

Progressive Digital Media Group Plc
Unaudited Interim Report For The Six Months Ended 30 June 2015

Highlights

New acquisition announced, integration of Current Analysis Inc complete with first half results showing good progress.

Key achievements in the six months

- Revenue and EBITDA growth
- Business Information continues to grow, now accounting for 63% of revenues
- Three 2014 acquisitions, including Current Analysis Inc, now fully embedded
- Agreement to acquire Consumer businesses from Informa Plc for £25.0m

Financial performance

- Revenues increased by 13.7% to £33.8m (June 2014: £29.7m)
- Adjusted EBITDA ⁽¹⁾ increased by 12.4% to £6.1m (June 2014: £5.4m)
- Adjusted EBITDA margin ⁽¹⁾ decreased by 0.2% to 18.1% (June 2014: 18.3%) due to increased investment and the re-phasing of a number of B2B products to the second half of the year
- EBITDA ⁽²⁾ increased to £3.3m (June 2014: £1.7m)
- Deferred revenue increased by 23.5% to £20.0m (June 2014: £16.2m)

Our business

- Premium business information services
- A strong and scalable asset base
- Significant contracted and visible revenue streams
- Globally exploitable business model

Simon Pyper, Chief Executive of Progressive Digital Media Group Plc, commented:

“Our first half results reflect the increased investment in our Business Information platforms, the integration of Current Analysis Inc (acquired 30 July 2014) into our ICT proposition and the re-phasing of a number of B2B products to the second half of the year.

We now have, with the integration of Current Analysis Inc, a credible and authoritative proposition in the ICT vertical and with the acquisition announced today of four Consumer businesses from Informa Plc, we have the same opportunity to consolidate and build out an equally authoritative proposition in the Consumer vertical.”

Note 1: Adjusted EBITDA: Earnings before interest, tax, depreciation and amortisation, impairment, share based payment charge, adjusted for unrealised exchange rate losses, costs associated with derivatives, acquisition, integration and restructure of the Group. Adjusted EBITDA margin is defined as: Adjusted EBITDA as a percentage of revenue.

Note 2: EBITDA: Earnings before interest, tax, depreciation, amortisation and includes a share based payment charge of £1.5m (June 2014: £3.0m).

Progressive Digital Media Group Plc (‘the Group’) enables organisations in the Consumer and ICT markets to gain competitive advantage by providing unique, high quality business information and services across multiple platforms.

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CHIEF EXECUTIVE'S STATEMENT

Our first half results reflect the increased investment in our Business Information platforms, the integration of Current Analysis Inc (acquired 30 July 2014) into our ICT proposition and the re-phasing of a number of B2B products to the second half of the year.

We now have, with the integration of Current Analysis Inc, a credible and authoritative proposition in the ICT vertical and with the acquisition announced today of four Consumer businesses from Informa Plc, we have the same opportunity to consolidate and build out an equally authoritative proposition in the Consumer vertical.

The agreement to acquire the Datamonitor Financial, Datamonitor Consumer, MarketLine and Verdict businesses from Informa Plc (for a gross consideration of £25.0m) will, with some additional investment, bring scale, depth and complimentary content sets to the Group's existing Consumer proposition.

Our acquisition strategy has always been simple; to acquire companies which operate in the markets or markets adjacent to those we serve, where there are no dominant supply side providers and where the demand side customer audience is both global and fragmented. Moreover, we must have the management and operational capabilities to fully leverage acquisitions across our platforms and infrastructure.

The acquisition of the Consumer businesses from Informa Plc satisfies our strategic and operational criteria. This acquisition will be our largest to date, yet of all the companies acquired by Progressive, these businesses are the ones we are most familiar with.

Our B2B products continue to perform in line with expectations. We are seeing growth in repeat bookings and have good visibility of earnings for the remainder of the year. Our B2B proposition is aligned to our Business Information offering and in the second half of this year we will launch a number of new and refreshed products. Additionally, we have re-phased a number of products from the first to the second half of the year. As a consequence, B2B revenues have reduced in the first half of the year, though we do expect the full year to be broadly in line with our 2014 results.

I fully expect that by the end of this financial year, the Group will have both a leading and authoritative proposition in the two global industry verticals that it serves, namely ICT and Consumer.

Group performance

Group revenues from continuing operations increased by 13.7% to £33.8m (June 2014: £29.7m) reflecting good growth from our Business Information division.

Business Information, which is focused on the ICT and Consumer verticals and accounts for 63.2% of Group revenues (June 2014: 56.4%), grew by 27.3% to £21.3m (June 2014: £16.8m) in the first half. There were good results from a broad range of products with a good contribution from Current Analysis Inc.

B2B, which consists of product sets that support our Business Information offering, saw revenues decrease by 3.9% to £12.4m (June 2014: £12.9m) which largely reflects the amendments to and re-phasing of our portfolio.

Adjusted EBITDA grew 12.4% to £6.1m (June 2014: £5.4m), with Adjusted EBITDA margin decreasing by 0.2% to 18.1% (June 2014: 18.3%). Earnings and margins have been tempered by the amendment to our B2B portfolio and investment and integration costs associated with the acquisition of Current Analysis Inc.

Profit before tax from continuing operations increased by £0.9m to £1.2m (June 2014: £0.3m).

Financial review

The Group continued to record growth in deferred revenues and improve cash generation.

