30 June 2015

Clear Leisure plc

("Clear Leisure" or "the Company)

Final Results for the year ended 31 December 2014

The company is pleased to announce the Final Audited results for the year ended 31 December 2014.

During the year ended 31 December 2014 the Company has continued its overall strategy of maximizing net asset value ("NAV") by following the policies summarized below:

- to simplify the group's investment strategy down to two major assets, Sipiem/Ondaland and Mediapolis, both targeted for disposal once their value can be fully realised
- Not to acquire significant long term investments without disposing of one of the two major assets currently held
- to keep corporate overheads down
- to renegotiate the debt attaching to the principal assets

Having regard to the above, we believe that the best indication of the company's 2014 financial results is the growth in Net Assets Value (NAV), which has been as follows:

- The Net Equity attributable to the shareholders of the company has increased from €16.9 million at 31 December 2013 to €17.9 million at 31 December 2014
- The NAV per share in Euros has increased from €0.085 per share 0.090 per share
- The Group's loss for the year of €3,074,000 has been compensated for by the Group's increased stake in Mediapolis which has resulted in total comprehensive income for the year of €919,000 attributable to the Company's shareholders.
- In sterling terms the growth in NAV has offset the relative decline of the Euro (€) against the GBP (£), so that the NAV in sterling has remained relatively constant at 7.0p (2013: 7.1p)

The following factors have had a significant effect upon the results for the year:

- The carrying value of our two major assets is less than the value we are seeking to raise from them on sale.
- The results reflect £1million of impairment charges which your Board has considered prudent.
- Apart from the two major assets , the Group's interests in its other residual investments have been fully provided, albeit that we hope to realise some value from these in due course.

- The legal claim against Regine Piemonte for €39.9 million damages, is set for its first court hearing in October 2015. No allowance for the expected recovery from this is included in the NAV.
- The NAV also attributes no value to our tax losses which now amount to over €40million.

During all of 2014 no shares were issued and the Company has therefore been able to continue its operations and has increased its shareholding in Mediapolis S.p.A, without diluting shareholders.

Outlook

The Italian economy continues to deteriorate, a situation that has been in evidence since 2009, but which has worsened more recently. There is currently no sign of any change in this trend in the short term and the market is still unfavorable for the realisation of the Company's major assets.

The Company has continued to restructure its holdings, reduce its debt position and overheads, establish a more accurate valuation for each of its assets, and to create more desirable conditions to improve the saleability of Mediapolis and Sipiem/Ondaland. We continue to seek buyers for these two major assets and have engaged specific nominated consultants and agents.

The NAV at 31 December 2014 is 7 pence per share which is 519% higher than the last closing price of our shares on 26 June 2015, the last practical date before these accounts were issued.

Copies of the Company's Annual Report and Accounts will be sent to shareholders and will be available on the Company's website www.clearleisure.com today.

The directors of Clear Leisure are also pleased to announce that the notice of Annual General Meeting ("AGM") has today been posted to shareholders. The AGM will be held at the offices of Welbeck Associates, 30 Percy Street, London W1T 2DB on 27 July 2015 at 11 a.m.

Copies of the Notice of AGM and Proxy Form will be available for download on the Company website at www.clearleisure.com later today.

For further information please contact:

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About Clear Leisure Plc

Clear Leisure Plc (AIM: CLP) is an AIM listed investment Company pursuing a dynamic strategy to create a comprehensive portfolio of companies primarily encompassing the leisure and real estate sectors mainly in Italy but also other European countries. The Company may be either a passive or active investor and Clear Leisure's investment rationale ranges from acquiring minority positions with strategic influence through to larger controlling positions. For further information, please visit, www.clearleisure.com

