

COMPANY REGISTRATION NO 6324278

PERFORM GROUP LIMITED

QUARTERLY FINANCIAL REPORT

FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016

**PERFORM GROUP LIMITED
QUARTERLY FINANCIAL REPORT**

CONTENTS	PAGE
Disclaimer	1
Introduction	2
Management's discussion and analysis of the financial condition and results of operations of the Restricted Group for the three months ended 30 September 2016	3
Condensed consolidated financial statements of the Total Group for the three and nine months ended 30 September 2016	9

**PERFORM GROUP LIMITED
QUARTERLY FINANCIAL REPORT**

DISCLAIMER

This document is for information purposes only and does not constitute an offer to sell or the solicitation of an offer to buy securities in Perform Group Limited or any of its subsidiaries (collectively the "Group"). Furthermore it does not constitute a recommendation by Perform Group Limited or any other party to sell or buy securities in any member of the Group or any other securities. All forward-looking statements attributable to Perform Group Limited or persons acting on their behalf are qualified in their entirety by these cautionary statements.

PERFORM GROUP LIMITED

QUARTERLY FINANCIAL REPORT

INTRODUCTION

On 16 November 2015, Perform Group Financing plc (the “Issuer”), a wholly-owned subsidiary of Perform Group Limited (the “Parent” and, together with its subsidiaries, “Perform” or the “Group”), issued £175.0 million aggregate principal amount of 8.5% senior secured notes due 2020 (the “Notes”). On the same date, certain members of the Group entered into a new £50.0 million multi-currency senior secured revolving credit facility (the “RCF”) (together with the issuance of the Notes, the “Refinancing Transactions”).

The purpose of the Refinancing Transactions was to, amongst other things, fund the launch of its OTT Business (as defined in the Group’s offering memorandum dated 11 November 2015 (the “Offering Memorandum”)) (the “OTT Business Cash Investment”), repay the amounts drawn under, and terminate, the Group’s Existing Revolving Credit Facility (as defined in the Offering Memorandum) (the “Old RCF”) and to fund contractual commitments to pay contingent consideration in respect of certain of the Group’s acquisitions.

The Notes and the RCF are or will be (a) guaranteed on a senior secured basis by the Parent and certain of its subsidiaries (the “Guarantors”) and (b) secured on the first-ranking basis by security interests granted over certain assets of the Parent and the Guarantors, each as further described in the Offering Memorandum.

All of the Group’s subsidiaries with the exception of the OTT Business constitute the “Restricted Group”, which is subject to the covenants and restrictions contained in the indenture governing the Notes (the “Indenture”). The OTT Business constitutes the “Unrestricted Group”, which is not directly subject to the covenants under the Indenture. The amount of the OTT Business Cash Investment, and certain other activities in relation to the OTT Business are, therefore, outside of the Restricted Group for the purposes of the Indenture, but is reflected in the balance sheet of the Group.

The Parent is required under the Indenture to provide to holders of the Notes quarterly and annual financial statements covering its consolidated financial condition, and results of operations accompanied by a discussion and analysis of those results.

The condensed consolidated financial statements contained within this report set out the financial condition and results of the Group, which comprises both the Restricted and Unrestricted Groups. A dis-aggregation of the Group between the Restricted and Unrestricted Groups is set out in note 15. Management’s discussion and analysis of the financial condition and results of operations of the Restricted Group is set out below.

**PERFORM GROUP LIMITED
QUARTERLY FINANCIAL REPORT**

**MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND
RESULTS OF OPERATIONS OF THE RESTRICTED GROUP
FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2016**

PERFORM GROUP LIMITED
QUARTERLY FINANCIAL REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE RESTRICTED GROUP FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2016

Overview

Perform Group Limited is pleased to announce its results for the quarter ended 30 September 2016.

Perform is a global market leader in the commercialisation of multimedia sports content across multiple Internet-enabled digital platforms. Perform uses proprietary content collection, production and distribution capabilities, alongside industry-leading digital products, to generate revenue through a mix of licensing content, media (display and video based advertising and sponsorship), subscription and, to a lesser extent, technology and production service fees. Perform's portfolio of digital sports media rights serves as the basis for its content business and parts of its media business. Perform seeks to leverage long-standing relationships with rights owners to acquire rights to a broad portfolio of sporting leagues, tournaments and events with differing schedules to drive its business.

Commentary on results

The following discussion of the Restricted Group's financial condition and results of operations should be read in conjunction with the unaudited condensed consolidated financial statements and the related notes, in particular the disaggregation of the Group's total financial condition and results between the Restricted and Unrestricted Group set out in note 15.

Income Statement

	3 month period ended			LTM
	30 September 2016 £m	30 September 2015 £m	Movement £m	30 September 2016 £m
Revenue	73.0	63.6	9.4	284.3
Cost of sales	(36.4)	(31.3)	(5.1)	(152.3)
Gross profit	36.6	32.3	4.3	132.0
Administrative expenses	(32.6)	(25.7)	(6.9)	(115.9)
Group operating profit	4.0	6.6	(2.6)	16.1
Analysed as:				
Adjusted EBITDA	12.3	14.3	(2.0)	47.2
Exceptional items	-	(1.5)	1.5	(3.5)
Share-based payments	(1.5)	(1.3)	(0.2)	(4.8)
EBITDA	10.8	11.5	(0.7)	38.9
Amortisation and depreciation	(4.0)	(3.5)	(0.5)	(16.7)
Acquisition-related amortisation	(2.8)	(1.4)	(1.4)	(6.1)
Group operating profit	4.0	6.6	(2.6)	16.1
Net finance costs	(1.8)	(2.5)	0.7	(9.7)
Group profit before tax	2.2	4.1	(1.9)	6.4
Tax charge credit/(charge)	0.2	(2.2)	2.4	0.7
Group profit after tax	2.4	1.9	0.5	7.1

PERFORM GROUP LIMITED
QUARTERLY FINANCIAL REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE RESTRICTED GROUP FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2016

Revenue

	3 month period ended			LTM
	30 September 2016 £m	30 September 2015 £m	Movement £m	30 September 2016 £m
Content	50.3	41.8	8.5	196.2
Media	16.7	16.2	0.5	63.4
Other	6.0	5.6	0.4	24.7
	73.0	63.6	9.4	284.3

Revenue increased by £9.4 million to £73.0 million for the three month period ended 30 September 2016 ("Q3 2016") from £63.6 million for the three month period ended 30 September 2015 ("Q3 2015").

Content revenue

Content revenue increased by £8.5 million to £50.3 million (Q3 2015: £41.8 million) due to a combination of tier 1 upsells to Watch&Bet customers and the effect of new Watch&Bet customers acquired during the second half of 2015 and the first three quarters of 2016. In addition, the number of RunningBall events increased and new Opta customers were added in the period.

Media revenue

Media revenue increased by £0.5 million to £16.7 million (Q3 2015: £16.2 million) reflecting the impact of certain football tournaments completed in the third quarter of 2016.

Other revenue

Other revenues increased £0.4 million to £6.0 million (Q3 2015: £5.6 million) driven by an increase in the delivery of Sports Cloud services.

Gross profit

Gross profit increased £4.3 million to £36.6 million (Q3 2015: £32.3 million) due to the £9.4 million increase in revenues offset by a £5.1 million increase in cost of sales primarily due to increased content and production costs to support the growth in Content revenues.

Administrative expenses

Administrative expenses increased £6.9 million to £32.6 million (Q3 2015: £25.7 million) resulting from £1.4 million higher amortisation of acquisition intangibles of £2.8 million (£1.4 million), increased amortisation and depreciation (£0.5 million), increased share based payments (£0.2 million) and increases in variable operating costs linked to the increase in Content revenues in the period.

