18 March 2015

accesso® Technology Group plc

("accesso" or the "Group")

RESULTS
for the year ended 31 December 2014

accesso® Technology Group plc (**AIM: ACSO**), the premier technology solutions provider to leisure, entertainment, and cultural markets, announces audited preliminary results for the year ended 31 December 2014. The results demonstrate significant growth across our key financial metrics, the continued global sales momentum across our expanded product suite, and our increased capabilities to cross-sell into new markets and geographies.

Financial Highlights	**12 months ended 31 Dec 14 (audited)**	14 months ended 31 Dec 13 (audited)		12 months ended 31 Dec 13 (unaudited pro-forma)	
	$m	$m		$m	
Revenue	**75.1**	61.4	22.3%	60.3	24.5%
Adjusted operating profit *	**8.7**	6.1	42.6%	7.2	20.8%
Free cash flow **	**5.8**	2.7	114.8%	5.0	16.0%
Net debt	**(14.3)**	(2.0)	(12.3)	(2.0)	
Earnings per share – basic (cents)	**18.49**	14.70	25.8%		
Adjusted earnings per share – basic (cents) ***	**30.81**	27.03	14.0%		

**Adjusted operating profit is defined as operating profit before the deduction of amortization related to acquisitions, acquisition costs and costs related to share based payments/ unapproved options*

***Free cash flow is defined as net cash inflow from operating activities, less additions in intangible fixed assets and property, plant and equipment.*

**** Earnings used in the adjusted earnings per share calculation is defined as PBT before the deduction of amortization related to acquisitions, acquisition costs and costs related to share based payments/ unapproved options less tax at the effective rate*

Operational Highlights: A period of strong growth – adding skills, complementary services and reach to our operations

- Period of diversification and expansion into new leisure verticals; entering untapped geographies, deepening existing relationships and establishing new ones
- Managing the consumer shift to mobile and delivering end-to-end services through *accesso Passport®*
- Immediately accretive acquisition of VisionOne Worldwide Ltd, moving *accesso* into assigned seating venues

***accesso Passport* – won mandates across ticketing, mobile and eCommerce driving attendance and increasing engagement**

- Volume growth of 31%
- Milestone deals in Europe with Compagnies des Alpes ("CDA") and the three year Master Service Agreement with Merlin Entertainments plc
- Three year deal with Ripley's Entertainment and a renewal from Palace Entertainments together with continued new business success in the second half

***accesso LoQueue*$_{SM}$ – evidenced increased momentum with new and existing customers taking more and more guests out of queue lines**

- Delivering expansion into Asian markets with *Qsmart*$_{sm}$ installation at The Movie Animation Park Studios in Ipoh and a three year agreement with Vision Works Global
- Further embedded in existing client relationships at Blackpool pleasure Beach, LEGOLAND Windsor and Dreamworld in Australia with contract extensions and the introduction of *Q-smart*
- Successful early trials of our next generation queuing product: Q100

Siriusware® – new relationships in more verticals delivering recurring revenue for accesso

- 23 new clients added, exemplifying *accesso's* breadth of reach and intent to diversify
- Ski Industry clients now account for less than 50% of *Siriusware's* revenue
- Recurring revenue stream with 49% of total revenue deriving from support and maintenance functions

The acquisition of VisionOne's ShoWare online ticketing solution extends accesso's reach into new leisure verticals

- The acquisition complements our expertise and deep knowledge within the ticketing sector, and enhances the Group's ability to capture revenue from multiple sizes and types of ticketing customer
- Acquisition expected to be immediately earnings accretive

Post Period-End – early momentum sets accesso up for 2015

- Two new contracts have been signed with the Navy Pier in Chicago and the Nashville Zoo at Grassamere to leverage the *accesso Passport* ticketing solution
- November acquisition of VisionOne's *ShoWare* platform has established itself as part of the wider group and is already contributing important new business wins
- 22 venues across the USA, Canada, Mexico and Brazil have signed new agreements to utilise the *ShoWare* solution

Commenting on the results Tom Burnet, Chief Executive of *accesso*, said:

"This has been a strong year. We continue to execute on our strategy with precision and focus, and we are seeing the rewards.

Our financial performance was robust, and our resilience as a global business is becoming more evident. Our clients are increasingly seeing the benefit we bring to their customers, and in turn their own profitability.

We have continued to develop the business this year as we continued to focus on investment, building and improving our business, and finding new ways to support the digital customer journey. Our third strategic acquisition has opened up many more exciting opportunities, as well as securing our position as one of the very largest ticket businesses globally.

I am excited by where we are as a business, and I see enormous growth opportunities in our future. I look forward to reporting more positive news for our company through the current year."

Chairman's Statement

Profitable endeavours

Today's results show another profitable period of growth for *accesso*. Operational change – be that in the shape of the acquisitions we have made or the product updates we have released – is not only having a positive impact on our financial results, but also helping us to further cement our market position. We have made great strides on our journey to become the leading and most innovative supplier of revenue generating technology solutions to the leisure, entertainment and cultural markets. Our reputation, already strong, is yet stronger still. As ever, progress of this kind would not be possible without the passion and commitment displayed by our teams around the world.

The Group has delivered a strong financial performance this year. We have seen good organic growth, delivered by capitalizing on further cross selling opportunities, deepening our relationships with existing clients, and by building a business that takes, as its starting point, the improvement of customer experience whether that be in a theme-park, ski resort, museum, sports stadium or other leisure venue.

Growth has also come from green field areas. We have won new standalone mandates across each area of our businesses, from queuing to ticketing. These wins have served to further strengthen our brand, enlarge our market opportunity and demonstrate that the strategy we are pursuing is the right one.

We have also delivered on a number of important operational and strategic milestones, with joint wins for our ticketing and queuing products, as well as extending and deepening relationships with a number of the very largest operators in our space. Such wins send a clear signal to other potential customers about the increasingly strategic nature and value of our solutions.

Perhaps the strongest signal of our strength, however, is the success our *customers* have achieved this year: success in which we have played a key role. Many of our customers have been able to report record operating seasons and in many cases, our technology has played an important role in helping them to achieve this growth - proof of the value of our solutions and of the relevance of our largely transactional revenue models.

Our team

During the period, the *accesso* team has continued to work closely together as we continue to integrate our acquisitions. Their dedication and professionalism has contributed to this year's excellent performance. I thank all of our colleagues for their hard work. They are our greatest asset.