GROUP STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	2014	2013
Continuing operations		**€'000**	**€'000**
Revenue		**70**	**1,291**
Cost of sales		**(1)**	**(515)**
		69	**776**
Other operating income	7	**856**	-
Administration expenses		**(1,986)**	**(2,285)**
Operating (loss) / profit		**(1,061)**	**(1,509)**
Other gains and losses	8	**(996)**	**(5,342)**
Finance income		**1**	**-**
Finance charges	9	**(1,085)**	**(468)**
Loss before tax		**(3,141)**	**(7,319)**
Tax	12	**-**	**(40)**
Loss for the year from continuing operations		**(3,141)**	**(7,359)**
Profit/(loss) from discontinued operations	13	**67**	**(7,358)**
Loss for the year		**(3,074)**	**(14,717)**
Other comprehensive income			
Gain on acquisition of non-controlling interest		**3,750**	**-**
Exchange translation differences		**5**	**(2)**
Total other comprehensive income		**3,755**	**(2)**
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		**681**	**(14,719)**
Loss for the year attributable to:			
Owners of the parent		**(2,836)**	**(13,607)**
Non-controlling interests		**(238)**	**(1,110)**
Total comprehensive income attributable to:			
Owners of the parent		**919**	**(13,609)**
Non-controlling interests		**(238)**	**(1,110)**
Earnings per share:	14		
Basic and fully diluted loss from continuing operations		**(€0.01)**	**(€0.03)**
Basic and fully diluted earnings/(loss) from discontinued operations		**€0.00**	**(€0.04)**
Basic and fully diluted loss per share		**(€0.01)**	**(€0.07)**

STATEMENTS OF FINANCIAL POSITION AT 31 DECEMBER 2014

	Note	Group	Group	Company	Company
		2014	2013	**2014**	2013

	Note	€'000	€'000	€'000	€'000
Non-current assets					
Goodwill	15	**9**	9	-	-
Other intangible assets	16	**151**	235	-	-
Property, plant and equipment	17	**38,697**	39,044	-	-
Available for sale investments	19	**6,560**	7,556	-	-
Other receivables	18	**-**	-	23,538	23,119
Total non-current assets		**45,417**	46,844	23,538	23,119
Current assets					
Inventories		**-**	135	-	-
Investments held for trading	20	**450**	-	450	-
Trade and other receivables	21	**148**	2,106	-	-
Cash and cash equivalents	22	**1,373**	1,477	5	-
Total current assets		**1,971**	3,718	455	-
Current liabilities					
Trade and other payables	23	**(4,329)**	(6,605)	(1,625)	(1,014)
Borrowings	24	**(20,276)**	(13,443)	(5,628)	(2,331)
Total current liabilities		**(24,605)**	(20,048)	(7,253)	(3,345)
Net current (liabilities)/assets		**(22,634)**	(16,330)	(6,798)	(3,345)
Total assets less current liabilities		**22,783**	30,514	16,740	19,774
Non-current liabilities					
Borrowings	24	**-**	(4,959)	-	(2,368)
Deferred liabilities and provisions	25	**(1,355)**	(1,380)	-	-
Total non-current liabilities		**(1,355)**	(6,339)	-	(2,368)
Net assets		**21,428**	24,175	16,740	17,406
Equity					
Share capital	27	**6,074**	6,074	6,074	6,074
Share premium account	27	**42,856**	42,856	42,856	42,856
Other reserves	28	**11,390**	10,869	534	466
Retained losses		**(42,377)**	(42,843)	(32,724)	(31,990)
Equity attributable to owners of the Company		**17,943**	16,956	16,740	17,406
Non-controlling interests	31	**3,485**	7,219	-	-
Total equity		**21,428**	24,175	16,740	17,406

The financial statements were approved by the board of directors and authorised for issue on 30 June 2015. They were signed on its behalf by:

Alfredo Villa
Director

Nilesh Jagatia
Director

The accounting policies and notes form part of these financial statements.

Company Number 03926192

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2014

Group	Share capital €'000	Share premium account €'000	Other reserves €'000	Retained losses €'000	Total €'000	Non-controlling interests €'000	Total equity €'000
At 1 January 2014	6,074	42,856	10,869	(42,843)	16,956	7,219	**24,175**
Loss for the year	-	-	-	(2,836)	(2,836)	(238)	**(3,074)**
Other comprehensive income			453	3,302	3,755	-	**3,755**
Total comprehensive income for the year	-	-	453	466	919	(238)	**681**
Acquisition of non-controlling interests in subsidiary	-	-	-	-	-	(3,496)	**(3,496)**
Issue of convertible bond	-	-	68	-	68	-	**68**
At 31 December 2014	**6,074**	**42,856**	**11,390**	**(42,377)**	**17,943**	**3,485**	**21,428**
Company							
At 1 January 2014	6,074	42,856	466	(31,990)	17,406	-	**17,406**
Loss and total comprehensive income for the year	-	-	-	(734)	(734)	-	**(734)**
Issue of convertible bond	-	-	68	-	68	-	**68**
At 31 December 2014	**6,074**	**42,856**	**534**	**(32,724)**	**16,740**	**-**	**16,740**