1. Deferred revenue rose by 23.5% to £20.0m (June 2014: £16.2m)
2. Cash generated from continuing operations increased by £4.4m to £5.3m (June 2014: £0.9m) which equates to 86.2% of first half Adjusted EBITDA

On a Sterling equivalent basis, the Group derives 56% of revenues in currencies other than GBP (June 2014: 49%). During the period, the effect of currency movements was mildly positive, but the expected first half US Dollar benefit was largely offset by the continued weakness of the Euro.

The acquisition of the four Consumer businesses from Informa Plc (announced today) for a gross consideration of £25.0m will be funded from existing cash resources and revised banking facilities. In July 2014, the Group announced that it had negotiated a new £30.0m multi-currency facility with The Royal Bank of Scotland. These facilities were increased in July 2015 to £40.0m to help fund the acquisition of the four businesses from Informa Plc and provide working capital funding.

Our employees

A growing company places great demands on its employees, more so if that company is growing both organically and through acquisition. That we have delivered growth, integrated acquisitions and plan yet more is testament to the commitment, professionalism and hard work of our employees.

Outlook and prospects

The fundamentals of the business are positive and we are confident that our focus on building premium Technology and Consumer Business Information services is the correct strategy and one which will yield long-term profitable growth.

Simon Pyper

Chief Executive

27 July 2015

Independent review report to the members of Progressive Digital Media Group Plc

Introduction

We have reviewed the condensed set of financial statements in the half-yearly financial report of Progressive Digital Media Group Plc for the six months ended 30 June 2015 which comprises the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of financial position, the consolidated statement of changes in equity and the consolidated statement of cash flows. We have read the other information contained in the half yearly financial report which comprises the Chief Executive's statement and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed set of financial statements.

This report is made solely to the company's members, as a body, in accordance with International Standard on Review Engagements (UK and Ireland) 2410, 'Review of Interim Financial Information performed by the Independent Auditor of the Entity'. Our review 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 independent review report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our review work, for this report, or for the conclusion we have formed.

Directors' responsibilities

The half-yearly financial report is the responsibility of, and has been approved by, the directors.

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

Our responsibility

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

Scope of review

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

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the condensed set of financial statements in the half-yearly financial report for the six months ended 30 June 2015 is not prepared, in all material respects, in accordance with International Accounting Standard 34, 'Interim Financial Reporting', as adopted by the European Union.

GRANT THORNTON UK LLP
AUDITOR
London
27 July 2015

Consolidated income statement

	Notes	6 months to 30 June 2015 <i>Unaudited</i> £000s	6 months to 30 June 2014 <i>Unaudited</i> £000s	Year to 31 December 2014 <i>Audited</i> £000s
Continuing operations				
Revenue	3	33,771	29,700	63,161
Cost of sales		(21,176)	(17,894)	(39,294)
Gross profit		12,595	11,806	23,867
Distribution costs		(401)	(461)	(792)
Administrative costs		(7,043)	(6,589)	(12,991)
Other expenses	4	(3,655)	(4,338)	(9,306)
Operating profit		1,496	418	778
<i>Analysed as:</i>				
Adjusted EBITDA¹		6,096	5,423	11,529
Items associated with acquisitions and restructure of the Group	4	(1,073)	(738)	(2,606)
Other adjusting items	4	(1,705)	(2,946)	(5,173)
EBITDA²		3,318	1,739	3,750
Amortisation		(1,465)	(1,050)	(2,425)
Depreciation		(357)	(271)	(547)
Operating profit		1,496	418	778
Finance costs		(329)	(111)	(484)
Profit before tax from continuing operations		1,167	307	294
Income tax (expense)/ credit		(714)	734	(887)
Profit/ (loss) for the period from continuing operations		453	1,041	(593)
Loss for the period from discontinued operations	9	(875)	(346)	(1,628)
(Loss)/ profit for the period		(422)	695	(2,221)
Attributable to:				
Equity holders of the parent		(422)	688	(2,106)
Non-controlling interest		-	7	(115)
Earnings/ (loss) per share attributable to equity holders from continuing operations:				
	5			
Basic earnings/ (loss) per share (pence)		0.59	1.38	(0.78)
Diluted earnings/ (loss) per share (pence)		0.54	1.27	(0.70)
Loss per share attributable to equity holders from discontinued operations:				
Basic loss per share (pence)		(1.15)	(0.47)	(1.99)
Diluted loss per share (pence)		(1.04)	(0.43)	(1.79)
Total basic (loss)/ earnings per share (pence)		(0.55)	0.91	(2.77)
Total diluted (loss)/ earnings per share (pence)		(0.50)	0.84	(2.50)

The accompanying notes form an integral part of this financial report.

¹ We define Adjusted EBITDA as EBITDA adjusted for costs associated with acquisition, integration, restructure of the Group, share based payments, impairment, unrealised exchange rate losses and impact of foreign exchange contracts. We present Adjusted EBITDA as additional information because we understand that it is a measure used by certain investors. However, other companies may present Adjusted EBITDA differently. EBITDA and Adjusted EBITDA are not measures of financial performance under IFRS and should not be considered as an alternative to operating profit or as a measure of liquidity or an alternative to net income as indicators of our operating performance or any other measure of performance derived in accordance with IFRS.

² EBITDA is defined as earnings before interest, tax, depreciation, amortisation and impairment.