Advancing our ticketing ambitions

I have already referenced the important role that acquisitions have played in moving us closer to our strategic goals. As in previous years, this year we have added to our capabilities – namely in our acquisition of VisionOne which we announced in November. VisionOne is an excellent company, and its *ShoWare* product is one of the world's leaders in the cloud based Software-as-a-Service (SaaS) ticket sales and distribution solution space for assigned seat operators. The combination of *ShoWare*, *accesso Passport* and *Siriusware* creates a powerful position in the ticketing market globally and ensures that for the first time we have the capability to address the ticketing needs of any type of venue.

In summary, this progress has helped transform *accesso* into one of the world's largest SaaS ticketing vendors alongside our market leading position in SaaS virtual queuing solutions. This is an important milestone that we believe will help us to further strengthen our market position and our relevance to the customers we serve.

Looking ahead

The work we have done in 2014 to strengthen our position, to invigorate our offering and to deepen our relationships with key operators sets us up excellently for further progress in 2015. The significant majority of our revenue is now transactional, long-term, recurring and growing. With that in mind, and on the basis of the pipeline of opportunity we see ahead, I look forward to 2015 with a considerable degree of confidence.

John Weston
Non-Executive Chairman

Operational Review

At the heart of the *accesso* strategy is a plan to deliver sustainable growth through both organic and acquisitive means. In this period we have delivered convincingly on this plan.

Operationally, it has been another exciting year for our team and we have made good progress in each of our focus areas for growth. As we always set out to do, we have delivered combined wins for queuing and ticketing offerings. This year, we acquired a business which propels us into the position of being one of the world's largest ticketing vendors.

The Group continues to expand its capabilities and expertise. We are pushing technological boundaries, such as the pursuit of a 100% queueless attraction; we are targeting ticketing, still clear in our belief that strength here at the very start of a guest's journey opens up new routes to growth for our firm; and we are making good on the promise of our most recent acquisitions. What we have achieved this year is the consolidation of a powerful proposition.

accesso LoQueue

During the year we have seen pleasing growth in queuing revenues in general and per guest, largely reflecting migration to premium service levels. Attendance in Europe has been strong against a backdrop of flat or declining attendance in the US – largely as a result of very poor weather early in the season.

Our innovative queuing technologies continue to both facilitate and help drive increasingly mobile-centric consumer activity in the leisure industry. This trend, together with the centrality of queuing to the quality of customer experience means our signature queuing products remain a vital aspect the theme park experience for many of our clients and their guests.

Last year we signaled our intentions to forge deeper ties with attractions in the important Asian market. This year we delivered. In the first half, we signed the MOU for first the *Qsmart* installation in Asia at The Movie Animation Park Studios in Ipoh, Malaysia, and in the second half we signed a three year partnership agreement with Vision Works Global to help facilitate *accesso's* expansion in the fast–growing South Korean theme park market. These steps have not only been exciting for our *accesso LoQueue* technology, but also for the Group as we expand our foothold in Asia.

We have also increased our stickiness with a number of important clients during the year, successfully renewing and expanding existing agreements with Blackpool Pleasure Beach, Dreamworld in Australia and Heide Park in Germany. At LEGOLAND Windsor Resort, we not only extended our agreement for the installation of *Qbot*$_{SM}$ for a further three years, but also expanded it by deploying our *Qsmart* system in the park.

During the year we also continued to invest in our queuing technology platforms. We have recently launched a second generation of our *Qband*$_{sm}$ and *Qband validator*$_{sm}$, which offer greater utility to guests and well as reducing installation costs and timescales. Elsewhere, the pervasive nature of smartphone ownership means that for the first time we are able to consider systems where 100% of the population of a park (rather than a subset) is able to queue virtually. Working with a major operating group, we have been able to beta test this technology in a significant theme park during the period and expect these successful trials to continue in 2015.

accesso Passport

The Group's ticketing, mobile and eCommerce solutions have continued to prove their market-leading strength.

We have been instrumental in helping our clients capitalise on the consumer shift towards mobile ticket purchasing, where volumes have increased by over 400% this year. Around 50% of all the visits to our customer's websites now start on a mobile device, either tablet or smartphone, so being able to engage effectively on these platforms has become increasingly important. During the year we were delighted to be able to launch the 5th version of our Shopland ecommerce store. The new system has been a significant development focus and delivers a fully responsive, seamless buying experience across any device be it desktop, a tablet or a smartphone. Importantly it means that anything that can be bought from your desktop machine can now be bought from your smartphone including entrance tickets, season passes, memberships, timed entry tickets or even meals and access to ancillary attractions. This ability to drive extra revenue for our clients remains key to our entire ethos and is the common thread that runs through all our operations.

Moreover, the exciting thing about this process is that we know it works, and so do our customers. Our early data shows that 25% of purchasers on our customers' ticketing sites were not planning to buy tickets when they first visited the website.

A key part of our strategy is to leverage customer relationships and footprint geographically and this year we were able to bring our *accesso Passport* platform to a European audience for the first time. We achieved a significant milestone in the signing of a three year Master Service Agreement with Merlin Entertainments plc, also a *LoQueue* customer, beginning with a trial installation at the Thorpe Park Resort. This success was followed by *accesso's* first major ticketing win in Europe with a three year agreement with Compagnie des Alpes ("CdA") to provide the *accesso Passport* eCommerce solution at five CdA parks in Belgium and Holland.

The Group's European expansion has helped to deliver a part of the 31.6% increase in *accesso Passport* volumes we have recorded in the year.

We also continued to expand existing established relationships, adding two further Wet 'n' Wild sites to the nine already served following the agreement with Premier Parks, LLC in 2013. Further contract wins included an extension of the trial with Merlin Entertainments adding SEA LIFE Birmingham to the existing Thorpe Park Resort trial, a three year agreement with Ripley's entertainment for Ripley's aquarium of Canada, and a renewed agreement with Palace Entertainments for fourteen of its venues over a further three years.

Siriusware

During the period *Siriusware* continued to successfully diversify beyond its ski industry base, adding twenty-three new clients primarily in the cultural sector. We were also able to take significant strides toward the integration of *Siriusware* and *accesso* – both technically and operationally and it has been very pleasing to see the respective teams work and build momentum together.

Early manifestations of this integration have been the cross-selling opportunities emerging with other *accesso* products, as Ripley's Aquarium and Holiday World & Splashin' Safari became the first two customers to utilise an integrated *Siriusware* / *accesso Passport* solution to very positive effect. These deals are another example of our belief that increased client stickiness can be driven by a complementary portfolio of solutions.