The accounting policies and notes form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 DECEMBER 2013

Group	Share capital €'000	Share premium account €'000	Other reserves €'000	Retained losses €'000	Total €'000	Non-controlling interests €'000	Total equity €'000
At 1 January 2013	5,536	42,457	10,698	(29,236)	29,455	10,111	39,566
Loss for the year	-	-	-	(13,607)	(13,607)	(1,111)	(14,718)
Other comprehensive income	-	-	(2)	-	(2)	-	(2)
Total comprehensive income for the year	-	-	(2)	(13,607)	(13,609)	(1,111)	(14,720)

Non-controlling interests in subsidiary undertakings acquired	-	-	-	-	-	(109)	(109)
Disposal of subsidiary	-	-	-	-	-	(1,672)	(1,672)
Issue of convertible bond	-	-	173	-	173	-	173
Issue of shares in the year	538	399	-	-	937	-	937
At 31 December 2013	6,074	42,856	10,869	(42,843)	16,956	7,219	24,175

Company

At 1 January 2013	5,536	42,457	293	(19,646)	28,640	-	28,640
Total comprehensive income for the year	-	-	-	(12,344)	(12,344)	-	(12,344)
Issue of convertible bond	-	-	173	-	173	-	173
Issue of shares in the year	538	399	-	-	937	-	937
At 31 December 2013	6,074	42,856	466	(31,990)	17,406	-	17,406

The accounting policies and notes form part of these financial statements.

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	**Group**	Group	**Company**	Company
		2014	2013	**2014**	2013
		€'000	€'000	**€'000**	€'000
Net cash outflow from operating activities	29	**(387)**	(2,703)	(473)	(2,161)
Cash flows from investing activities					
(Increase)/decrease in loan to subsidiary undertakings		**-**	-	99	(394)
Acquisition of subsidiary undertakings		**(193)**	-	-	-
Purchase of available for sale investments		**(33)**	-	(33)	-
Purchase of intangible fixed assets		**-**	(191)	-	-
Purchase of property, plant and equipment		**-**	(10)	-	-
Interest received		**1**	-	-	-
Net cash (outflow) from investing activities		**(225)**	(201)	66	(394)
Cash flows from financing activities					
Proceeds of issue of convertible bond		**412**	2,340	412	2,340
Proceeds of short term loans		**90**	200	-	200
Net cash inflow from financing activities		**502**	2,540	412	2,540
Net (decrease) /increase in cash for the year		**(110)**	(364)	5	(15)
Cash and cash equivalents at beginning of year		**1,477**	1,843	-	15
Exchange differences		**6**	(2)	-	-
Cash and cash equivalents at end of year	22	**1,373**	1,477	5	-

The accounting policies and notes form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. General Information

Clear Leisure plc is a company incorporated in the United Kingdom under the Companies Act 2006. The Company's ordinary shares are traded on AIM of the London Stock Exchange. The address of the registered office is given on the Company information page. The nature of the Group's operations and its principal activities are set out in the Directors' report.

Standards and amendments which became effective during the year have not had a material impact on the financial statements.

Statement of compliance

The financial statements comply with IFRS as adopted by the European Union. At the date of authorisation of these financial statements the following Standards and Interpretations affecting the Group, which have not been applied in these financial statements, were in issue, but not yet effective. The Company does not plan to adopt these standards early:

- IFRS 9 Financial Instruments
- IFRS 15 Revenue from Contracts with Customers
- IFRS 11 (amendments) Accounting for Acquisitions of Interests in Joint Operations
- IAS 1 Amendments to presentation of financial statements
- IAS 16 and IAS 38 (amendments) Clarification of Acceptable Methods of Depreciation and Amortisation
- IAS 19 (amendments) Defined Benefit Plans: Employee Contributions
- IAS 27 (amendments) Equity Method in Separate Financial Statements
- IFRS 10 and IAS 28 (amendments) Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

- Annual Improvements to IFRSs: 2012-2014 Cycle Amendments to: IFRS 5 Non-current Assets Held for Sale and Discontinued Operations, IFRS 7 Financial Instruments: Disclosures, IAS 19 Employee Benefits and IAS 34 Interim Financial Reporting

The Directors have not yet evaluated the effect of these standards on the financial statements for future periods.