Exceptional items

Exceptional items reduced by £1.5 million to £nil (Q3 2015: £1.5 million) due to the following:

- no re-measurement of deferred consideration in respect of the Mackolik acquisition for which the final payment was settled in the second quarter of 2016 (Q3 2015: £2.9 million (charge));
- no foreign exchange gain or loss upon revaluation of deferred consideration related to the Mackolik acquisition which was settled in the second quarter of 2016 (Q3 2015: £1.8 million (gain)); and
- no costs related to acquisition, corporate and restructuring activities (Q3 2015: £0.4 million (charge)).

PERFORM GROUP LIMITED QUARTERLY FINANCIAL REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE RESTRICTED GROUP FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2016

Operating profit

Operating profit decreased £2.6 million to £4.0 million (Q3 2015: £6.6 million) due to the increase in gross profit (£4.3 million) offset by an increase in administration expenses (£6.9 million).

Net finance costs

Net finance costs decreased £0.7 million to £1.8 million (Q3 2015: £2.5 million). The third quarter 2016 charge consists of the following:

- interest, bank fees and related charges (including the amortisation of arrangement fees due on the Group's senior secured notes and revolving credit facility of £4.8 million (Q3 2015: £0.6 million relating to the groups previous debt facilities); offset by
- £nil accretion of deferred consideration related to the Mackolik acquisition which was settled in the second quarter of 2016 (Q3 2015: £1.1 million);
- £nil loss on revaluation of the Group's foreign exchange hedge which was used to part fund the acquisition of the remaining 49% of Mackolik (Q3 2015: £0.7 million); and
- interest due from the Unrestricted Group of £3.0 million (Q3 2015: £nil) .

Taxation

The tax credit for the period is £0.2 million (Q3 2015: £2.2 million). This comprises a current tax charge of £1.1 million (Q2 2015: £3.7 million) and a deferred tax credit of £0.9 million (Q2 2015: £1.4 million).

Profit after tax

Profit after tax increased by £0.5 million to £2.4 million (Q3 2015: £1.9 million) due to the decrease in operating profit (£2.6 million) offset by a decrease in net finance costs (£0.7 million) and a reduction in the tax charge (£2.4 million).

PERFORM GROUP LIMITED
QUARTERLY FINANCIAL REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE RESTRICTED GROUP FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2016

Cash flow

	3 month period ended			LTM
	30 September 2016 £m	30 September 2015 £m	Movement £m	30 September 2016 £m
Adjusted EBITDA	12.3	14.3	(2.0)	47.2
Movements in working capital	(5.7)	(6.8)	1.1	9.3
Corporation tax payments	(0.7)	(0.8)	0.1	(4.4)
Cash inflow from operating activities (pre-exceptional items)	5.9	6.7	(0.8)	52.1
Exceptional items	-	(0.6)	0.6	(0.8)
Cash inflow from operating activities (post exceptional items)	5.9	6.1	(0.2)	51.3
Capital expenditure	(5.8)	(4.9)	(0.9)	(23.5)
Acquisition of subsidiaries	(1.8)	-	(1.8)	(5.1)
Investment income	0.1	0.1	-	0.3
Cash outflow from investing activities	(7.5)	(4.8)	(2.7)	(28.3)
Dividends paid to non-controlling interests	-	-	-	(2.2)
Acquisitions of non-controlling interests	-	-	-	(28.0)
Borrowings and drawdowns	-	-	-	144.0
Proceeds from issues of shares and other equity securities	35.0	-	35.0	35.0
Loan to Unrestricted Group	(35.0)	-	(35.0)	(147.1)
Pre-funding of Unrestricted Group	-	(7.9)	7.9	-
Exceptional finance exchange gain on existing debt facility	-	-	-	-
Interest and fees	(0.2)	(0.8)	0.6	(9.5)
Cash outflow from financing activities	(0.2)	(8.7)	8.5	(7.8)
Net (decrease)/increase in cash	(1.8)	(7.4)	5.6	15.2
Cash at start of period	39.4	27.4	12.0	19.7
Effect of foreign currency exchange rates	0.9	(0.3)	1.2	3.6
Cash at end of period	38.5	19.7	18.8	38.5

PERFORM GROUP LIMITED
QUARTERLY FINANCIAL REPORT

MANAGEMENT'S DISCUSSION AND ANALYSIS OF THE FINANCIAL CONDITION AND RESULTS OF OPERATIONS OF THE RESTRICTED GROUP FOR THE THREE MONTHS ENDED 30 SEPTEMBER 2016

Cash inflow from operating activities (after exceptional items)

Cash inflows from operating activities decreased £0.2 million to £5.9 million (Q3 2015: £6.1 million) primarily due to a £2.0 million decrease in adjusted EBITDA of £12.3 million (Q3 2015: £14.3 million) offset by a £0.6 million decrease in exceptional payments to £nil (Q3 2015: £0.6 million). This is combined with a £1.1 million improvement in working capital to an outflow of £5.7 million (Q3 2015: £6.8 million outflow) and corporation tax payments paid reduced by £0.1 million to £0.7 million (Q3 2015: £0.8 million).

Investing activities

Cash outflow from investing activities decreased £2.7 million to an outflow of £7.5 million (Q3 2015: £4.8 million outflow) due to an increase in the acquisition of subsidiaries to £1.8 million (Q3 2015: £nil) with an increase in capital expenditure of £0.9 million to £5.8 million (Q2 2015: £4.9 million) due to the timing of capex projects.

Financing activities

Cash from financing activities decreased £8.5m to an outflow of £0.2 million (Q3 2015: £8.7 million outflow) driven by one off pre-funding of the Unrestricted Group in Q3 2015 (Q3 2015: £7.9 million) and a decrease in interest and fees of £0.6m to £0.2m (Q3 2015: £0.8m) due to changes in the Group's debt structure from the refinancing transaction in Q4 2015. During Q3 2016, the Group raised £35 million from proceeds of share and other equity securities; this was immediately passed through to the Unrestricted Group as a loan.

Debt and liquidity

As at 30 September 2016 the Restricted Group held cash of £38.5 million (30 September 2015: £19.7 million) and had net debt of £34.7 million (31 December 2015: £70.7 million) (representing net borrowings and accrued interest of £198.2 million (31 December 2015: £165.8 million) offset by borrowings provided to the Unrestricted Group of £155.0 million (31 December 2015: £94.0 million) and accrued interest receivable from the Unrestricted Group of £8.5 million (£1.1 million)).