Of the new clients secured in the period, many represent the cultural sector and this has continued post period end. *Siriusware* is proving itself an important vehicle for our strategic expansion into the wider leisure space, delivering new business wins and significantly expanding our target addressable markets. Of the many wins, The De Young and Legion of Honor Museums in San Francisco, The National Aquarium in Baltimore, four new iFly indoor sky diving venues and the Whitney Museum of American Art represent a good cross section.

The acquisition has also provided a further recurring revenue stream to the group as just under half of total *Siriusware* revenues were derived from recurring maintenance and support fees.

Moving confidently along our growth path

In November, we announced the acquisition of VisionOne Worldwide Ltd. Their *ShoWare* platform brings us another completely differentiated and compelling ticketing product to add to our portfolio. It not only further extends the Group's sales reach into new adjacent verticals within the leisure sector, but provides access to operators of "assigned seat" venues like theatres and sports stadium as well as general admission attractions like theme parks and zoos. Moreover, the *ShoWare* platform gives our customers the online tools to be able to build and manage their own e-Commerce stores rather than the full service outsource model we use to take our *accesso Passport* platform to market.

ShoWare, like *accesso Passport*, is a cloud based solution and utilises a SaaS business model where revenues come from a small fixed fee or percentage of every ticket we sell. We also have a number of successful resellers, particularly in Latin America, who utilise *ShoWare* as a white label platform for their own ticketing businesses. Finally, the *ShoWare* team offer considerable experience of running portals, selling aggregated content from across a number of venues direct to consumer.

Research indicates that the addition of this technology platform and sector expertise has increased the size of the *accesso* addressable market opportunity from $750m of annual revenues to $2.5b per annum.

Protecting our position and maintaining our lead

With ticketing very firmly now at the core of everything we do, many new routes have opened for us to continue growing. Driven by our belief that the ticket sits at the heart of the digital guest journey, we remain focused on organic opportunities for expansion, both in existing and new customers and drive further benefits from the wider Group.

As we continue to invest in our technology we simultaneously remain committed both to the protection of our existing technology portfolio as well as extending that where appropriate. During the period we both acquired additional patents and applied to protect new, novel ideas and continue to explore overall licensing opportunities.

We have also continued to evolve and develop our in park retail businesses, where theme park patrons engage with our teams to purchase queuing products to add to their day at the attraction. In 2014 we were able to invest in the refurbishment of a number of our larger retail locations, remodeling and refreshing the guest experience. Where we made these changes, both to the physical environment of the sales locations and to the pricing strategy, we saw excellent returns and as a result we go into the 2015 season with a number of further initiatives in place.

Asia moves in to focus

Expanding our reach into markets where we do not currently operate continues to be an important part of our strategy. During the year we secured a partnership with Vision Works Global. This agreement helps to build our presence in the South Korean theme park market. Vision Works Global provides consulting, deal structuring and brokering, and new business development for a range of location-based entertainment projects in South Korea and we hope that their extensive professional contacts will enable *accesso* to expand our *LoQueue* solution into the country's rapidly evolving attractions industry.

In addition we also signed up our first customer for *Qsmart* at the Movie Animation Park Studios which are under construction in Ipoh, Malaysia.

Encouragingly our sales pipeline also includes a number of projects where existing European and North American customers are in discussions with us about deploying our systems to new projects they are planning in the region.

Financial Review

As our Chairman has stated, the last twelve months have seen ***accesso*** make excellent, profitable progress. We have finished the year ahead of our expectations and for the seventh consecutive year we have posted record results.

Change in presentation currency

As we reported with our 2014 H1 results, we have made a change to our presentation currency, from Sterling to US Dollars, on 1 January 2014, which the Board considered more closely aligned with the global operations of the group. Comparative information has been restated in USD in accordance with the guidance in IAS 21. Further details relating to the specifics of the retranslation are included in the notes to this statement.

The geographic spread of our business has, yet again, proven its benefit during the year. Year-on-year changes in visitor numbers at our customers' venues once again showed a contrasting picture, depending upon which side of the Atlantic those visits took place. Nevertheless, our ability to balance these contrasting pictures thanks to our increasingly diversified portfolio of technology services lends resilience to our business.

In the first half, for example, poor weather in the United States impacted attendance in that market, with attendance rates falling significantly and for the majority of operators, despite a strong summer, reported 2014 attendances that were down on 2013. Despite this backdrop average revenues per *LoQueue* guest in North America actually grew by 4.7%. This is a positive nod to our technologies, to the benefits they bring to our customers, and to the willingness of guests to trade money for a better experience. In contrast, attendance in Europe and the Rest of the World was strong, with attendances there growing by 4% alongside a very strong 18% increase in average guest revenues. This was aided in part by good weather, but is also a reflection of a great deal of effort in improving our retail engagement with customers, together with a more sophisticated approach to pricing. When these numbers are combined, our *LoQueue* business grew revenues per guest by 6.1% despite an overall drop in guest numbers.

Adjusted operating profit, which the board considers a key underlying metric, for the 12 months ended 31 December 2014 was $8.7m and this equates to 42.6% growth when compared to the 14 month period ended 31 December 2013 and

20.8% ahead of the 12 month pro-forma period ended 31 December 2013 (the "2013 pro-forma period"). At the top line, group revenues for the period increased by 22.3% to $75.1m (2013 pro-forma: $60.3m).

Profit before tax at $5.1m was 59.4% up on the 14 month period ended 31 December 2013 but 1.9% below the 2013 pro-forma period primarily due to expected increases from acquisition related expenses in the form of amortization of acquired intangibles and acquisition and refinancing costs.

The positive picture these results show highlights the momentum now unfolding within our business. As we continue to expand across multiple geographies, increase our product and service offering and make the most of our newest acquisition, VisionOne and its *ShoWare* platform, I feel confident that this momentum will continue to build. The timing of this acquisition means that these results include no benefit from that business or the excellent customer base it brings. Having won 22 new customer mandates since coming under our ownership, we are very pleased with the contribution it has already made.

Cash Flow and debt

As previously announced in November, to facilitate the VisionOne acquisition, the Group extended its banking facility with Lloyds Bank. The extended facility allows the Group to draw down up to $29m at a rate of 1.75% above LIBOR on drawn funds and at a rate of 0.7% on uncommitted funds. The total available for drawdown is subject to reductions of $7.0m on 1 November 2015 and $14.0m on 1 November 2016 and terminates on 31 December 2017.