Consolidated statement of comprehensive income

	6 months to 30 June 2015 <i>Unaudited</i>	6 months to 30 June 2014 <i>Unaudited</i>	Year to 31 December 2014 <i>Audited</i>
	£000s	£000s	£000s
(Loss)/ profit for the period	(422)	695	(2,221)
Other comprehensive (loss)/ income			
Items that will be classified subsequently to profit or loss:			
Translation of foreign entities	(60)	14	(166)
Other comprehensive (loss)/ income, net of tax	(60)	14	(166)
Total comprehensive (loss)/ income for the period	(482)	709	(2,387)
Attributable to			
Equity holders of the parent	(482)	702	(2,272)
Non-controlling interest	-	7	(115)

The accompanying notes form an integral part of this financial report.

Consolidated statement of financial position

	Notes	30 June 2015 <i>Unaudited</i>	30 June 2014 <i>Unaudited</i>	31 December 2014 <i>Audited</i>
		£000s	£000s	£000s
Non-current assets				
Property, plant and equipment		1,295	804	1,510
Intangible assets	6	41,539	27,237	42,403
Long-term derivative assets		37	-	-
Deferred tax assets		923	1,892	457
		43,794	29,933	44,370
Current assets				
Inventories		362	109	150
Trade and other receivables		26,796	25,676	33,049
Short-term derivative assets		137	91	106
Cash and cash equivalents		11,365	11,100	8,261
		38,660	36,976	41,566
Total assets		82,454	66,909	85,936
Current liabilities				
Trade and other payables		(28,537)	(23,927)	(32,567)
Short-term borrowings	11	(2,543)	-	(1,283)
Current tax payable		(1,108)	(672)	(1,240)
Short-term derivative liabilities		-	-	(89)
Short-term provisions		(281)	(462)	(368)
		(32,469)	(25,061)	(35,547)
Non-current liabilities				
Long-term provisions		(94)	(147)	(84)
Long-term derivative liabilities		-	-	(26)
Long-term borrowings	11	(14,336)	(5,892)	(15,651)
		(14,430)	(6,039)	(15,761)
Total liabilities		(46,899)	(31,100)	(51,308)
Net assets		35,555	35,809	34,628
Equity				
Share capital	7	154	154	154
Share premium account		200	200	200
Other reserve		(37,128)	(37,128)	(37,128)
Foreign currency translation reserve		(186)	54	(126)
Special reserve		48,422	48,422	48,422
Retained profit		24,093	23,990	23,106
Equity attributable to equity holders of the parent		35,555	35,692	34,628
Non-controlling interest		-	117	-
Total equity		35,555	35,809	34,628

The accompanying notes form an integral part of this financial report.

Consolidated statement of changes in equity (unaudited)

	Share capital	Share premium account	Other reserve	Foreign currency translation reserve	Special reserve	Retained profit	Equity attributable to equity holders of the parent	Non-controlling interest	Total equity
	£000s	£000s	£000s	£000s	£000s	£000s	£000s	£000s	£000s
Balance at 1 January 2014	153	-	(37,128)	40	48,422	20,508	31,995	116	32,111
Profit for the period	-	-	-	-	-	688	688	7	695
<i>Other comprehensive income:</i>									
Translation of foreign entities	-	-	-	14	-	-	14	-	14
Total comprehensive income for the period	-	-	-	14	-	688	702	7	709
<i>Transactions with owners:</i>									
Dividends	-	-	-	-	-	-	-	(6)	(6)
Issue of share capital	1	200	-	-	-	-	201	-	201
Share based payments charge	-	-	-	-	-	3,031	3,031	-	3,031
Excess deferred tax on share based payments	-	-	-	-	-	(237)	(237)	-	(237)
Balance at 30 June 2014	154	200	(37,128)	54	48,422	23,990	35,692	117	35,809
Loss for the period	-	-	-	-	-	(2,794)	(2,794)	(122)	(2,916)
<i>Other comprehensive income:</i>									
Translation of foreign entities	-	-	-	(180)	-	-	(180)	-	(180)
Total comprehensive loss for the period	-	-	-	(180)	-	(2,794)	(2,974)	(122)	(3,096)
<i>Transactions with owners:</i>									
Dividends	-	-	-	-	-	-	-	5	5
Share based payments charge	-	-	-	-	-	1,339	1,339	-	1,339
Excess deferred tax on share based payments	-	-	-	-	-	571	571	-	571
Balance at 31 December 2014	154	200	(37,128)	(126)	48,422	23,106	34,628	-	34,628
Loss for the period	-	-	-	-	-	(422)	(422)	-	(422)
<i>Other comprehensive income:</i>									
Translation of foreign entities	-	-	-	(60)	-	-	(60)	-	(60)
Total comprehensive loss for the period	-	-	-	(60)	-	(422)	(482)	-	(482)
<i>Transactions with owners:</i>									
Share based payments charge	-	-	-	-	-	1,485	1,485	-	1,485
Excess deferred tax on share based payments	-	-	-	-	-	(76)	(76)	-	(76)
Balance at 30 June 2015	154	200	(37,128)	(186)	48,422	24,093	35,555	-	35,555

The accompanying notes form an integral part of this financial report.