**PERFORM GROUP LIMITED
QUARTERLY FINANCIAL REPORT**

**CONDENSED CONSOLIDATED FINANCIAL STATEMENTS OF THE TOTAL GROUP
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

PERFORM GROUP LIMITED

**CONDENSED CONSOLIDATED INCOME STATEMENT
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

		9 months to		3 months to	
		30 September 2016 £'000	30 September 2015 £'000	30 September 2016 £'000	30 September 2015 £'000
All results relate to continuing operations	Notes				
Revenue		202,277	186,198	70,944	63,552
Cost of sales		(118,800)	(100,701)	(39,531)	(31,283)
Gross profit		83,477	85,497	31,413	32,269
Administrative expenses		(111,341)	(80,209)	(51,319)	(27,795)
Group operating (loss)/profit		(27,864)	5,288	(19,906)	4,474
Investment income		268	149	64	58
Finance income		-	-	-	(77)
Finance costs	4	(15,193)	(6,782)	(5,306)	(2,479)
Group (loss)/profit before tax		(42,789)	(1,345)	(25,148)	1,976
Taxation charge	5	(5,601)	(3,362)	37	(1,737)
Group (loss)/profit for the period after tax		(48,390)	(4,707)	(25,111)	239
<i>Group loss for the period attributable to:</i>					
Owners of the Parent		(49,723)	(7,095)	(25,272)	(507)
Non-controlling interests		1,333	2,388	161	746
		(48,390)	(4,707)	(25,111)	239

PERFORM GROUP LIMITED

**CONDENSED CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

	9 months to		3 months to	
	30	30	30	30
	September	September	September	September
	2016	2015	2016	2015
	£'000	£'000	£'000	£'000
Group (loss)/profit for the period	(48,390)	(4,707)	(25,111)	239
<i>Items that may be reclassified subsequently to profit or (loss):</i>				
Exchange differences on translating foreign operations goodwill and acquisition intangibles held in foreign currencies	18,741	(14,477)	4,226	4,235
Total comprehensive (loss)/profit for the period	(29,649)	(19,184)	(20,885)	4,474
<i>Total comprehensive (loss)/profit for the period attributable to:</i>				
Owners of the Parent	(30,982)	(21,572)	(21,046)	3,728
Non-controlling interest	1,333	2,388	161	746
	(29,649)	(19,184)	(20,885)	4,474

PERFORM GROUP LIMITED

CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2016 (UNAUDITED)

	Issued share capital £'000	Share premium £'000	Merger relief reserve £'000	Capital redemption reserve £'000	Profit and loss account £'000	FX reserve £'000	Other reserve £'000	Total to owners of the Parent £'000	Non- controlling interests £'000	Total equity £'000
At 1 January 2015	7,356	68,323	93,533	38,342	41,348	(8,594)	49,993	290,301	4,230	294,531
(Loss)/profit for the period	-	-	-	-	(7,095)	-	-	(7,095)	2,388	(4,707)
FX on translating foreign operations	-	-	-	-	-	(5,469)	-	(5,469)	-	(5,469)
FX on translating goodwill and acquisition intangibles	-	-	-	-	-	(9,008)	-	(9,008)	-	(9,008)
Total comprehensive profit/(loss) for the year	-	-	-	-	(7,095)	(14,477)	-	(21,572)	2,388	(19,184)
Payment of dividends to non-controlling interest	-	-	-	-	-	-	1,394	1,394	(1,394)	-
Non-controlling interest acquired	-	-	-	-	(19,494)	-	(7,222)	(26,716)	(2,085)	(28,801)
At 30 September 2015	7,356	68,323	93,533	38,342	14,759	(23,071)	44,165	243,407	3,139	246,546
At 1 January 2015	7,356	68,323	93,533	38,342	41,348	(8,594)	49,993	290,301	4,230	294,531
(Loss)/profit for the year	-	-	-	-	(3,841)	-	-	(3,841)	2,107	(1,734)
FX on translating foreign operations, goodwill and intangible assets	-	-	-	-	-	(11,443)	-	(11,443)	-	(11,443)
Total comprehensive (loss)/profit for the year	-	-	-	-	(3,841)	(11,443)	-	(15,284)	2,107	(13,177)
Payment of dividends to non-controlling interests	-	-	-	-	-	-	1,394	1,394	(1,394)	-
Adjustment arising from change in non-controlling interest	-	-	-	-	(19,494)	-	(7,222)	(26,716)	(2,085)	(28,801)
At 31 December 2015	7,356	68,323	93,533	38,342	18,013	(20,037)	44,165	249,695	2,858	252,553
At 1 January 2016	7,356	68,323	93,533	38,342	18,013	(20,037)	44,165	249,695	2,858	252,553
(Loss)/profit for the year	-	-	-	-	(49,723)	-	-	(49,723)	1,333	(48,390)
FX on translating foreign operations, goodwill and intangible assets	-	-	-	-	-	18,741	-	18,741	-	18,741
Total comprehensive (loss)/profit for the year	-	-	-	-	(49,723)	18,741	-	(30,982)	1,333	(29,649)
Payment of dividends to non-controlling interests	-	-	-	-	(2,249)	-	-	(2,249)	-	(2,249)
Share capital / premium issued	129	33,987	-	-	-	-	-	34,116	-	34,116
Adjustment arising from change in non-controlling interest	-	-	-	-	48,640	-	(44,165)	4,475	(4,475)	-
At 30 September 2016	7,485	102,310	93,533	38,342	14,681	(1,296)	-	255,055	(284)	254,771

PERFORM GROUP LIMITED

**CONDENSED CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT 30 SEPTEMBER 2016 (UNAUDITED)**

		30 September 2016 £'000	31 December 2015 £'000	30 September 2015 £'000
	Notes			
Non-current assets				
Goodwill		205,215	189,073	188,572
Acquisition intangibles		50,871	54,288	55,458
Other intangible assets		35,064	24,588	23,365
Property, plant and equipment		22,001	14,827	11,772
Deferred tax asset		8,138	11,223	10,286
		321,289	293,999	289,453
Current assets				
Trade and other receivables		161,058	99,160	89,309
Cash and cash equivalents	6	141,730	129,549	19,663
		302,788	228,709	108,972
Total assets		624,077	522,708	398,425
Current liabilities				
Trade and other payables		(104,731)	(55,819)	(53,961)
Current acquisition-related financial liabilities	8	-	(31,547)	(29,026)
Current borrowings	6	(6,420)	(1,859)	-
Current tax liabilities		(4,468)	(5,758)	(8,258)
		(115,619)	(94,983)	(91,245)
Net current assets		187,169	133,726	17,727
Non-current liabilities				
Non-current borrowings	6	(242,309)	(163,987)	(46,525)
Deferred tax liability		(11,378)	(11,185)	(14,109)
		(253,687)	(175,172)	(60,634)
Total liabilities		(369,306)	(270,155)	(151,879)
Net assets		254,771	252,553	246,546
Equity				
Called-up share capital	7	7,485	7,356	7,356
Share premium		102,310	68,323	68,323
Merger relief reserve		93,533	93,533	93,533
Capital redemption reserve		38,342	38,342	38,342
Retained earnings		14,681	18,013	14,759
Foreign exchange reserve		(1,296)	(20,037)	(23,071)
Other reserve		-	44,165	44,165
Equity attributable to owners of the Parent		255,055	249,695	243,407
Non-controlling interests		(284)	2,858	3,139
Total equity		254,771	252,553	246,546