The Extended Facility, which is US dollar denominated, was secured on *accesso's* assets and intellectual property in the US and UK: an indication of the value of the *accesso* technology in the market and the confidence the finance community has in the *accesso* business.

Free cash flow was $5.8m and was up 16% on the 2013 pro-forma period. Our closing net debt balance of $14.3m accounts for the funds discharged in connection with the acquisition was ahead of our expectations and the board believes that the company is in a strong financial position at the period end, with significant headroom to our debt facility.

Tax

Our effective tax rate in 2013 (11.9%) was unusually low due to non-recurring, non-UK tax deductions for share options exercised in the period. The effective rate in 2014 of 26.2% benefitted by 4.9% due to prior year R&D tax credit claims. The higher underlying rate is representative of the fact that the majority of the Group's profits are subject to tax regimes outside of the UK, the tax treatment of acquisition amortisation and share based payments where the majority of these expenses are not allowable for tax.

The Group continues to review and implement opportunities for maintaining or lowering its effective rate.

Advisors

In May 2014, we were pleased to confirm the appointment of Numis Securities Limited as joint broker and financial adviser alongside Canaccord Genuity who continue to act as the Company's NOMAD, joint broker and financial adviser.

Dividend

The Board maintains its view that the payment of a dividend is unlikely in the short to medium term with cash better invested in product development, complementary M&A as demonstrated by the most recent acquisitions and other growth focused investment opportunities.

IP Protection

During the period we received the first revenues from licensing one of our patent families and although immaterial at this stage, we have now selected a legal partner to lead us in exploring opportunities to extend such licensing opportunities. This is not expected to have any significant impact on our expenditure.

Summary and Outlook for 2015

Early in 2015, new business momentum has continued. Our sales pipeline continues to expand and convert and we have seen wins across our portfolio. Operationally we continue to integrate our acquisitions under the leadership of my colleague Steve Brown who assumed the role of Group COO in January 2015.

Looking ahead, I have great confidence in our prospects for 2015. We have the right team; we have a unique and sector defining offering as well as the relationships and ambition to make us the leading and most innovative supplier of technology solutions to the leisure, attractions and cultural markets.

We have started the year strongly, and the Board believes that *accesso* is well positioned to perform excellently over the coming months.

Tom Burnet
Chief Executive Officer

Consolidated statement of comprehensive income for the year ended 31 December 2014

	2014 12 months $000 (audited)	2013 14 months $000 (audited)	Pro-forma 2013 12 months $000 (unaudited)
Revenue	**75,091**	61,433	60,282
Cost of Sales	**(43,086)**	(39,991)	(39,243)
Gross Profit	**32,005**	21,442	21,039
Administrative expenses	**(26,534)**	(17,966)	(15,686)
Operating profit	**5,471**	3,476	5,353
Finance expense	**(344)**	(248)	(172)
Finance income	**2**	14	5
Profit before tax	**5,129**	3,242	5,186
Income tax	**(1,344)**	(386)	(617)
Profit for the period	**3,785**	2,856	4,569
Other comprehensive income			
Items that will be reclassified to income statement			
Exchange differences on translating foreign operations	**895**	(817)	(769)
Other comprehensive income / (loss) for the period net of tax	**895**	(817)	(769)
Total comprehensive income for the period	**4,680**	2,039	3,800
Profit attributable to owners of the parent	**3,785**	2,856	4,569
Total comprehensive income attributable to owners of the parent	**4,680**	2,039	3,800
Earnings per share expressed in cents per share:			
Basic	**18.49**	14.70	23.51
Diluted	**18.16**	14.22	22.74

Consolidated statement of financial position

	31 December 2014 $000	31 December 2013 $000	4 November 2012 $000
Assets			
Non-current assets			
Intangible assets	**71,083**	33,169	1,987
Property, plant and equipment	**2,733**	3,291	2,341
Deferred tax assets	**5,696**	6,539	431
	79,512	42,999	4,759
Current assets			
Inventories	**648**	807	736
Trade and other receivables	**6,946**	4,253	1,664
Income tax receivable	**1,052**	1,546	-
Cash and cash equivalents	**5,693**	5,489	14,357
	14,339	12,095	16,757
Liabilities			
Current liabilities			
Trade and other payables	**7,999**	5,385	1,232
Finance lease liabilities	**48**	-	-
Income tax payable	**-**	-	331
	8,047	5,385	1,563
Net current assets	**6,292**	6,710	15,194
Non-current liabilities			
Deferred tax liabilities	**8,804**	2,670	44
Finance lease liabilities	**114**	-	-
Borrowings	**20,000**	7,500	-
	28,918	10,170	44
Total liabilities	**36,965**	15,555	1,607
Net assets	**56,886**	39,539	19,909
Shareholders' equity			
Called up share capital	**342**	335	282
Share premium	**25,229**	26,404	10,718
Own shares held in trust	**(2,076)**	(2,133)	(2,136)
Other reserves	**2,593**	2,658	940
Retained earnings	**16,236**	13,148	10,161
Merger reserve	**14,540**	-	-
Translation reserve	**22**	(873)	(56)
Total equity	**56,886**	39,539	19,909
Total shareholders' equity	**56,886**	39,539	19,909

Consolidated statement of cash flows

	2014	2013	Pro-forma 2013
	12 months	14 months	12 months
	$000	$000	$000
	(audited)	(audited)	(unaudited)
Cash flows from operating activities			
Cash generated from operations	**10,640**	7,766	9,754
Tax paid	**(1,340)**	(1,710)	(1,700)
Net cash inflow from operating activities	**9,300**	6,056	8,054
Cash flows from investing activities			
Acquisition of subsidiary, net of cash acquired	**(18,088)**	(19,398)	(7,189)
Purchase of intangible fixed assets	**(2,697)**	(1,905)	(1,343)
Purchase of property, plant and equipment	**(825)**	(1,465)	(1,755)
Interest received	**2**	14	5
Net cash used in investing activities	**(21,608)**	(22,754)	(10,282)
Cash flows from financing activities			
Share Issue	**402**	580	580
Interest paid	**(344)**	(250)	(118)
Payments to finance lease creditors	**(46)**	-	-
Proceeds from borrowings	**12,500**	7,500	1,163
Net cash from financing activities	**12,512**	7,830	1,625
Decrease in cash and cash equivalents	**204**	(8,868)	(602)
Cash and cash equivalents at beginning of year	**5,489**	14,357	6,091
Cash and cash equivalents at end of year	**5,693**	5,489	5,489