Consolidated statement of cash flows

	6 months to 30 June 2015 <i>Unaudited</i> £000s	6 months to 30 June 2014 <i>Unaudited</i> £000s	Year to 31 December 2014 <i>Audited</i> £000s
Continuing operations			
Cash flows from operating activities			
Profit/ (loss) for the period	453	1,041	(593)
Adjustments for:			
Depreciation	357	271	547
Amortisation	1,465	1,050	2,425
Finance expense	329	111	484
Taxation recognised in profit or loss	714	(734)	887
Profit on disposal of subsidiary	-	-	(106)
Loss on disposal of property, plant and equipment	-	-	8
Revaluation of foreign currency loan	(93)	-	902
Share based payments charge	1,485	3,031	4,371
Decrease/ (increase) in trade and other receivables	5,163	43	(5,927)
(Increase)/ decrease in inventories	(212)	46	5
(Decrease)/ increase in trade and other payables	(4,146)	(3,617)	396
Revaluation of derivatives	(182)	(85)	15
Movement in provisions	(77)	(216)	(299)
Cash generated from continuing operations	5,256	941	3,115
Interest paid (continuing operations)	(292)	(67)	(220)
Income taxes paid (continuing operations)	(1,176)	(240)	(1,364)
Net cash from operating activities (continuing operations)	3,788	634	1,531
Net decrease in cash and cash equivalents from discontinued operations	(79)	(494)	(1,281)
Total cash flows from operating activities	3,709	140	250
Cash flows from investing activities (continuing operations)			
Acquisition of Pyramid Research	-	(2,006)	(2,006)
Acquisition of ERC Group	-	(543)	(543)
Acquisition of Current Analysis Inc	-	-	(11,168)
Proceeds from disposal of subsidiary	-	-	58
Purchase of property, plant and equipment	(142)	(222)	(1,212)
Purchase of intangible assets	(403)	(455)	(1,128)
Net cash used in investing activities (continuing operations)	(545)	(3,226)	(15,999)
Net increase in cash and cash equivalents from discontinued operations	-	-	4
Total cash flows from investing activities	(545)	(3,226)	(15,995)
Cash flows from financing activities (continuing operations)			
Proceeds from long-term borrowings	-	-	10,000
Net cash generated from financing activities (continuing operations)	-	-	10,000
Net decrease in cash and cash equivalents from discontinued operations	-	(6)	(6)
Total cash flows from financing activities	-	(6)	9,994
Net increase/ (decrease) in cash and cash equivalents	3,164	(3,092)	(5,751)
Cash and cash equivalents at beginning of period	8,261	14,178	14,178
Effects of currency translation on cash and cash equivalents	(60)	14	(166)
Cash and cash equivalents at end of period	11,365	11,100	8,261

The accompanying notes form an integral part of this financial report.

Notes to the interim financial statements

1. General information

Nature of operations

The principal activity of Progressive Digital Media Group Plc and its subsidiaries (together 'the Group') is to provide its customers with high quality information and services through multiple channels in a rapidly changing economic environment. The unique and up to date knowledge and information that the Group provides enables organisations to gain competitive advantage and market share within the sectors the Group covers.

Progressive Digital Media Group Plc ('the Company') is a company incorporated in the United Kingdom and listed on the Alternative Investment Market (AIM). The registered office of the Company is John Carpenter House, John Carpenter Street, London, EC4Y 0AN. The registered number of the Company is 03925319.

Basis of preparation

These interim financial statements are for the six months ended 30 June 2015. They have been prepared in accordance with IAS 34, *Interim Financial Reporting* as adopted in the European Union. They do not include all of the information required for full annual financial statements, and should be read in conjunction with Progressive Digital Media Group Plc's audited financial statements for the year ended 31 December 2014.

The financial information for the year ended 31 December 2014 set out in this interim report does not constitute statutory accounts as defined in Section 434 of the Companies Act 2006. The Group's statutory financial statements for the year ended 31 December 2014 have been filed with the Registrar of Companies and can be found on the Group's website www.progressivedigitalmedia.com. The auditor's report on those financial statements was unqualified and did not contain statements under Section 498(2) or Section 498(3) of the Companies Act 2006.

These interim financial statements have been prepared under the historical cost convention as modified by the revaluation of derivative financial instruments.

The interim financial statements are presented in Pounds Sterling (£), which is also the functional currency of the Company. These interim financial statements have been approved for issue by the Board of Directors.

Critical accounting estimates and judgements

The Group makes estimates and assumptions regarding the future. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

In the future, actual experience may deviate from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial period relate to valuation of acquired intangible assets, provisions for bad debt, share based payments and the carrying value of goodwill and other intangibles in the statement of financial position.

Going concern

The Group has closing cash of £11.4 million as at 30 June 2015 and net debt of £5.5 million (30 June 2014: net cash of £5.2 million), being cash and cash equivalents less short and long-term borrowings. The Group also has an overdraft facility of £2 million, issued by The Royal Bank of Scotland, which was not utilised as at 30 June 2015.

The Group has outstanding loans of £16.9 million with The Royal Bank of Scotland.

The Group considers the current cash balance, cash flow projections and the existing financing facilities to be adequate to meet short-term commitments. The Directors have a reasonable expectation that there are no material uncertainties that cast significant doubt about the Group's ability to continue as a going concern. Accordingly, the Directors have prepared the interim financial statements on a going concern basis.

Notes to the interim financial statements (continued)

2. Accounting policies

This interim report has been prepared based on the accounting policies detailed in the Group's financial statements for the year ended 31 December 2014. All policies have been consistently applied.