There were no Standards and Interpretations which were in issue but not effective at the date of authorisation of these financial statements, including the above, that the Directors anticipate will have a material impact on the financial statements of the Group or the Company.

2. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the period covered by these consolidated financial statements.

Basis of preparation

The consolidated Financial Statements of Clear Leisure plc have been prepared in accordance with International Financial Reporting Standards (IFRS) and IFRS Interpretations Committee (IFRS IC) as adopted by the European Union and the parts of Companies Act 2006 applicable to companies reporting under IFRS.

The financial statements have been prepared under the historical cost convention except in respect of revalued properties (as permitted by IFRS 1), and for certain available for sale investments that are stated at their fair values and land and buildings that have been revalued to their fair value.

The preparation of Financial Statements in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated Financial Statements are disclosed in Note 3.

The Consolidated Financial Statements are presented in Euros (€), the presentational and functional currency, rounded to the nearest €'000.

Going Concern

Any consideration of the forseeable future involves making a judgment, at a particular point in time, about future events which are inherently uncertain. The ability of the Group to carry out its planned business objectives is dependent on its continuing ability to raise adequate financing from equity investors and/or the achievement of profitable operations.

Nevertheless, at the time of approving these financial statements and after making due enquiries, the Directors have a reasonable expectation that the Group has adequate resources to continue operating for the forseeable future. For this reason they continue to adopt the going concern basis of preparing the Group's financial statements.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Group and entities controlled by the Group (its subsidiaries) made up to 31 December each year. Control is achieved where the Group has the power to govern the financial and operating policies of an investee entity so as to obtain benefits from its activities.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated income statement from the effective date of acquisition or up to the effective date of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used into line with those used by the group. All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Non-controlling interests in subsidiaries are identified separately from the Group's equity therein. Those interests of non-controlling shareholders that are present ownership interests entitling their holders to a proportionate share of net assets upon liquidation may initially be measured at fair value or at the non-controlling interests' proportionate share of the fair value of the acquiree's identifiable net assets. The choice of measurement is made on an acquisition-by-acquisition basis. Other non--controlling interests are initially measured at fair value. Subsequent to acquisition, the carrying amount of non-controlling interests is the amount of those interests at initial recognition plus the non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to non-controlling interests even if this results in the non-controlling interests having a deficit balance.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Group's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to the owners of the Group.

When the Group loses control of a subsidiary, the profit or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), less liabilities of the subsidiary and any non-controlling interests. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for (i.e. reclassified to profit or loss or transferred directly to retained earnings) in the same manner as would be required if the relevant assets or liabilities are disposed of. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under lAS 39 *Financial Instruments: Recognition and Measurement* or, when applicable, the costs on initial recognition of an investment in an associate or jointly controlled entity.

Business Combinations

Acquisitions of subsidiaries and businesses are accounted for using the acquisition method. The consideration for each acquisition is measured at the aggregate of the fair values (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. Acquisition-related costs are recognised in profit or loss as incurred.

Where applicable, the consideration for the acquisition includes any asset or liability resulting from a contingent consideration arrangement, measured at its acquisition-date fair value. Subsequent changes in such fair values are adjusted against the cost of acquisition where they qualify as measurement period adjustments (see below). All other subsequent changes in the fair value of contingent consideration classified as an asset or liability are accounted for in accordance with relevant IFRSs. Changes in the fair value of contingent consideration classified as equity are not recognised.

Where a business combination is achieved in stages, the Group's previously-held interests in the acquired entity are remeasured to fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognised in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognised in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3(2008) are recognised at their fair value at the acquisition date, except that:

- deferred tax assets or liabilities and liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with IAS 12 *Income Taxes* and IAS 19 *Employee Benefits* respectively;

- liabilities or equity instruments related to the replacement by the Group of an acquiree's share-based payment awards are measured in accordance with IFRS 2 *Share-based Payment*, and

- assets (or disposal groups) that are classified as held for sale in accordance with IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that Standard.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted during the measurement period (see below), or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the amounts recognised as of that date.

The measurement period is the period from the date of acquisition to the date the Group obtains complete information about facts and circumstances that existed as of the acquisition date, and is subject to a maximum of one year.

Goodwill

Goodwill arising in a business combination is recognised as an asset at the date that control is acquired (the acquisition date). Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest (if any) in the entity over the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed.