Statement of changes in equity for the year ended 31 December 2014

Group	Share capital	Share premium	Retained earnings	Merger reserve	Other Reserves	Own shares held in trust	Translation reserve	Total
	$000	$000	$000	$000	$000	$000	$000	$000
Balance at 31 December 2013	**335**	**26,404**	**13,148**	**-**	**2,658**	**(2,133)**	**(873)**	**39,539**
Comprehensive Income for the year								
Profit for period	-	-	3,785	-	-	-	-	3,785
Exchange differences on translating foreign operations	-	-	-	-	-	-	895	895
Total comprehensive income for the year	-	-	3,785	-	-	-	895	4,680
Contributions by and distributions by owners								
Issue of share capital	27	399	-	14,540	-	-	-	14,966
Share based payments	-	-	-	-	353	-	-	353
Share option tax credit - current	-	-	-	-	316	-	-	316
Share option tax credit - deferred	-	-	-	-	(776)	-	-	(776)
Exchange differences on opening balances	(20)	(1,574)	(697)	-	42	57	-	(2,192)
								-
Total contributions by and distributions by owners	7	(1,175)	(697)	14,540	(65)	57	-	12,667
Balance at 31 December 2014	**342**	**25,229**	**16,236**	**14,540**	**2,593**	**(2,076)**	**22**	**56,886**
Balance at 4 November 2012	282	10,718	10,161	-	940	(2,136)	(56)	19,909
Comprehensive Income for the year								
Profit for period	-	-	2,856	-	-	-	-	2,856
Exchange differences on translating foreign operations	-	-	-	-	-	-	(817)	(817)
Total comprehensive income for the year	-	-	2,856	-	-	-	(817)	2,039
Contributions by and distributions by owners								
Issue of share capital	43	15,374	-	-	-	-	-	15,417
Share based payments	-	-	-	-	186	-	-	186
Share option tax credit - current	-	-	-	-	399	-	-	399
Share option tax credit - deferred	-	-	-	-	1,126	-	-	1,126
Exchange differences on opening balances	10	312	131	-	7	3	-	463
Total contributions by and distributions by owners	53	15,686	131	-	1,718	3	-	17,591
Balance at 31 December 2013	**335**	**26,404**	**13,148**	**-**	**2,658**	**(2,133)**	**(873)**	**39,539**

1. Accounting policies

accesso Technology Group plc is a public limited company incorporated in the United Kingdom, whose shares are publicly traded on the AIM market. The company is domiciled in the United Kingdom and its registered address is Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD.

The financial year represents the 52 week and 1 day period to 31 December 2014 (prior financial period 60 weeks and 2 days to 31 December 2013). The group's principal activities are the development and application of ticketing, mobile and eCommerce technologies and virtual queuing solutions for the attractions and leisure industry.

For comparative purposes unaudited pro-forma financial information has been presented for the 12 months ended 31 December 2013. The group's principal activities are the development and application of ticketing, mobile and eCommerce technologies and virtual queuing solutions for the attractions and leisure industry.

Statement of compliance with IFRS

The financial information set out in this release does not constitute the Company's full statutory accounts for the year ended 31 December 2014 for the purposes of section 435 of the Companies Act 2006, but it is derived from those accounts that have been audited. Statutory accounts for 2013 have been delivered to the Registrar of Companies and those for 2014 will be delivered after the forthcoming AGM. The auditors have reported on those accounts; their report was unqualified, did not draw attention to any matters by way of emphasis without qualifying their report and did not contain statements under s498(2) or (3) Companies Act 2006 in either 2014 or 2013.

While the financial information included in this announcement has been prepared in accordance with the recognition and measurement criteria of International Financial Reporting Standards (IFRS), this announcement does not itself contain sufficient information to comply with IFRS. The Company expects to publish full financial results for the year ended 31 December 2014 that comply with IFRS in March 2015.

The accounting policies set out below have been applied to all periods presented in these Group financial results and are in accordance with IFRS, as adopted by the European Union, and International Financial Reporting Interpretations Committee ("IFRIC") interpretations that were applicable for the year ended 30 June 2014.

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

The following new standards have been adopted during the period

- IFRS 10 Consolidated Financial Statements
- IFRS 11 Joint Arrangements
- IFRS 12 Disclosure of Interests in Other Entities
- IAS 27 Separate Financial Statements
- IAS 28 Investments in Associates and Joint Ventures
- Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)
- Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27)
- Recoverable amounts disclosures for non-financial assets (Amendments to IAS 36)
- Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39)

  The adoption of the above new standards has not had a material impact on the financial information during the period ended 31 December 2014.

New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are not effective for 2014 and therefore have not been applied in preparing these accounts. The effective dates shown are for periods commencing on the date quoted.

- Defined Benefit Plans: Employee Contributions: Amendments to IAS 19 (effective for periods beginning on or after 1 July 2014)
- Accounting for Acquisitions of Interests in Joint Operations: Amendments to IFRS 11 (effective 1 January 2016)
- Clarification of Acceptable Methods of Depreciation and Amortisation: Amendments to IAS 16 and IAS 38 (effective 1 January 2016)

- Equity Method in Separate Financial Statements (Amendments to IAS 27) (effective 1 January 2016)
- Sale or contribution of assets between an investor and its associate or joint venture (Amendments to IFRS 10 and IAS 28) (effective 1 January 2016)
- IFRS 15 Revenue from Contracts with Customers (effective 1 January 2017)
- IFRS 9 Financial Instruments (effective 1 January 2018)
- Disclosure Initiative: Amendments to IAS 1 (effective 1 January 2016)
- Annual improvements to IFRSs

The group has considered the above new standards, interpretations and amendments to published standards that are not yet effective and concluded that they are either not relevant to the group or that they would not have a significant impact on the group's financial results, apart from additional disclosures.

Basis of accounting

The financial information has been prepared under the historical cost convention.

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

Critical estimates and judgements

The group makes judgements and assumptions concerning the future that impact the application of policies and reported amounts. The resulting accounting estimates calculated using these judgements and assumptions may not equal the related actual results but are based on historical experience and expectations of future events. The judgements and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial information are discussed below.