3. Segment analysis

The principal activity of Progressive Digital Media Group Plc (PDMG) and its subsidiaries ('the Group') is the provision of premium business information through multiple channels. The Group supplies its customers with research, analysis and tactical intelligence enabling them to gain a competitive advantage in their markets.

IFRS 8 "Operating Segments" requires the segment information presented in the financial statements to be that which is used internally by the chief operating decision maker to evaluate the performance of the business and to decide how to allocate resources. The Group has identified the executive directors as its chief operating decision maker.

Business information is provided to customers through multiple channels by a dedicated content team that is centrally managed by research directors who report directly to the executive directors. Business Information is therefore considered to be the operating segment of the Group.

The Group profit or loss is reported to the executive directors on a monthly basis and consists of earnings before interest, tax, depreciation, amortisation, central overheads and other adjusting items. The executive directors also monitor revenue within the operating segment and have decided to include an additional voluntary disclosure analysing revenue by sub-category, being Business Intelligence and B2B (Events and Marketing).

A reconciliation of Adjusted EBITDA to profit before tax from continuing operations is set out below:

	6 months to 30 June 2015 <i>Unaudited</i> £000s	6 months to 30 June 2014 <i>Unaudited</i> £000s	Year to 31 December 2014 <i>Audited</i> £000s
Business Intelligence	21,340	16,760	38,513
B2B (Events and Marketing)	12,431	12,940	24,648
Total Business Information Revenue	33,771	29,700	63,161
Business Information Adjusted EBITDA	6,096	5,423	11,529
Other expenses (see note 4)	(3,655)	(4,338)	(9,306)
Depreciation	(357)	(271)	(547)
Amortisation (excluding amortisation of acquired intangible assets)	(588)	(396)	(898)
Finance costs	(329)	(111)	(484)
Profit before tax from continuing operations	1,167	307	294

Notes to the interim financial statements (continued)

3. Segment analysis (continued)

Geographical analysis

From continuing operations

6 months to 30 June 2015

	UK £000s	Europe £000s	North America £000s	Rest of World £000s	Total £000s
Revenue from external customers	9,661	9,922	9,486	4,702	33,771

6 months to 30 June 2014

	UK £000s	Europe £000s	North America £000s	Rest of World £000s	Total £000s
Revenue from external customers	9,923	9,461	6,433	3,883	29,700

12 months to 31 December 2014

	UK £000s	Europe £000s	North America £000s	Rest of World £000s	Total £000s
Revenue from external customers	17,906	22,447	15,640	7,168	63,161

4. Other expenses

	6 months to 30 June 2015 <i>Unaudited</i> £000s	6 months to 30 June 2014 <i>Unaudited</i> £000s	Year to 31 December 2014 <i>Audited</i> £000s
Restructuring costs ⁽¹⁾	1,031	710	2,237
Property related provisions	45	(121)	(221)
Exceptional property costs	5	9	13
Deal costs	(9)	-	146
Exceptional legal costs	-	18	-
M&A costs	1	122	431
Items associated with acquisitions and restructure of the Group	1,073	738	2,606
Share based payment charge	1,485	3,031	4,371
Revaluation of short and long-term derivatives	(182)	(85)	15
Unrealised foreign exchange loss	402	-	787
Amortisation of acquired intangibles	877	654	1,527
Total other expenses	3,655	4,338	9,306

⁽¹⁾ Restructuring costs consist of redundancy costs relating to three key management personnel as well as other costs in relation to restructuring the business.

Notes to the interim financial statements (continued)

5. Earnings per share

The calculation of the basic earnings per share is based on the earnings attributable to ordinary shareholders of the parent company divided by the weighted average number of shares in issue during the period. The Group also has a share options scheme in place and therefore the Group has calculated the dilutive effect of these options. The below table shows earnings per share for both continuing and discontinued operations:

	6 months to 30 June 2015	6 months to 30 June 2014	Year to 31 December 2014
	<i>Unaudited</i>	<i>Unaudited</i>	<i>Audited</i>
Continuing operations			
Basic			
Profit/ (loss) for the period attributable to ordinary shareholders of the parent company (£000s)	453	1,041	(593)
Weighted average number of shares (000s)	76,268	75,609	75,941
Basic earnings/ (loss) per share (pence)	0.59	1.38	(0.78)
Diluted			
Profit/ (loss) for the period attributable to ordinary shareholders of the parent company (£000s)	453	1,041	(593)
Weighted average number of shares (000s)	83,949	81,983	84,300
Diluted earnings/ (loss) per share (pence)	0.54	1.27	(0.70)
Discontinued operations			
Basic			
Loss for the period attributable to ordinary shareholders from discontinued operations (£000s)	(875)	(346)	(1,628)
Less (profit)/ loss attributable to minority interest (£000s)	-	(7)	115
Loss for the period attributable to ordinary shareholders of the parent company (£000s)	(875)	(353)	(1,513)
Weighted average number of shares (000s)	76,268	75,609	75,941
Basic loss per share (pence)	(1.15)	(0.47)	(1.99)
Diluted			
Loss for the period attributable to ordinary shareholders of the parent company (£000s)	(875)	(353)	(1,513)
Weighted average number of shares (000s) *	83,949	81,983	84,300
Diluted loss per share (pence)	(1.04)	(0.43)	(1.79)
Total			
Basic			
(Loss)/ profit for the period attributable to ordinary shareholders of the parent company (£000s)	(422)	688	(2,106)
Weighted average number of shares (000s)	76,268	75,609	75,941
Basic (loss)/ earnings per share (pence)	(0.55)	0.91	(2.77)
Diluted			
(Loss)/ profit for the period attributable to ordinary shareholders of the parent company (£000s)	(422)	688	(2,106)
Weighted average number of shares (000s) *	83,949	81,983	84,300
Diluted (loss)/ earnings per share (pence)	(0.50)	0.84	(2.50)