PERFORM GROUP LIMITED

**CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

	9 months to		3 months to	
	30	30	30	30
	September	September	September	September
	2016	2015	2016	2015
	£'000	£'000	£'000	£'000
Operating activities				
Group operating (loss)/profit	(27,864)	5,288	(19,906)	4,474
(Increase) in trade and other receivables	(60,580)	(14,616)	(28,895)	(8,381)
Increase/(Decrease) in trade and other payables	39,445	(9,133)	29,730	(2,730)
Depreciation and amortisation (including acquisition intangible amortisation)	17,663	15,626	7,610	4,943
Employee share-based payment	4,497	3,355	1,684	1,353
Exceptional items	1,351	2,985	-	1,483
Corporation tax payments	(3,880)	(3,721)	(711)	(805)
Cash (outflow)/inflow from operating activities (prior to exceptional items)	(29,368)	(216)	(10,488)	337
Payments in respect of exceptional items	(740)	(4,364)	-	(596)
Cash (outflow) from operating activities (after exceptional items)	(30,108)	(4,580)	(10,488)	(259)
Investing activities				
Purchases of property, plant and equipment	(13,506)	(5,086)	(2,532)	(2,539)
Purchases of intangible assets	(15,511)	(11,709)	(4,557)	(3,807)
Acquisition of subsidiaries (net of cash acquired)	(5,141)	(7,818)	(1,750)	-
Investment income	269	149	138	58
Cash outflow from investing activities	(33,889)	(24,464)	(8,701)	(6,288)
Financing activities				
Dividend paid to non-controlling interests	(2,247)	(1,394)	-	-
Acquisition of non-controlling interests	(27,956)	(30,896)	-	-
Borrowings (net of bank fees and costs)	76,000	47,283	50,000	-
Proceeds from issues of shares and other equity securities	35,000	-	35,000	-
Fees relating to arrangement and non-commitment of debt facilities	-	-	-	-
Interest, bank fees and related charges	(9,023)	(1,230)	(203)	(825)
Exceptional finance exchange loss on existing debt facility	-	-	-	-
Cash inflow/(outflow) from financing activities	71,774	13,763	84,797	(825)
Net increase/(decrease) in cash and cash equivalents in the period (all continuing operations)				
	7,777	(15,281)	65,608	(7,372)
Cash and cash equivalents at start of period	129,549	36,246	74,730	27,357
Effect of foreign currency exchange rates	4,404	(1,302)	1,392	(322)
Cash and cash equivalents at end of period	141,730	19,663	141,730	19,663

PERFORM GROUP LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)

1. General Information

These condensed consolidated financial statements for the three and nine months ended 30 September 2016 do not constitute statutory accounts as defined in section 434 of the Companies Act 2006. A copy of the statutory accounts for the year to 31 December 2015 has been delivered to the Registrar of Companies. The auditor reported on those accounts: their report was unqualified, did not draw attention to any matters by way of emphasis and did not contain a statement under section 498 (2) or (3) of the Companies Act 2006.

2. Accounting policies

Basis of preparation

The annual financial statements of Perform Group Limited are prepared in accordance with IFRS as adopted by the European Union and as issued by the International Accounting Standards Board (IASB) and the Group's accounting policies. The condensed set of consolidated financial statements included in this financial report contain financial information and selected notes prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting", as adopted by the European Union.

Significant accounting policies

The accounting policies applied by the Group in this condensed set of consolidated financial statements are the same as those applied by the Group in its consolidated financial statements as at and for the year ended 31 December 2015.

New and Revised IFRSs in issue but not yet effective

At the date of authorisation of the financial statements, certain new standards, amendments and interpretations to existing standards have been published by the IASB but are not yet effective and have also not yet been adopted by the EU.

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRSs that have been issued but are not yet effective and had not yet been adopted by the EU:

IFRS 9	<i>Financial Instruments</i>
IFRS 15	<i>Revenue from Contracts with Customers</i>
IFRS 16	<i>Leases</i>

The directors do not expect that the adoptions of the Standards listed above will have a material impact on the financial statements of the Group in future periods, except that IFRS 9 will impact both the measurement and disclosures of financial instruments, IFRS 15 may have an impact on revenue recognition and related disclosures and IAS 16 will also have an impact as operating leases will be recorded on the balance sheet. Beyond the information above, it is not practicable to provide a reasonable estimate of the effect of IFRS9, IFRS 15 and IAS 16 until a detailed review has been completed.

Going concern

This condensed set of consolidated financial statements includes a summary of the Group's financial position and its cash flow. The Directors believe the Group is well placed to manage its business risks successfully and the Group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Group should be able to continue in operational existence for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, the Directors continue to adopt the going concern basis in preparing this condensed set of consolidated financial statements.

PERFORM GROUP LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)

3. Exceptional items

	9 months to		3 months to	
	30 September 2016 £'000	30 September 2015 £'000	30 September 2016 £'000	30 September 2015 £'000
Costs relating to acquisitions and restructuring	1,046	1,749	-	300
FX revaluation of acquisition-related financial liability	151	(6,067)	-	(1,837)
Remeasurement of acquisition-related financial liability	154	7,136	-	2,924
Other	-	167	-	96
Total exceptional items	1,351	2,985	-	1,483

Exceptional items of £1.4 million (charge) were recognised in the nine month period to 30 September 2016 (Q3 2015: £3.0 million) relating to the following:

- costs in relation to acquisitions, corporate and restructuring activities of £1.0 million (Q3 2015: £1.7 million);
- foreign exchange revaluation loss of deferred consideration of £0.2 million (Q3 2015: £6.1 million (gain)); and
- remeasurement of the Mackolik acquisition related financial liability of £0.2 million (Q3 2015: £7.1 million).

Exceptional items of £nil were recognised in the three month period to 30 September 2016 (Q3 2015: £1.5 million (charge)) due to the following:

- £nil foreign exchange revaluation gain of deferred consideration in relation to the Mackolik acquisition due to this being settled in the second quarter of 2016 (Q3 2015: £1.8 million);
- £nil costs in relation to acquisitions, corporate and restructuring activities (Q3 2015: £0.3 million); and
- remeasurement of the Mackolik acquisition related financial liability of £nil due to this being settled in the second quarter of 2016 (Q3 2015: £2.9 million).

These costs are considered exceptional by the Directors as they are items that are material in size, are unusual and are infrequent in occurrence.

4. Finance costs

	9 months to		3 months to	
	30 September 2016 £'000	30 September 2015 £'000	30 September 2016 £'000	30 September 2015 £'000
Interest, bank fees and related charges	14,321	1,564	5,306	622
Accretion of deferred consideration	1,741	2,541	-	1,083
Exceptional finance costs:				
Revaluation of foreign exchange hedge	(869)	2,187	-	744
Foreign exchange loss on debt facility	-	490	-	30
Total finance costs	15,193	6,782	5,306	2,479

PERFORM GROUP LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)

Finance costs of £15.2 million were recognised in the 9 month period to 30 September 2016 (Q3 2015: £6.8 million) relating to the following:

- interest, bank fees and related charges (including the amortisation of arrangement fees) due on the Group's senior secured notes and revolving credit facility of £14.3 million (Q3 2015: £1.6 million relating to the Group's previous debt facilities);
- accretion of deferred consideration of £1.7 million (Q3 2015: £2.5 million);
- gain on revaluation of the Group's foreign exchange hedge of £0.9m which was used to part fund the acquisition of the remaining 49% of Mackolik in May 2016 (Q3 2015: £2.2 million (loss)) due to the strengthening of the Turkish Lira in 2016; and
- £nil loss on foreign exchange loss on the Group's previous debt facilities (Q3 2015: £0.5 million loss).

Finance costs of £5.3 million were recognised in the 3 month period to 30 September 2016 (Q3 2015: £2.5 million) relating to the following:

- £nil accretion of deferred consideration on the Mackolik acquisition due to this being settled in the second quarter of 2016 (Q3 2015: £1.1 million); and
- interest, bank fees and related charges (including the amortisation of arrangement fees) due on the Group's senior secured notes and revolving credit facility of £5.3 million (Q3 2015: £0.6 million relating to the Group's previous debt facilities); offset by
- £nil loss on revaluation of the Group's foreign exchange hedge which was used to part fund the acquisition of the remaining 49% of Mackolik in May 2016 (Q3 2015: £0.7 million).

5. Taxation

The rate applied in these condensed consolidated financial statements differs from the expected full year rate due to the different split of profits and losses between different jurisdictions in the three and nine months to 30 September 2016. The tax charge for the nine months incorporates a write-off of a portion of the Group's deferred tax asset following a review of the geographical mix of the Group's profits following the Refinancing Transactions.