Impairment of assets

Financial and non-financial assets including other intangibles are subject to impairment reviews based on whether current or future events and circumstances suggest that their recoverable amount may be less than their carrying value. Recoverable amount is based on a calculation of expected future cash flows which includes management assumptions and estimates of future performance.

If there is an indication that impairment exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the group estimates the recoverable amount of the cash-generating unit to which this asset belongs. An intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of the future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior periods. A reversal of an impairment loss is recognised as income immediately unless the relevant asset is carried at a re-valued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Impairment of non-financial assets (excluding inventories and deferred tax assets)

Impairment tests on goodwill and other intangible assets with indefinite useful economic lives are undertaken annually at the financial year end. Other non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ('CGUs'). Goodwill is allocated on initial recognition to each of the group's CGUs that are expected to benefit from the synergies of the combination giving rise to the goodwill.

Impairment of non-financial assets (excluding inventories and deferred tax assets) (continued)
Impairment charges are included in profit or loss, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised for goodwill is not reversed.

Useful lives of intangible assets

Intangible assets are amortised over their estimated useful lives. Useful lives are based on the management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the consolidated income statement in specific periods.

Determination of fair values of intangible assets acquired in business combinations

The fair value of intangible assets acquired in business combinations is based on a method appropriate to the specific intangible asset. The *accesso*, LLC. intangible assets were derived as follows:

- Customer relationships on multiple period excess earnings; and
- Internally developed technology on an estimated cost to recreate the intellectual property.

Siriusware, Inc. and Visionone's intangible assets were derived as follows:

- Internally developed technology on a multiple period excess earnings method;
- Customer relationships on a cost based approach; and
- Trademarks on a relief from royalty method.

Income taxes

The group is subject to income tax in several jurisdictions and significant judgement is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the group recognises tax liabilities based on estimates of whether additional taxes and interest will be due. The group believes that its accruals for tax liabilities are adequate for all open audit years based on its assessment of many factors including past experience and interpretations of tax law. This assessment relies on estimates and assumptions and may involve a series of complex judgements about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made.

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered.

Deferred tax arising on business combinations reflects the difference in tax base and book base. The tax base of the intangible assets depends on the local jurisdiction and the nature of the acquisition as to whether a stock or asset purchase.

Research and development tax credit

Research and development tax credits are recognised on an accruals basis and are included as an income tax credit under current assets. The group has history of successfully estimating research and development tax credits as set out by applicable tax legislation.

Basis of consolidation

The consolidated financial information incorporates the results of *accesso* and all of its subsidiary undertakings as at 31 December 2014 using the acquisition method of accounting. The results of subsidiary undertakings are included from the date of acquisition.

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

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Lo-Q (Trustees) Limited, a subsidiary company that holds an employee benefit trust on behalf of *accesso* Technology Group plc is under control of the board of directors and hence has been consolidated into the group results.

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair value, at the date of exchange, of assets given, liabilities incurred or assumed and equity instruments issued by the group in exchange for control of the acquiree. Any costs directly attributable to the business combination are written off to the group income statement. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions under IFRS3 are recognised at their fair value at the acquisition date.

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

Subsidiaries

Subsidiaries are all entities over which the group has the power to govern the financial and operating policies generally accompanying a shareholding of more than half of the voting rights. The results of subsidiaries are included in the group income statement from the date of acquisition.

Investments including the shares in subsidiary companies held as fixed assets are stated at cost less any provision for impairment in value. In relation to acquisitions, where advantage can be taken of the merger relief rules, shares issued as consideration for acquisitions are accounted for a nominal value

Change in presentation currency

The Directors decided that effective 1 January 2014 the Group's presentation currency should be USD, which more closely aligns with the global operations of the group. Comparative information has been restated in USD in accordance with the guidance in IAS 21. The 14 month period ended 31 December 2013 numbers and associated notes and the balance sheet at 4 November 2012 have been retranslated from GBP to USD using the procedures outlined below:

- assets and liabilities were translated into USD at closing rates of exchange;
- income and expenses were translated into USD at monthly rates of exchange as they are a suitable proxy for the prevailing rates at the date of transactions;
- differences resulting from the retranslation on the opening net assets and the results for the period have been taken to Other Comprehensive Income; and
- the group has chosen to translate share capital, share premium and other reserves at closing rates in line with IAS21, any differences arising have been recorded as cumulative translation adjustments and recorded direct to translation reserves.

Revenue recognition

Revenue primarily arises from the development and application of virtual queuing technologies and the rental of such technology by theme park, water park or attraction guests, eCommerce ticketing and the sale of point of sale hardware and software.

Revenue, in relation to virtual queuing, represents either total rentals, net of sales taxes, to theme park, water park or attraction guests, where the group is responsible for the operation within the park or attraction, or the group's share of such rental. Where total revenue is accounted for, the park operators share of such rental is included within cost of sales.

Ticketing revenue is recognised on a transactional basis and point of sale revenue is recognised on transfer of the goods or services

Revenue also includes, where applicable, revenue from the sale of an installed system to a new or existing park operator, which is recognised on delivery of the system.

Interest expense recognition

Expense is recognised as interest accrues, using the effective interest method, to the net carrying amount of the financial liability.

Employee expenses

The group issues equity-settled share-based payments to full time employees. Equity settled share-based payments are measured at the fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of shares that will eventually vest.

The fair value of EMI and unapproved share options is measured by use of a Black-Scholes model, share options issued under the Long Term Incentive Plan ('LTIP') are measured using the Monte Carlo method due to the market based conditions upon which vesting is dependent. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The LTIP awards contain market based vesting conditions. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Commitments under operating leases

Where substantially all of the risks and rewards incidental to ownership are not transferred to the group (an "operating lease"), the total rentals payable under the lease are charged to the consolidated statement of comprehensive income on a straight-line basis over the lease term. The aggregate benefit of lease incentives is recognised as a reduction of the rental expense over the lease term on a straight-line basis.

Leased assets

Where substantially all of the risks and rewards incidental to ownership of a leased asset have been transferred to the Group (a "finance lease"), the asset is treated as if it had been purchased outright. The amount initially recognised as an asset is the lower of the fair value of the leased property and the present value of the minimum lease payments payable over the term of the lease. The corresponding lease commitment is shown as a liability.

Lease payments are analysed between capital and interest. The interest element is charged to the consolidated statement of comprehensive income over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

Property, plant and equipment

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

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

Plant and machinery	33.3%
Office equipment	33.3%
Installed systems	25-33.3% or seasons within life of contract
Furniture and fixtures	20.0%

For installed systems the depreciation is charged over a season of operation as this directly reflects the period of operation of the assets in which economic benefits are generated.