Notes to the interim financial statements (continued)

5. Earnings per share (continued)

Reconciliation of basic weighted average number of shares to the diluted weighted average number of shares:

	6 months to 30 June 2015 <i>Unaudited</i> No'000s	6 months to 30 June 2014 <i>Unaudited</i> No'000s	Year to 31 December 2014 <i>Audited</i> No'000s
Basic weighted average number of shares	76,268	75,609	75,941
Share options in issue at end of year	7,681	6,374	8,359
Diluted weighted average number of shares	83,949	81,983	84,300

* The share options in issue are anti-dilutive in respect of the diluted loss per share calculation in 2015.

6. Intangible assets

	Software £000s	Asset under construction £000s	Customer relationships £000s	Brands £000s	IP rights £000s	Goodwill £000s	Total £000s
Cost							
As at 31 December 2014	5,359	-	14,193	1,893	12,267	41,022	74,734
Additions	63	340	-	-	-	-	403
Fair value adjustments	(17)	-	-	-	-	216	199
Foreign currency retranslation	(5)	-	-	-	-	-	(5)
As at 30 June 2015	5,400	340	14,193	1,893	12,267	41,238	75,331
Amortisation							
As at 31 December 2014	(3,360)	-	(9,633)	(200)	(9,778)	(9,360)	(32,331)
Charge for the year	(558)	-	(415)	(181)	(311)	-	(1,465)
Foreign currency retranslation	4	-	-	-	-	-	4
As at 30 June 2015	(3,914)	-	(10,048)	(381)	(10,089)	(9,360)	(33,792)
Net book value							
As at 30 June 2015	1,486	340	4,145	1,512	2,178	31,878	41,539
As at 31 December 2014	1,999	-	4,560	1,693	2,489	31,662	42,403

A fair value adjustment was booked to software during the period. This was in relation to Current Analysis Inc, which was acquired by the Group on 30 July 2014. Further fair value adjustments have been booked to goodwill in relation to Current Analysis Inc during the period.

Notes to the interim financial statements (continued)

7. Equity

Share capital

Allotted, called up and fully paid:

	30 June 2015		30 June 2014		31 December 2014	
	<i>Unaudited</i>		<i>Unaudited</i>		<i>Audited</i>	
	No'000s	£000s	No'000s	£000s	No'000s	£000s
Ordinary shares at 1 January (1/14 th pence)	76,268	54	74,487	53	74,487	53
Issue of shares: partial consideration ERC	-	-	76	-	76	-
Issue of shares: other	-	-	4	-	4	-
Issue of shares: share option scheme	-	-	1,701	1	1,701	1
Ordinary shares c/f (1/14 th pence)	76,268	54	76,268	54	76,268	54
Deferred shares of £1.00 each	100	100	100	100	100	100
Total allotted, called up and fully paid	76,368	154	76,368	154	76,368	154

The issue of shares in the prior year related to the following:

ERC Acquisition

The Group issued 76,191 ordinary shares as part of the consideration for ERC Group Limited and its subsidiaries. These shares rank pari passu with the existing PDMG ordinary shares in issue.

Share Option Scheme

The Group issued 1,400,000 ordinary shares on 7 March 2014 and 305,080 ordinary shares on 14 March 2014 following the exercise of options by employees pursuant to the vesting of the Company's Capital Appreciation Plan. These shares rank pari passu with the existing PDMG ordinary shares in issue.

Capital management

The Group's capital management objectives are:

- To ensure the Group's ability to continue as a going concern
- To fund future growth and provide an adequate return to shareholders and, when appropriate, distribute dividends

The capital structure of the Group consists of net debt, which includes borrowings (note 11) and cash and cash equivalents, and equity.

The Company has two classes of shares:

- Ordinary shares carry no right to fixed income and each share carries the right to one vote at general meetings of the Company
- Deferred shares do not confer upon the holders the right to receive any dividend, distribution or other participation in the profits of the Company. The deferred shares do not entitle the holders to receive notice of or to attend and speak or vote at any general meeting of the Company. On distribution of assets on liquidation or otherwise, the surplus assets of the Company remaining after payments of its liabilities shall be applied first in repaying to holders of the deferred shares the nominal amounts and any premiums paid up or credited as paid up on such shares, and second the balance of such assets shall belong to and be distributed among the holders of the ordinary shares in proportion to the nominal amounts paid up on the ordinary shares held by them respectively.

There are no specific restrictions on the size of a holding nor on the transfer of shares, which are both governed by the general provisions of the Articles of Association and prevailing legislation. The Directors are not aware of any agreements between holders of the Company's shares that may result in restrictions on the transfer of securities or on voting rights.

Notes to the interim financial statements (continued)

7. Equity (continued)

No person has any special rights of control over the Company's share capital and all its issued shares are fully paid.

With regard to the appointment and replacement of Directors, the Company is governed by its Articles of Association, the principles of the UK Corporate Governance Code, the Companies Act and related legislation. The Articles themselves may be amended by special resolution of the shareholders. The powers of Directors are described in the Board Terms of Reference, copies of which are available on request.