6. Net debt

	30 September 2016 £'000	31 December 2015 £'000	30 September 2015 £'000
Cash and cash equivalents	141,730	129,549	19,663
Borrowings	(248,729)	(165,846)	(46,525)
Net debt	(106,999)	(36,297)	(26,862)

On 16 November 2015, Perform Group Financing plc, a wholly-owned subsidiary of Perform Group Limited, issued £175.0 million aggregate principal amount of 8.5% senior secured notes due 2020. On the same date, certain members of the Group entered into a new multi-currency revolving credit facility of £50.0 million (the "RCF") (and together with the Issuance of the Notes, the "Refinancing Transactions").

The purpose of the Refinancing Transactions was to, amongst other things, fund the launch of the OTT Business (as defined in the Group's Offering Memorandum dated 11 November 2015 (the "Offering Memorandum")), repay the amounts drawn under, and terminate, the Old RCF and to fund contractual commitments to pay contingent consideration in respect of certain of the Group's historical acquisitions.

The senior secured notes were issued at a discount of £3.5 million and were subject to directly attributable arrangement fees of £7.8 million. The carrying value of the discount and fees at 30 September 2016 is £8.5 million (31 December 2015: £11.0 million). Interest of £5.6 million has also accrued but not been paid at 30

PERFORM GROUP LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)

September 2016 (31 December 2015: £1.9 million). The carrying value of borrowings is presented net of the carrying value of fees and discount but includes accrued interest.

In June 2016 the Group drew down £26.0 million under the RCF and provided it to the OTT business.

On 10th August 2016, Perform Investment Limited, a wholly owned subsidiary of the Group and part of the Unrestricted Group, entered into a loan facility agreement (“the Facility”) with AI International SARL, part of Access Industries, the Group’s principal shareholder. Perform Investment Limited can utilise the Facility by drawing down in two tranches of up to £50.0 million, the first tranche of which was drawn down on 10th August 2016, and a second tranche no later than 30th December 2016, subject to certain conditions. The amount drawn down has been presented within non-current borrowings in the Unrestricted Group balance sheet. The Facility attracts an interest rate of 8%, which is compounded annually and accrued interest of £0.6 million has been included within current borrowings in the Unrestricted Group balance sheet. Any amounts outstanding in relation to the Facility will be repaid on the earlier of 12th August 2019 or upon the occurrence of certain equity conversion events.

7. Share capital

	30	31	30
	September	December	September
	2016	2015	2015
	£'000	£'000	£'000
Issued, allotted and fully paid			
A Ordinary shares of 2 and 7/9ths pence each	6,423	6,423	6,423
M Ordinary shares of 2 and 7/9ths pence each	933	933	933
I Ordinary shares of 2 and 7/9ths pence each	-	-	-
Z Ordinary shares of 2 and 7/9ths pence each	129	-	-
	7,485	7,356	7,356
	30	31	30
	September	December	September
	2016	2015	2015
	No. of	No. of	No. of
	shares	shares	shares
Issued, allotted and fully paid			
A Ordinary shares of 2 and 7/9ths pence each	231,221	231,221	231,221
M Ordinary shares of 2 and 7/9ths pence each	33,592	33,592	33,592
I Ordinary shares of 2 and 7/9ths pence each	5	5	5
Z Ordinary shares of 2 and 7/9ths pence each	4,635	-	-
	269,453	264,818	264,818

The Company’s share capital consists of three classes of equity shares – ‘A’ shares, ‘M’ shares, and ‘Z’ shares.

AI Perform Holdings LLP, a portfolio company of Access Industries, holds all of the ‘A’ shares, which represent approximately 85.93% of the equity share capital of the Company.

‘M’ shares are held by members of management, its employees and other shareholders, who represent approximately 12.35% of the equity share capital of the Company.

On 20th September 2016, a private investor made an investment of £35.0 million in the capital of the Company in exchange for the issuance of 4,634,502 of a new class of ‘Z’ ordinary shares in the capital of the Company, which comprises 1.72% of the share capital of the Company upon completion of the investment.

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

The total par value of the shares is £0.1 million and £34.1 million has been charged to share premium, with the remaining £0.8 million being accrued for finance and legal fees associated with the equity raise.

A', 'M' and 'Z' shareholders have equal voting rights

The Group also has two classes of non-voting shares being 'I' shares, which are held by certain members of its senior management, and deferred shares. The 'I' shares and deferred shares comprise a *de minimis* amount of our total share capital, both individually and in aggregate.

8. Deferred consideration and associated acquisition-related liabilities

The following table summarises and reconciles acquisition-related deferred consideration recorded in the financial statements:

	At 1 January 2016 £'000	Recognised on acquisition or re-measured £'000	Unwind of discount applied to FV initial liability £'000	Service related charge £'000	Payment £'000	FX £'000	At 30 September 2016 £'000	Due in < 1 year £'000	Due after > 1 year £'000
Mackolik	28,461	154	1,644	-	(30,202)	(57)	-	-	-
Voetbalzone	3,086	-	97	-	(3,391)	208	-	-	-
	31,547	154	1,741	-	(33,593)	151	-	-	-

Comparative information:

	At 1 January 2015 £'000	Recognised on acquisition or re-measured £'000	Unwind of discount applied to FV initial liability £'000	Service related charge £'000	Payment £'000	FX £'000	At 31 December 2015 £'000	Due in < 1 year £'000	Due after > 1 year £'000
Mackolik	22,614	7,772	2,824	29	(1,394)	(3,384)	28,461	28,461	-
Spox	1,158	(498)	-	-	(690)	30	-	-	-
Voetbalzone	7,108	(296)	440	-	(3,646)	(520)	3,086	3,086	-
Activaweb	3,739	-	119	-	(3,482)	(376)	-	-	-
	34,619	6,978	3,383	29	(9,212)	(4,250)	31,547	31,547	-

	At 1 January 2015 £'000	Recognised on acquisition or re-measured £'000	Unwind of discount applied to FV initial liability £'000	Service related charge £'000	Payment £'000	FX £'000	At 30 September 2015 £'000	Due in < 1 year £'000	Due after > 1 year £'000
Mackolik	22,614	7,772	2,060	20	(1,394)	(5,215)	25,857	25,857	-
Spox	1,158	(498)	-	-	(690)	30	-	-	-
Voetbalzone	7,108	(138)	342	-	(3,637)	(506)	3,169	3,169	-
Activaweb	3,739	-	119	-	(3,482)	(376)	-	-	-
	34,619	7,136	2,521	20	(9,203)	(6,067)	29,026	29,026	-

PERFORM GROUP LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)

9. Financial instruments fair value disclosure

Financial instruments that are measured at fair value in the consolidated financial statements require disclosure of fair value measurements by level based on the following fair value measurement hierarchy:

- Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and
- Level 3 – inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

The fair values of financial assets and liabilities are based on quoted market prices where available. Where the market value is not available, the Group has estimated relevant fair values on the basis of publicly available information from outside sources or on the basis of discounted cash flow models where appropriate.

The Group holds senior secured notes and an RCF (refer to note 6 for further details) categorised as Level 1. All other financial instruments of the Group are categorised as Level 3. There have been no transfers of assets or liabilities between levels of the fair value hierarchy during the period.

As at 30 September 2016 the senior secured notes have a carrying value of £166.5 million (31 December 2015: £165.8 million) and a fair value of £169.6 million (31 December 2015: £166.9 million).