If, after reassessment, the Group's interest in the fair value of the acquiree's identifiable net assets exceeds the sum of the consideration transferred, the amount of any non-controlling interest in the acquiree and the fair value of the acquirer's previously held equity interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Goodwill is not amortised but is reviewed for impairment at least annually. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognised for goodwill is not reversed in a subsequent period.

On disposal of a subsidiary, the attributable amount of goodwill is included in the determination of the profit or loss on disposal.

Acquired intangible assets

Intangible assets acquired separately or as part of a business combination are capitalised at cost and fair value as at the date of acquisition, respectively. Intangible assets are subsequently amortised on a straight-line basis over the expected period that benefits will accrue to the Group:

Patents and trade marks	over 10 years

Impairment of non-financial assets

Assets that have an indefinite useful life, for example goodwill, are not subject to amortisation and are tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

Development costs

Internally generated development expenditure is capitalised as an intangible asset only if all the following criteria are met:

- the asset can be identified;

- it is probable that the asset will generate future economic benefits;

- the fair value of the asset can be measured reliably.

Capitalised development expenditure is amortised on a straight-line basis over the period of expected future sales of the resulting products, which has been assessed as between 5 and 10 years.

Property, plant and equipment

Land and buildings held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at their revalued amounts, being the fair value at the date of revaluation, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations are performed with sufficient regularity such that the carrying amount does not differ materially from that which would be determined using fair values at the balance sheet date.

Property, plant and equipment (continued)

Any revaluation increase arising on the revaluation of such land and buildings is credited to the properties revaluation reserve, except to the extent that it reverses a revaluation decrease for the same asset previously recognised as an expense, in which case the increase is credited to the income statement to the extent of the decrease previously expensed. A decrease in carrying amount arising on the revaluation of such land and buildings is charged as an expense to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset.

Depreciation on revalued buildings is charged to income. On the subsequent sale or scrappage of a revalued property, the attributable revaluation surplus remaining in the properties revaluation reserve is transferred directly to retained earnings.

Properties in the course of construction for production, supply or administrative purposes, or for purposes not yet determined, are carried at cost, less any recognised impairment loss. Cost includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Freehold land is not depreciated.

Plant and equipment and fixtures and fittings are stated at cost less accumulated depreciation and any accumulated impairment losses. Depreciation is provided on all tangible assets to write down the cost less estimated residual value of each asset over its expected useful economic life on a straight line basis at the following annual rates:

Land and buildings	Nil
Leasehold improvements	Straight line over the remaining period of the lease
Plant and machinery	15% straight line
Fixtures and fittings	20% straight line

Asset residual values and useful economic lives are reviewed and adjusted if appropriate at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing the proceeds with the carrying amount and are recognised in the Income Statement.

Inventories

Inventories are stated at the lower of cost and net realisable value. The cost of finished goods and work in progress comprise all direct expenditure and an appropriate proportion of fixed and variable overheads. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

Investments in subsidiaries

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

Foreign currency

The functional currency is Euro. Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income. Exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'. All other Exchange gains and losses are presented in the income statement within 'other (losses)/gains - net'.

Changes in the fair value of monetary securities denominated in foreign currency classified as available for sale are analysed between translation differences resulting from changes in the amortised cost of the security and other changes in the carrying amount of the security. Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount arerecognised in other comprehensive income.

Taxation

The tax expense represents the sum of the tax currently payable and any deferred tax.

Current taxes are based on the results of the Group companies and are calculated according to local tax rules, using the tax rates that have been enacted or substantially enacted by the period-end date.

Deferred tax is provided in full using the financial position liability method for all taxable temporary differences arising between the tax bases of assets and liabilities and their carrying values for financial reporting purposes. Deferred tax is measured using currently enacted or substantially enacted tax rates. Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets are recognised to the extent the temporary difference will reverse in the foreseeable future and that it is probable that future taxable profit will be available against which the asset can be utilised. Deferred tax is recognised for all deductible temporary differences arising from investments in subsidiaries and associates, to the extent that it is probable that the temporary difference will reverse in the foreseeable future and taxable profit will be available against which the temporary difference can be utilised.

Revenue

Revenue, which excludes Value Added Tax, represents the value of services rendered. Consultancy fees are recognised as earned on unconditional supply of services.

Interest income

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Financial Instruments

Financial assets and financial liabilities are recognised in the Group's statement of financial position when the Group becomes a party to the contractual provisions of the instrument.