8. Share based payments

The Group created a share option scheme during the year ended 31 December 2010 and granted the first options under the scheme on 1 January 2011 to certain senior employees. Each option granted converts to one ordinary share on exercise. A participant may exercise their options (subject to employment conditions) at any time during a prescribed period from the vesting date to the date the option lapses. For these options to be exercised the Group's earnings before interest, taxation, depreciation and amortisation, as adjusted by the Remuneration Committee for significant or one-off occurrences, must exceed certain targets. The fair values of options granted were determined using the market value at the date of grant. The market values were compared to the Black-Scholes model and there were no significant differences.

The following assumptions were used in the valuation:

Award Tranche	Grant Date	Fair Value of Share Price at Grant Date	Exercise Price (Pence)	Estimated Forfeiture rate p.a.	Weighted Average of Remaining Contractual Life
Award 1	1 January 2011	£1.09	0.0714p	15%	2.0
Award 3	1 May 2012	£1.87	0.0714p	15%	2.0
Award 4	7 March 2014	£2.55	0.0714p	15%	2.0
Award 5	8 September 2014	£2.575	0.0714p	15%	2.2
Award 6	22 September 2014	£2.525	0.0714p	15%	2.0
Award 7	9 December 2014	£2.075	0.0714p	15%	2.1
Award 8	31 December 2014	£2.025	0.0714p	15%	2.0
Award 9	21 April 2015	£2.05	0.0714p	15%	2.1

The estimated forfeiture rate assumption is based upon management's expectation over the number of options that will lapse over the vesting period. The assumptions were determined when the scheme was set up in 2011 and are reviewed annually. Management believe the current assumptions to be reasonable based upon the rate of lapsed options.

The share options held within Award 2 were fully forfeited during 2015.

Each of the above awards are subject to the following vesting criteria:

	Vesting Criteria		
	Group Achieves £10m EBITDA (met in 2014)	Group Achieves £18.5m EBITDA	Group Achieves £23.5m EBITDA
Award 1-4	20% Vest	40% Vest	40% Vest
Award 5	N/a	30% Vest	70% Vest
Award 6	N/a	50% Vest	50% Vest
Award 7	N/a	40% Vest	60% Vest
Award 8	N/a	50% Vest	50% Vest
Award 9	N/a	40% Vest	60% Vest

Notes to the interim financial statements (continued)

8. Share based payments (continued)

During 2013 the first vesting criteria of the Group achieving £10m Adjusted EBITDA was met. As a result 1,701,156 options were exercised during 2014 at a weighted exercise price of 0.0714 pence. The weighted average price of shares exercised was £2.55.

The Remuneration Committee increased the second and third vesting criteria to £18.5 million and £23.5 million respectively as a result of the acquisitions made during 2014 (2013: £15 million and £20 million respectively).

The total charge recognised for the scheme during the six months to 30 June 2015 was £1,485,000 (2014: £3,031,000).

The awards of the scheme are settled with ordinary shares of the Company. Reconciliation of movement in the number of options is provided below.

	Option price (pence)	Number of options
31 December 2014	1/14 th	8,358,880
Granted	1/14 th	1,009,960
Forfeited	1/14 th	(1,687,400)
30 June 2015	1/14th	7,681,440

9. Discontinued operations

As the business becomes more focused on its Business Information offering, a number of legacy non-core business units have been discontinued in recent years.

During 2014, several of the Group's operations were discontinued:

- The Group's German subsidiary was considered no longer viable;
- The Group disposed of Office Solutions Media Limited, as the subsidiary was no longer considered a strategic fit;
- One of the Group's business to business lead generation operations was discontinued as it was no longer a strategic fit or a viable business;
- One of the Group's market research businesses units was discontinued due to continued under performance.

The costs in 2015 relate to final costs incurred to close the businesses which were discontinued during 2014.

Pursuant to the provisions of IFRS 5 the above operations have been classified as discontinued.

Notes to the interim financial statements (continued)

9. Discontinued operations (continued)

a) The results of the discontinued operation are as follows;

	6 months to 30 June 2015 <i>Unaudited</i> £000s	6 months to 30 June 2014 <i>Unaudited</i> £000s	Year to 31 December 2014 <i>Audited</i> £000s
Discontinued operations			
Revenue	(318)	1,180	1,338
Cost of sales	(494)	(1,048)	(1,958)
Gross (loss)/ profit	(812)	132	(620)
Distribution costs	-	(19)	(19)
Administrative costs	(283)	(336)	(453)
Other (expenses)/ income	-	(123)	86
Loss before tax from discontinued operations	(1,095)	(346)	(1,006)
Income tax credit/ (charge)	220	-	(622)
Loss for the period from discontinued operations	(875)	(346)	(1,628)

b) Loss before tax

	6 months to 30 June 2015 <i>Unaudited</i> £000s	6 months to 30 June 2014 <i>Unaudited</i> £000s	Year to 31 December 2014 <i>Audited</i> £000s
This is arrived at after charging:			
Depreciation	-	3	6

c) Cash flows from discontinued operations

	6 months to 30 June 2015 <i>Unaudited</i> £000s	6 months to 30 June 2014 <i>Unaudited</i> £000s	Year to 31 December 2014 <i>Audited</i> £000s
Cash outflows from operating activities	(79)	(494)	(1,281)
Cash inflows from investing activities	-	-	4
Cash outflows from financing activities	-	(6)	(6)
Total cash outflows from discontinued operations	(79)	(500)	(1,283)

Notes to the interim financial statements (continued)

10. Related party transactions

Mike Danson, Progressive Digital Media Group's Chairman, owned 66.14% of the Company's ordinary shares as at 30 June 2015. Mike Danson owns a number of businesses that interact with Progressive Digital Media Group. The principal transactions are as follows:

Accommodation

Progressive Digital Media Group rents two properties from Estel Property Investments, a company owned by Mike Danson. The total rental expense in relation to the buildings owned by Estel Property Investments for the 6 months to 30 June 2015 was £1,053,000 (2014: £974,700).