With the exception of the senior secured notes, the directors consider that the carrying values of financial assets and liabilities recorded at amortised cost in the consolidated financial statements are approximately equal to their fair value.

The only Level 3 financial instruments held by the Group during the period are for acquisition-related financial liabilities. Fair values have been derived by discounting estimated future cash flows. The table below is a reconciliation of the Level 3 fair value measurements for the period ended 30 September 2016:

	Acquisition-related financial liabilities £'000
1 January 2015	34,619
Recognised on acquisition	-
Re-measured	7,136
Unwind of discount	2,541
Service related charge	-
Payment	(9,203)
Foreign exchange	(6,067)
30 September 2015	29,026
1 January 2015	34,619
Re-measured	6,978
Unwind of discount	3,383
Service related charge	29
Payment	(9,212)
Foreign exchange	(4,250)
31 December 2015	31,547
1 January 2016	31,547
Re-measured	154
Unwind of discount	1,741
Payment	(33,594)
Foreign exchange	152
30 September 2016	-

PERFORM GROUP LIMITED

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)

10. Long-term incentive schemes

A total charge of £4.5 million (Q3 2015: £3.4 million) relating to the Group's long-term incentive schemes has been included in the income statement for the 9 months ended 30 September 2016 and a charge of £1.7 million for the 3 months ended 30 September 2016 (Q3 2015: £1.4 million).

In order to ensure appropriate retention arrangements are in place following the takeover in October 2014 by Access Industries it was agreed, with regards to the 2013 and 2014 performance share plans, that the Group will make cash payments equal to the difference between the award holders received on vesting of their awards (with reference to the £2.60 price paid per share by Access), and what they would have received on full vesting of their awards (also calculated at £2.60 per share). Accordingly, after accounting for leavers, 50% of the April 2013 awards and 83% of the 2014 awards were converted into replacement cash awards. These cash awards would become payable, subject to the participants continued employment and the meeting of financial performance criteria, on or around, the same date that the unvested portions of the PSP awards would otherwise have come to maturity, being April 2016 for the 2013 awards and April 2017 for the 2014 awards.

The amount of the cash awards will be determined by the level of business performance against revenue and Adjusted EBITDA targets. The total value of these awards was calculated as £7.3 million and this is being spread over the vesting period. As such charges have been recognised in respect of these cash replacement schemes of £2.1 million for the 9 months ended 30 September 2016 (Q3 2015: £2.5 million) and £0.7 million for the 3 months ended 30 September 2016 (Q3 2015: 0.8 million).

Furthermore, the Group has put in place long-term cash-based schemes in April 2015 and April 2016 that will vest in April 2018 and April 2019 respectively. The amount of the payment will be determined by the level of business performance against revenue and EBITDA targets over a three year period and the cost of each scheme will be spread over the vesting period. As such charges have been recognised in respect of these schemes of £2.4 million in the 9 months ended to 30 September 2016 (Q3 2015: £0.9 million) and £1.0 million in the 3 months ended 30 September 2016 (Q3 2015: £0.6 million).

11. Contingent liabilities

There were no contingent liabilities at 30 September 2016 (30 September 2015: £nil).

12. Related parties

There has been no material changes in the related party transactions described in the last annual report aside from those disclosed elsewhere in this interim statement.

13. Post balance sheet events

There were no significant post balance sheet events to disclose.

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

14. Disaggregation of the Restricted and Unrestricted groups

A disaggregation of the Group's results and financial condition between the Restricted and Unrestricted Group for the three and nine months ended 30 September 2016 is set out in the following tables.

Income Statement	9 months to 30 September 2016			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Revenue	209,357	547	(7,627)	202,277
Cost of sales	(113,409)	(13,018)	7,627	(118,800)
Gross profit/(loss)	95,948	(12,471)	-	83,477
Administrative expenses	(84,648)	(26,693)	-	(111,341)
Group operating profit/(loss)	11,300	(39,164)	-	(27,864)
Investment income	7,623	63	(7,418)	268
Finance income	-	-	-	-
Finance costs	(14,625)	(7,986)	7,418	(15,193)
Group profit/(loss) before tax	4,298	(47,087)	-	(42,789)
Taxation charge	(4,088)	(1,513)	-	(5,601)
Group profit/(loss) after tax	210	(48,600)	-	(48,390)
Adjusted EBITDA	32,920	(37,273)	-	(4,353)
Exceptional items	(1,351)	-	-	(1,351)
Share-based payments	(3,992)	(505)	-	(4,497)
EBITDA	27,577	(37,778)	-	(10,201)
Amortisation and depreciation	(11,729)	(1,386)	-	(13,115)
Acquisition-related amortisation	(4,548)	-	-	(4,548)
Group operating profit/(loss)	11,300	(39,164)	-	(27,864)

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Income Statement	9 months to 30 September 2015			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Revenue	186,198	-	-	186,198
Cost of sales	(100,694)	(7)	-	(100,701)
Gross profit/(loss)	85,504	(7)	-	85,497
Administrative expenses	(77,225)	(2,984)	-	(80,209)
Group operating profit/(loss)	8,279	(2,991)	-	5,288
Investment income	149	-	-	149
Finance income	-	-	-	-
Finance costs	(6,782)	-	-	(6,782)
Group profit/(loss) before tax	1,646	(2,991)	-	(1,345)
Taxation charge	(3,990)	628	-	(3,362)
Group loss after tax	(2,344)	(2,363)	-	(4,707)
Adjusted EBITDA	30,245	(2,991)	-	27,254
Exceptional items	(2,985)	-	-	(2,985)
Share-based payments	(3,355)	-	-	(3,355)
EBITDA	23,905	(2,991)	-	20,914
Amortisation and depreciation	(11,143)	-	-	(11,143)
Acquisition-related amortisation	(4,483)	-	-	(4,483)
Group operating profit/(loss)	8,279	(2,991)	-	5,288

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Income Statement	3 months to 30 September 2016			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Revenue	73,024	547	(2,627)	70,944
Cost of sales	(36,451)	(5,707)	2,627	(39,531)
Gross profit/(loss)	36,573	(5,160)	-	31,413
Administrative expenses	(32,561)	(18,758)	-	(51,319)
Group operating profit/(loss)	4,012	(23,918)	-	(19,906)
Investment income	2,907	7	(2,850)	64
Finance income	-	-	-	-
Finance costs	(4,743)	(3,413)	2,850	(5,306)
Group profit/(loss) before tax	2,176	(27,324)	-	(25,148)
Taxation charge	177	(140)	-	37
Group profit/(loss) after tax	2,353	(27,464)	-	(25,111)
Adjusted EBITDA	12,251	(22,864)	-	(10,613)
Exceptional items	-	-	-	-
Share-based payments	(1,476)	(208)	-	(1,684)
EBITDA	10,775	(23,072)	-	(12,297)
Amortisation and depreciation	(3,958)	(846)	-	(4,804)
Acquisition-related amortisation	(2,805)	-	-	(2,805)
Group operating profit/(loss)	4,012	(23,918)	-	(19,906)

