from Group undertakings	620.7	130.2
Total	620.7	130.2

During the year amounts receivable from Group undertakings included a loan for £197.1m to a parent undertaking bearing interest at SONIA.

6. Creditors

	2011 £'m	2010 £'m
Amounts payable to Group undertakings	1,919.9	1,467.7
Accruals and deferred income	0.5	3.7
Income tax payable	1.0	1.0
Other taxes and social security	-	1.4
Total	1,921.4	1,473.8

Interest is charged on the amounts owed to Group undertakings at a variety of rates. Sterling denominated loans are at SONIA less 0.125% and US dollar loans are at USD BBA LIBOR less 0.125%. Loan notes held by a subsidiary undertaking are charged at 3 month LIBOR plus 5%.

7. Provisions for liabilities

	2011 £'m	2010 £'m
Opening balance	0.1	2.7
Provided in the year	-	-
Utilised in the year	(0.1)	(2.6)
Closing balance	-	0.1

Provisions relating to ongoing commitments in respect of onerous contracts are £nil (2010: £nil). Other provisions are £nil (2010: £0.1m).

8. Staff costs

The company has no employees (2010: nil).

9. Parent company share capital and reserves

	Number of ordinary shares	Ordinary shares	Share premium	Capital redemption reserve	Preference shares	Profit and loss account
	'm	£'m	£'m	£'m	£'m	£'m
At 1 January 2011	218.8	65.6	326.9	284.9	248.0	272.8
Redemption of preference shares	-	-	-	-	(68.1)	-
Issue of preference shares	-	-	-	-	76.4	-
Foreign exchange	-	-	-	-	(5.9)	-
Retained loss for the year	-	-	-	-	-	(203.6)
Dividends paid	-	-	-	-	-	(23.5)
At 31 December 2011	218.8	65.6	326.9	284.9	250.4	45.7

Details of the Company's share capital and share premium are set out in Note 27 to the Group accounts.

10. Commitments and contingencies

The Company has guaranteed the performance of obligations and associated payments due by certain of its subsidiary undertakings under the banking arrangements entered into on 12 May 2008. The Company and certain of its subsidiaries acceded to the banking arrangements of Eden Acquisition 5 Limited and Eden Bidco Limited. Under these arrangements, the Company and those subsidiaries have access to the funding provided, and have in turn provided security over assets and investment, and are jointly and severally required to meet the performance obligations and associated payments, and to comply with the covenants, defined in the facility agreements.

During the year the Company was a member of the group cash pooling arrangement. This allows the group to combine the liquidity of companies within the group in order to distribute such cash centrally as required.

11. Related party transactions

During the year the Company had purchases with Guardian News & Media of £nil (2010: £1,100) and sales of £nil (2010: £nil).

12. Company details and ultimate parent undertaking

The Company is registered in England and Wales as a limited company. Its registered office is Greater London House, Hampstead Road, London NW1 7EJ. Eden Bidco Limited is the Company's parent undertaking at the year end. Eden 2 & Cie SCA, incorporated in Luxembourg, is regarded by the directors as the Company's ultimate parent undertaking. This is a joint venture between the Apax Europe VII Fund, which is managed by Apax Partners Europe Managers Ltd, incorporated in England and Wales, and Guardian Media Group plc, incorporated in England and Wales. All the ordinary shares of Guardian Media Group plc are owned by the Scott Trust. The directors regard Eden 2 & Cie SCA as the ultimate controlling party.

Eden Bidco is established in the Cayman Islands, and Eden 2 & Cie SCA is established in Luxembourg. No Group accounts have been prepared for these companies or for any other intermediate holding company.