Inventories

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items. Stocks are calculated on a first in first out basis.
Park installations are valued on the basis of the cost of stock items and labour plus attributable overheads.
Net realisable value is based on estimated selling price less additional costs to completion and disposal.

Deferred tax

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the consolidated statement of financial position differs from its tax base, except for differences arising on:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit; and
- investments in subsidiaries and jointly controlled entities where the group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the reporting date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

Deferred tax assets and liabilities are offset when the group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- the same taxable group company; or
- different group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Current income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Goodwill and intangible assets

Goodwill is carried at cost less any provision for impairment. Intangible assets are valued at cost less amortisation and any provisions for impairment.

Goodwill arising on business combinations (representing the excess of fair value of the consideration given over the fair value of the separable net assets acquired) is capitalised and its subsequent measurement is based on annual impairment reviews, with any impairment losses recognised immediately in the income statement. Direct costs of acquisition are recognised immediately in the income statement as an expense.

Externally acquired intangible assets

Intangible assets are capitalised at cost and amortised to nil by equal annual instalments over their estimated useful economic life.

Intangible assets are recognised on business combinations if they are separable from the acquired entity. The amounts ascribed to such intangibles are arrived at by using appropriate valuation techniques (see note 10). The significant intangibles recognised by the group and their useful economic lives are as follows:

- Brand name over 3-5 years
- Customer relationships over 15 years
- Intellectual property over 5-7 years
- Internally generated intangible assets (research and development costs)

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- It is technically feasible to develop the product for it to be sold;
- Adequate resources are available to complete the development;
- There is an intention to complete and sell the product;
- The Group is able to sell the product;
- Sale of the product will generate future economic benefits; and
- Expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the group expects to benefit from selling the products developed, which is estimated to be 3 and 5 years. The amortisation expense is included within research and development expenses in the consolidated income statement.

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in the consolidated income statement as incurred.

Research and development

In accordance with IAS 38 'Intangible Assets', expenditure incurred on research and development is distinguished as either to a research phase or to a development phase.

All advanced research phase expenditure is charged to the income statement. For development expenditure, this is capitalised as an internally generated intangible asset, only if it meets criteria noted above.
Development expenditure is capitalised and amortised within administrative expenses on a straight line basis over its useful economic life, which is considered to be up to a maximum of 5 years. The group has contractual commitments for development costs of $nil (2013: $nil).

Intellectual property rights and patents

Intellectual property rights comprise assets acquired, being external costs, relating to know how, patents and licences and have been capitalised at the fair value of the assets acquired and are amortised within administrative expenses on a straight line basis over their estimated useful economic life of 5 and 9 years.

Foreign currency exchange

Transactions entered into by group entities in a currency other than the currency of the primary economic environment in which they operate (their "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in profit or loss, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation, in which case exchange differences are recognised in other comprehensive income and accumulated in the foreign exchange reserve along with the exchange differences arising on the retranslation of the foreign operation.

Exchange gains and losses arising on the retranslation of monetary available for sale financial assets are treated as a separate component of the change in fair value and recognised in profit or loss. Exchange gains and losses on non-monetary available for sale financial assets form part of the overall gain or loss recognised in respect of that financial instrument.

On consolidation, the results of operations that have a functional currency other than United States dollars are translated into United States dollars at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations, including goodwill arising on the acquisition of those operations, are translated at the rate ruling at the reporting date. Exchange differences on translating the opening net assets at opening rate and the results of the overseas operations at actual rate are recognised in other comprehensive income and accumulated in the foreign exchange reserve.

Exchange differences recognised profit or loss in group entities' separate financial information on the translation of long-term monetary items forming part of the group's net investment in the overseas operation concerned are reclassified to other comprehensive income and accumulated in the foreign exchange reserve on consolidation offset by any exchange differences on foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are transferred to the consolidated statement of comprehensive income as part of the profit or loss on disposal.

Pension costs

Contributions to the group's defined contribution pension scheme are charged to the profit and loss account in the period/ year in which they become due.

Financial assets

The group classifies all its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. Other than financial assets in a qualifying hedging relationship, the group's accounting policy for each category is as follows:

- **Loans and receivables** are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade receivables), but also incorporate other types of contractual monetary asset.

- **Trade receivables** are initially recognised by the group and carried at original invoice amount less an allowance for any uncollectible or impaired amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when they are identified as being bad. Other receivables are recognised at fair value.

- **Cash and cash equivalents** in the statement of financial position comprise cash at bank, cash in hand and short term deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the group's cash management are included as a component of cash and cash equivalents for the purposes of the consolidated cash flow statement. Bank overdrafts are shown within loans and borrowings in current liabilities in the statement of financial position.

- **Impairment** is recognised if there is objective evidence that the balance will not be recovered.

- **The group's loans and receivables** comprise trade and other receivables and cash and cash equivalents in the statement of financial position.

Financial liabilities

The group treats its financial liabilities in accordance with the following accounting policy:

- **Trade payables** and other short-term monetary liabilities are recognised at fair value and subsequently at amortised cost.

- **Bank borrowings and finance leases** are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. "Interest expense" in this context includes initial transaction costs and premiums payable on redemption, as well as any interest payable while the liability is outstanding.

Financial instruments

Financial instruments are used to manage the financial risks arising from the business activities of the group and the financing of those activities. There is no trading in financial instruments.

Equity instruments regarding share capital

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

Employee benefit trust (EBT)

As the company is deemed to have control of its EBT trust, it is treated as a subsidiary and consolidated for the purposes of the consolidated financial information. The EBT's assets (other than investments in the company's shares), liabilities, income and expenses are included on a line-by-line basis in the consolidated financial information. The EBT's investment in the company's shares is deducted from equity in the consolidated statement of financial position as if they were treasury shares.