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Income Statement	3 months to 30 September 2015			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Revenue	63,552	-	-	63,552
Cost of sales	(31,276)	(7)	-	(31,283)
Gross profit/(loss)	32,276	(7)	-	32,269
Administrative expenses	(25,714)	(2,081)	-	(27,795)
Group operating profit/(loss)	6,562	(2,088)	-	4,474
Investment income	58	-	-	58
Finance income	(77)	-	-	(77)
Finance costs	(2,479)	-	-	(2,479)
Group profit/(loss) before tax	4,064	(2,088)	-	1,976
Taxation charge	(2,165)	428	-	(1,737)
Group profit/(loss) after tax	1,899	(1,660)	-	239
Adjusted EBITDA	14,341	(2,088)	-	12,253
Exceptional items	(1,483)	-	-	(1,483)
Share-based payments	(1,353)	-	-	(1,353)
EBITDA	11,505	(2,088)	-	9,417
Amortisation and depreciation	(3,485)	-	-	(3,485)
Acquisition-related amortisation	(1,458)	-	-	(1,458)
Group operating profit/(loss)	6,562	(2,088)	-	4,474

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Balance Sheet	As at 30 September 2016			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Non-current assets				
Goodwill	205,215	-	-	205,215
Acquisition intangibles	50,871	-	-	50,871
Other intangible assets	26,766	9,048	(750)	35,064
Property, plant and equipment	15,339	6,662	-	22,001
Loan to Unrestricted Group	163,534	-	(163,534)	-
Deferred tax asset	8,138	-	-	8,138
	469,863	15,710	(164,284)	321,289
Current assets				
Trade and other receivables	93,789	67,269	-	161,058
Cash and cash equivalents	38,479	103,251	-	141,730
	132,268	170,520	-	302,788
Total assets	602,131	186,230	(164,284)	624,077
Current liabilities				
Trade and other payables	(79,514)	(25,217)	-	(104,731)
Current borrowings	(5,861)	(559)	-	(6,420)
Current tax liabilities	(4,188)	(280)	-	(4,468)
	(89,563)	(26,056)	-	(115,619)
Net current assets	42,705	144,464	-	187,169
Non-current liabilities				
Non-current borrowings	(192,309)	(50,000)	-	(242,309)
Payable to Restricted Group	-	(163,534)	163,534	-
Deferred tax liability	(11,414)	36	-	(11,378)
	(203,723)	(213,498)	163,534	(253,687)
Total liabilities	(293,286)	(239,554)	163,534	(369,306)
Net assets/(liabilities)	308,845	(53,324)	(750)	254,771
Equity				
Called up share capital	7,485	-	-	7,485
Share premium	102,310	-	-	102,310
Merger relief reserve	93,533	-	-	93,533
Capital redemption reserve	38,342	-	-	38,342
Retained earnings	69,596	(54,165)	(750)	14,681
Foreign exchange reserve	(2,137)	841	-	(1,296)
Other reserve	-	-	-	-
Equity attributable to owners of the Parent	309,129	(53,324)	(750)	255,055
Non-controlling interest	(284)	-	-	(284)
Total equity	308,845	(53,324)	(750)	254,771

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Balance Sheet	As at 31 December 2015			Total Group £'000
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	
Non-current assets				
Goodwill	189,073	-	-	189,073
Acquisition intangibles	54,288	-	-	54,288
Other intangible assets	21,145	4,193	(750)	24,588
Property, plant and equipment	13,722	1,105	-	14,827
Loan to Unrestricted Group	95,116	-	(95,116)	-
Deferred tax asset	9,955	1,268	-	11,223
	383,299	6,566	(95,866)	293,999
Current assets				
Trade and other receivables	82,402	17,176	(418)	99,160
Cash and cash equivalents	61,080	68,469	-	129,549
	143,482	85,645	(418)	228,709
Total assets	526,781	92,211	(96,284)	522,708
Current liabilities				
Trade and other payables	(53,574)	(2,663)	418	(55,819)
Current acquisition-related financial liabilities	(31,547)	-	-	(31,547)
Current borrowings	(1,859)	-	-	(1,859)
Current tax liabilities	(5,758)	-	-	(5,758)
	(92,738)	(2,663)	418	(94,983)
Net current assets	50,744	82,982	-	133,726
Non-current liabilities				
Non-current borrowings	(163,987)	-	-	(163,987)
Non-current borrowings from Restricted Group	-	(95,116)	95,116	-
Deferred tax liability	(11,185)	-	-	(11,185)
	(175,172)	(95,116)	95,116	(175,172)
Total liabilities	(267,910)	(97,779)	95,534	(270,155)
Net assets	258,871	(5,568)	(750)	252,553
Equity				
Called up share capital	7,356	-	-	7,356
Share premium	68,323	-	-	68,323
Merger relief reserve	93,533	-	-	93,533
Capital redemption reserve	38,342	-	-	38,342
Retained earnings	24,331	(5,568)	(750)	18,013
Foreign exchange reserve	(20,037)	-	-	(20,037)
Other reserve	44,165	-	-	44,165
Equity attributable to owners of the Parent	256,013	(5,568)	(750)	249,695
Non-controlling interest	2,858	-	-	2,858
Total equity	258,871	(5,568)	(750)	252,553

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Balance Sheet	As at 30 September 2015			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Non-current assets				
Goodwill	188,572	-	-	188,572
Acquisition intangibles	55,458	-	-	55,458
Other intangible assets	21,883	1,482	-	23,365
Property, plant and equipment	11,771	1	-	11,772
Deferred tax asset	9,658	628	-	10,286
	287,342	2,111	-	289,453
Current assets				
Trade and other receivables	78,575	10,734	-	89,309
Receivable from the Unrestricted group	12,907	-	(12,907)	-
Cash and cash equivalents	19,663	-	-	19,663
	111,145	10,734	(12,907)	108,972
Total assets	398,487	12,845	(12,907)	398,425
Current liabilities				
Trade and other payables	(51,660)	(2,301)	-	(53,962)
Payable to Restricted Group	-	(12,907)	12,907	-
Current acquisition-related financial liabilities	(29,026)	-	-	(29,026)
Current tax liabilities	(8,258)	-	-	(8,258)
	(88,944)	(15,208)	12,907	(91,245)
Net current assets	22,201	(4,474)	-	17,727
Non-current liabilities				
Non-current borrowings	(46,525)	-	-	(46,525)
Deferred tax liability	(14,109)	-	-	(14,109)
	(60,634)	-	-	(60,634)
Total liabilities	(149,578)	(15,208)	12,907	(151,879)
Net assets	248,909	(2,363)	-	246,546
Equity				
Called up share capital	7,356	-	-	7,356
Share premium	68,323	-	-	68,323
Merger relief reserve	93,533	-	-	93,533
Capital redemption reserve	38,342	-	-	38,342
Retained earnings	17,122	(2,363)	-	14,759
Foreign exchange reserve	(23,071)	-	-	(23,071)
Other reserve	44,165	-	-	44,165
Equity attributable to owners of the Parent	245,770	(2,363)	-	243,407
Non-controlling interest	3,139	-	-	3,139
Total equity	248,909	(2,363)	-	246,546