Corporate support services

Corporate support services are provided to and from other companies owned by Mike Danson, principally finance, human resources, IT and facilities management. These are recharged to companies that consume these services based on specific drivers of costs, such as proportional occupancy of buildings for facilities management, headcount for human resources services, revenue or gross profit for finance services and headcount for IT services. The recharge made from Progressive Digital Media Group to these companies for the 6 months to 30 June 2015 was £192,400 (2014: recharge from other companies owned by Mike Danson to Progressive Digital Media Group of £346,300).

Revenue License Agreement

During the period, Progressive Digital Media Group terminated a licensing agreement with World Marketing Intelligence Ltd ("WMI"), a company wholly owned by Mike Danson, to sell WMI's Construction Intelligence Center ("CIC") content through the Group's own websites. Under the terms of the agreement, 20% of revenue generated from the sale of CIC content was payable to WMI. The total revenue recognised in Progressive Digital Media Group for the 6 months to 30 June 2015 was £nil (2014: £nil).

Amounts outstanding

The Group has taken advantage of the exemptions contained within IAS 24 - Related Party Disclosures from the requirement to disclose transactions between Group companies as these have been eliminated on consolidation. The amounts outstanding for other related parties were:

	30 June 2015	30 June 2014	31 December 2014
	<i>Unaudited</i>	<i>Unaudited</i>	<i>Audited</i>
	£000s	£000s	£000s
Global Data Ltd	2	31	82
Estel Property Group Ltd	(606)	(4,993)	(5,143)
Progressive Media Venture Ltd	784	(11)	(234)
New Statesman Ltd	-	2,532	2,689
Progressive Media International Ltd	-	2,654	2,945
Progressive Global Media Ltd	-	85	73
	180	298	412

The Group has right of set off over these amounts.

Notes to the interim financial statements (continued)

11. Borrowings

	30 June 2015 <i>Unaudited</i> £000s	30 June 2014 <i>Unaudited</i> £000s	31 December 2014 <i>Audited</i> £000s
Current			
Loans due within one year	2,543	-	1,283
Non-current			
Long-term loans	14,336	5,892	15,651

Overdraft

The Group currently has a £2 million overdraft facility, which was not drawn down upon at 30 June 2015. Interest is charged on the overdraft at 2.25% over the Bank of England Base Rate.

Term loan and RCF

US\$17m term loan and £20m RCF provided by The Royal Bank of Scotland

In July 2014, the Group refinanced its debt position. A US\$17 million term loan was issued by The Royal Bank of Scotland to partially fund the acquisition of Current Analysis Inc. This is repayable in quarterly instalments over 4 years. The first instalment is due for repayment in July 2015, with total repayments due within the next 12 months being US\$4 million.

Additionally, The Royal Bank of Scotland issued a £20 million revolving capital facility (RCF). As at 30 June 2015, the Group had drawn down £6.4 million of this facility.

Interest is charged on the term loan and drawn down RCF at a rate of 2.25% over the London Interbank Offered Rate. Interest is charged on the undrawn RCF at 0.9%.

These new arrangements replaced the existing £6 million RCF which was arranged in October 2011 and was due for repayment in 2015.

Non-current borrowings can be reconciled as follows:

	30 June 2015 <i>Unaudited</i> £000s	30 June 2014 <i>Unaudited</i> £000s	31 December 2014 <i>Audited</i> £000s
Term loan issued by The Royal Bank of Scotland	8,266	-	9,619
RCF issued by The Royal Bank of Scotland	6,375	6,000	6,375
Capitalised fees, net of amortised amount	(305)	(108)	(343)
	14,336	5,892	15,651

Notes to the interim financial statements (continued)

12. Post balance sheet events

The Group today announced its agreement to acquire the Datamonitor Financial, Datamonitor Consumer, MarketLine and Verdict businesses from Informa Plc for £25.0m in cash. The sale will be effected by Informa transferring the above named businesses to Verdict Research Limited, the entire share capital of which will be acquired by the Group. The acquisition is being funded by extending the existing facilities of £30.0m to £40.0m, which are held with The Royal Bank of Scotland. The additional facility is a term loan of £10.0m, with the remainder of the consideration being funded through draw down of the remaining RCF facility and use of existing cash reserves.

The acquisition of these businesses supports the Group's strategy of expanding its premium subscription based services into global markets. The businesses being acquired complement the Group's existing Consumer proposition and should provide a platform for growth over the medium term.

For the financial year ended 31 December 2014, revenues for the businesses being acquired were approximately £17.8m with adjusted earnings which exclude central overheads of circa £3.0m.

Further analysis on intangible assets generated as part of the acquisition is not disclosed due to the proximity of the acquisition date to the interim announcement date.

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