2. Tax

Analysis of the tax charge	**2014 12 Months $000**	2013 14 Months $000
UK corporation tax		
Current tax on income for the period	449	401
Adjustment in respect of prior periods	-	(150)
	449	251
Overseas tax		
Current tax on income for the period	**1,397**	(19)
Adjustment in respect of prior periods	**(250)**	-
	1,147	(19)
Total current taxation	**1,596**	**232**
Deferred taxation		
Original and reversal of temporary difference (see note 17) - for the current period	**(253)**	158
Original and reversal of temporary difference (see note 17) - for the prior period	**1**	
Effect of tax rate change on opening balances	-	(4)
	(252)	154
Total taxation charge	**1,344**	**386**

The differences between the actual tax charge for the period and the theoretical amount that would arise using the applicable weighted average tax rate are as follows:

Profit on ordinary activities before tax	**5,129**	3,242
Tax at rate of 40% (USA) (2013 23.35% (UK))	**2,052**	757
Effects of:		
Expenses not deductible for tax purposes	**294**	280
Income not chargeable for tax purposes	**(124)**	76
Profit subject to foreign taxes at a lower marginal rate	**(301)**	116
Capital allowances in advance of depreciation	**-**	10
Unrelieved tax losses and other deductions arising in the period	**-**	(113)
Additional deduction for R&D expenditure - current period	**(315)**	(143)
Additional deduction for R&D expenditure prior periods	**(250)**	-
Adjustment in respect of prior period – income statement	**-**	(148)
Adjustment in respect of prior periods – deferred tax	**1**	(58)
Share scheme deduction	**-**	(368)
Change in tax rates	**(13)**	(3)
Total tax charge	**1,344**	386

3. Earnings per share

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated by dividing the net profit attributable to ordinary shareholders after adjustments for instruments that dilute basic earnings per share by the weighted average of ordinary shares outstanding during the period (adjusted for the effects of dilutive instruments).

The following reflects the income and share data used in the total operations and diluted earnings per share computations.

	2014 **12 months**	2013 14 months	Pro-forma 2013 12 months
Basic EPS			
Profit attributable to ordinary shareholders ($000)	**3,785**	2,856	4,569
Denominator			
Weighted average number of shares used in basic EPS	**20,469**	19,431	19,431
Basic earnings per share (cents)	**18.49**	14.70	23.51
Diluted EPS			
Denominator			
Weighted average number of shares used in basic EPS	**20,469**	19,431	19,431
Effect of dilutive securities			
Options	**377**	658	658
Weighted average number of shares used in diluted EPS	**20,846**	20,089	20,089
Diluted earnings per share (cents)	**18.16**	14.22	22.74

Adjusted earnings per share

Adjusted EPS			
Profit before tax ($000)	**5,129**	3,242	5,186
Costs of acquisition and related refinancing	**728**	1,011	405
Amortisation relating to acquired intangibles from acquisitions	**2,273**	1,537	1,423
Share based compensation and social security costs on unapproved options	**415**	172	71
Adjusted profit before tax ($000)	**8,545**	5,962	7,085
Tax at effective rate of 26.2% (2013: 11.9%)	**(2,239)**	(710)	(843)
Adjusted profit attributable to ordinary shareholders ($000)	**6,306**	5,252	6,242
Denominator			
Weighted average number of shares used in basic EPS	**20,469**	19,431	19,431
Adjusted earnings per share (cents)	**30.81**	27.03	32.12

4. Acquisition of VisionOne Worldwide Ltd.

On 28 November 2014, the group acquired 100% of the voting equity of VisinOne Worldwide Ltd. a leading US ticketing and e-commerce provider to the entertainment sector. The principal reason for this acquisition was to take advantage of the complimentary opportunities available within the sector in which the group operates.

The revenue included in the consolidated statement of comprehensive income since 28 November 2014 contributed by VisionOne Worldwide Ltd. and its subsidiaries was $0.7m and contributed gross profit of $0.18m over the same period. Had VisionOne Worldwide Ltd. and its subsidiaries been consolidated from 1 January 2014 the consolidated statement of comprehensive income would have included revenue of approximately $8.4m and gross profit of $7.7m. Acquisition related costs of $0.72m were incurred in relation to this acquisition and are included within administrative expenses ($0.56m) and finance costs ($0.16) within the statement of comprehensive income for the period.

Details of the provisional fair value of identifiable assets and liabilities acquired, purchase consideration and goodwill are:

	Provisional book value $000		Provisional adjustment $000	Provisional fair value $000
Identifiable intangible assets				
Internally developed technology	1,526		9,850	11,376
Customer relationships	-		4,459	4,459
Trademarks	-		205	205
Property, plant and equipment	198			198
Receivables and other debtors	1,656		-	1,656
Payables and other liabilities	(957)		-	(957)
Cash	693		-	693
Deferred tax Liability	(622)		(5,806)	(6,428)
Total net assets	2,494		8,708	11,202
Cash paid at completion	18,781		-	18,781
Equity instruments (1,519,364 ordinary shares)	14,610	(1)	-	14,610
Working capital trueup	219	(2)	-	219
Total consideration	33,610		-	33,610

Goodwill on acquisition	22,407

(1) In accordance with IFRS 3 Business Combinations (revised 2008) the consideration paid in shares is based on the difference between the share price at the date on which the company obtained control of VisionOne Worldwide Ltd and the price determined in the Membership Interest Purchase Agreement for calculating the number of shares to be issued to the vendors. Shares are subject to certain lock-up restrictions, namely that one third is fully restricted until twelve months after the completion date; a further one third is fully restricted until 24 months after the completion date; and the final one third is fully restricted until 36 months after the completion date.

(2) Not paid at date of these accounts.

The main factors leading to the recognition of goodwill are the presence of certain intangible assets, such as the assembled workforce of the acquired entity and the expected synergies of the enlarged group which do not qualify for separate recognition.

The fair value uplift of intangible assets recognised will not attract tax deductions under applicable local tax jurisdictions.

The net cash outflow in the year in respect of acquisition comprised:

	Fair Value $000
Cash paid on completion	(18,781)
Net cash acquired	693
Total cash outflow in respect of acquisition	(18,088)

5. Cash Flow – reconciliation of profit before tax to cash generated from operations

	2014 **12 Months** **$000**	2013 14 Months $000
Profit before tax	**5,129**	3,242
Depreciation and amortisation charges		
Tangible fixed assets (excluding finance leases)	**1,411**	1,348
Development costs	**687**	857
Acquired intangibles	**2,273**	1,537
Finance leased assets	**48**	-
Other intangibles	**133**	111
Share based payment	**353**	186
Foreign exchange	**445**	(206)
Finance costs	**344**	250
Finance income	**(2)**	(14)
	10,821	7,311
Decrease/ (Increase) in inventories	**159**	(73)
(Increase)/Decrease in trade and other receivables	**(2,430)**	146
Increase in trade and other payables	**2,090**	382
Cash generated from operations	**10,640**	7,766