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Cash Flows	9 months to 30 September 2016			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Operating activities				
Group operating profit	11,300	(39,164)	-	(27,864)
Increase in trade and other receivables	(9,680)	(50,900)	-	(60,580)
Increase in trade and other payables	17,215	22,230	-	39,445
Depreciation and amortisation (including acquisition intangible amortisation)	16,277	1,386	-	17,663
Employee share-based payment	3,992	505	-	4,497
Exceptional items	1,351	-	-	1,351
Corporation tax payments	(3,880)	-	-	(3,880)
Cash inflow/(outflow) from operating activities (prior to exceptional items)	36,575	(65,943)	-	(29,368)
Payments in respect of exceptional items	(740)	-	-	(740)
Cash inflow/(outflow) operating activities (after exceptional items)	35,835	(65,943)	-	(30,108)
Investing activities				
Purchases of property, plant and equipment	(6,820)	(6,686)	-	(13,506)
Purchases of intangible assets	(10,458)	(5,053)	-	(15,511)
Acquisition of subsidiaries (net of cash acquired)	(5,141)	-	-	(5,141)
Investment income	206	63	-	269
Cash outflow from investing activities	(22,213)	(11,676)	-	(33,889)
Financing activities				
Dividend paid to non-controlling interests	(2,247)	-	-	(2,247)
Acquisition of non-controlling interests	(27,956)	-	-	(27,956)
Borrowings (net of bank fees and costs)	26,000	50,000	-	76,000
Proceeds from issues of shares and other equity securities	35,000	-	-	35,000
Loan to Unrestricted Group	(61,000)	61,000	-	-
Interest, bank fees and related charges	(9,023)	-	-	(9,023)
Cash (outflow)/inflow from financing activities	(39,226)	111,000	-	71,774
Net (decrease)/increase in cash and cash equivalents in the period (all continuing operations)				
	(25,604)	33,381	-	7,777
Cash and cash equivalents at start of period	61,080	68,469	-	129,549
Effect of foreign currency exchange rates	3,003	1,401	-	4,404
Cash and cash equivalents at end of period	38,479	103,251	-	141,730

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Cash Flows	9 months to 30 September 2015			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Operating activities				
Group operating profit/(loss)	8,279	(2,991)	-	5,288
Increase in trade and other receivables	(5,645)	(10,734)	-	(16,379)
Decrease in trade and other payables	(9,670)	2,300	-	(7,370)
Depreciation and amortisation (including acquisition intangible amortisation)	15,626	-	-	15,626
Employee share-based payment	3,355	-	-	3,355
Exceptional items	2,985	-	-	2,985
Corporation tax payments	(3,721)	-	-	(3,721)
Cash inflow/(outflow) from operating activities (prior to exceptional items)	11,209	(11,425)	-	(216)
Payments in respect of exceptional items	(4,364)	-	-	(4,364)
Cash inflow/(outflow) operating activities (after exceptional items)	6,845	(11,425)	-	(4,580)
Investing activities				
Purchases of property, plant and equipment	(5,086)	-	-	(5,086)
Purchases of intangible assets	(10,227)	(1,482)	-	(11,709)
Acquisition of subsidiaries (net of cash acquired)	(7,818)	-	-	(7,818)
Investment income	149	-	-	149
Cash outflow from investing activities	(22,982)	(1,482)	-	(24,464)
Financing activities				
Dividend paid to non-controlling interests	(1,394)	-	-	(1,394)
Acquisition of non-controlling interests	(30,896)	-	-	(30,896)
Borrowings (net of bank fees and costs)	47,283	-	-	47,283
Prefunding of the Unrestricted Group	(12,907)	12,907	-	-
Interest, bank fees and related charges	(1,230)	-	-	(1,230)
Cash inflow from financing activities	856	12,907	-	13,763
Net decrease in cash and cash equivalents in the period (all continuing operations)	(15,281)	-	-	(15,281)
Cash and cash equivalents at start of period	36,246	-	-	36,246
Effect of foreign currency exchange rates	(1,302)	-	-	(1,302)
Cash and cash equivalents at end of period	19,663	-	-	19,663

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Cash Flows	3 months to 30 September 2016			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Operating activities				
Group operating profit/(loss)	4,012	(23,918)	-	(19,906)
Decrease/(increase) in trade and other receivables	(13,657)	(15,238)	-	(28,895)
(Decrease)/increase in trade and other payables	7,953	21,777	-	29,730
Depreciation and amortisation (including acquisition intangible amortisation)	6,764	846	-	7,610
Employee share-based payment	1,476	208	-	1,684
Exceptional items	-	-	-	-
Corporation tax payments	(711)	-	-	(711)
Cash inflow/(outflow) from operating activities (prior to exceptional items)	5,837	(16,325)	-	(10,488)
Payments in respect of exceptional items	-	-	-	-
Cash inflow/(outflow) operating activities (after exceptional items)	5,837	(16,325)	-	(10,488)
Investing activities				
Purchases of property, plant and equipment	(2,198)	(334)	-	(2,532)
Purchases of intangible assets	(3,631)	(926)	-	(4,557)
Acquisition of subsidiaries (net of cash acquired)	(1,750)	-	-	(1,750)
Investment income	93	45	-	138
Cash outflow from investing activities	(7,486)	(1,215)	-	(8,701)
Financing activities				
Dividend paid to non-controlling interests	-	-	-	-
Acquisition of non-controlling interests	-	-	-	-
Borrowings (net of bank fees and costs)	-	50,000	-	50,000
Proceeds from issues of shares and other equity securities	35,000	-	-	35,000
Loan to Unrestricted Group	(35,000)	35,000	-	-
Borrowings capital repayments	-	-	-	-
Exceptional finance exchange loss on existing debt facility	-	-	-	-
Interest, bank fees and related charges	(203)	-	-	(203)
Cash (outflow)/inflow from financing activities	(203)	85,000	-	84,797
Net (decrease)/increase in cash and cash equivalents in the period (all continuing operations)				
	(1,852)	67,460	-	65,608
Cash and cash equivalents at start of period	39,385	35,345	-	74,730
Effect of foreign currency exchange rates	946	446	-	1,392
Cash and cash equivalents at end of period	38,479	103,251	-	141,730

PERFORM GROUP LIMITED

**NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE AND NINE MONTHS ENDED 30 SEPTEMBER 2016 (UNAUDITED)**

15. Disaggregation of the Restricted and Unrestricted groups (continued)

Cash Flows	3 months to 30 September 2015			
	Restricted Group £'000	Unrestricted Group £'000	Elimination £'000	Total Group £'000
Operating activities				
Group operating profit /(loss)	6,562	(2,088)	-	4,474
Increase in trade and other receivables	(3,694)	(6,450)	-	(10,144)
(Decrease)/increase in trade and other payables	(3,063)	2,096	-	(967)
Depreciation and amortisation (including acquisition intangible amortisation)	4,943	-	-	4,943
Employee share-based payment	1,353	-	-	1,353
Exceptional items	1,483	-	-	1,483
Corporation tax payments	(805)	-	-	(805)
Cash inflow/(outflow) from operating activities (prior to exceptional items)	6,779	(6,442)	-	337
Payments in respect of exceptional items	(596)	-	-	(596)
Cash inflow/(outflow) operating activities (after exceptional items)	6,183	(6,442)	-	(259)
Investing activities				
Purchases of property, plant and equipment	(2,539)	-	-	(2,539)
Purchases of intangible assets	(2,333)	(1,474)	-	(3,807)
Acquisition of subsidiaries (net of cash acquired)	-	-	-	-
Investment income	58	-	-	58
Cash outflow from investing activities	(4,814)	(1,474)	-	(6,288)
Financing activities				
Dividend paid to non-controlling interests	-	-	-	-
Acquisition of non-controlling interests	-	-	-	-
Prefunding of the Unrestricted Group	(7,916)	7,916	-	-
Borrowings (net of bank fees and costs)	-	-	-	-
Borrowings capital repayments	-	-	-	-
Interest, bank fees and related charges	(825)	-	-	(825)
Cash (outflow)/inflow from financing activities	(8,741)	7,916	-	(825)
Net decrease in cash and cash equivalents in the period (all continuing operations)				
	(7,372)	-	-	(7,372)
Cash and cash equivalents at start of period	27,357	-	-	27,357
Effect of foreign currency exchange rates	(322)	-	-	(322)
Cash and cash equivalents at end of period	19,663	-	-	19,663