Financial Assets

The Group's financial assets are classified into the following specific categories: "available for sale investments", "trade and other receivables", and "cash and cash equivalents". The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Available for sale investments

Investments are recognised and derecognised on a trade date where a purchase or sale of an investment is under a contract whose terms require delivery of the investment within the timeframe established by the market concerned, and are initially measured at cost, including transaction costs.

Investments classified as available for sale are measured at subsequent reporting dates at fair value. Fair value is defined as the price at which an orderly transaction would take place between market participants at the reporting date and is therefore an estimate and as such requires the use of judgement. Where possible fair value is based upon observable market prices, such as listed equity markets or reported merger and acquisition transactions. Alternative bases of valuation may include contracted proceeds or best estimate thereof, implied valuation from further investment and long-term cash flows discounted at a rate which is tested against market data. Gains and losses arising from changes in fair value are recognised directly in other comprehensive income, until the security is disposed of or is determined to be impaired, at which time the cumulative gain or loss previously recognised in other comprehensive income is included in the net profit or loss for the period. Impairment losses recognised in the income statement for equity investments classified as available-for-sale are not subsequently reversed through the income statement.

The Group determines the fair value of its Investments based on the following hierarchy:

LEVEL 1 - Where financial instruments are traded in active financial markets, fair value is determined by reference to the appropriate quoted market price at the reporting date. Active markets are those in which transactions occur in significant frequency and volume to provide pricing information on an ongoing basis.

LEVEL 2 - If there is no active market, fair value is established using valuation techniques, including discounted cash flow models. The inputs to these models are taken from observable market data including recent arm's length market transactions, and comparisons to the current fair value of similar instruments; but where this is not feasible, inputs such as liquidity risk, credit risk and volatility are used.

LEVEL 3 - Valuations in this level are those with inputs that are not based on observable market data.

Investments held for trading

All investments determined upon initial recognition as held at fair value through profit or loss were designated as investments held for trading. Investment transactions are accounted for on a trade date basis. Assets are de-recognised at the trade date of the disposal. Assets are sold at their fair value, which comprises the proceeds of sale less any transaction cost. The fair value of the financial instruments in the balance sheet is based on the quoted bid price at the balance sheet date, with no deduction for any estimated future selling cost. Unquoted investments are valued by the directors using primary valuation techniques such as recent transactions, last price and net asset value. Changes in the fair value of investments held at fair value through profit or loss and gains and losses on disposal are recognised in the consolidated statement of comprehensive income as "Net gains on investments". Investments are initially measured at fair value plus incidental acquisition costs. Subsequently, they are measured at fair value in accordance with IAS 39. This is either the bid price or the last traded price, depending on the convention of the exchange on which the investment is quoted.

Trade and other Receivables

Trade and other receivables are measured at initial recognition at fair value and are subsequently measured at amortised cost using the effective interest rate method. A provision is established when there is objective evidence that the Group will not be able to collect all amounts due. The amount of any provision is recognised in the income statement.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Impairment of financial assets

The Group assesses at the end of each reporting period whether there is objective evidence that a financial asset, or a group of financial assets, is impaired. A financial asset, or a group of financial assets, is impaired, and impairment losses are incurred, only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a "loss event"), and that loss event (or events) has an impact on the estimated future cash flows of the financial asset, or group of financial assets, that can be reliably estimated.

The criteria that the Group uses to determine that there is objective evidence of an impairment loss include:

- significant financial difficulty of the issuer or obligor;
- a breach of contract, such as a default or delinquency in interest or principal repayments;
- the disappearance of an active market for that financial asset because of financial difficulties;
- observable data indicating that there is a measurable decrease in the estimated future cash flows from a portfolio of financial assets since the initial recognition of those assets, although the decrease cannot yet be identified with the individual financial assets in the portfolio; or
- for assets classified as available-for-sale, a significant or prolonged decline in the fair value of the security below its cost.

Assets carried at amortised cost

The amount of impairment is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred), discounted at the financial asset's original effective interest rate. The asset's carrying amount is reduced, and the loss is recognised in the Statement of Comprehensive Income. As a practical expedient, the Group may measure impairment on the basis of an instrument's fair value using an observable market price.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised (such as an improvement in the debtor's credit rating), the reversal of the previously recognised impairment loss is recognised in the Statement of Comprehensive Income.

Financial liabilities

The Group's financial liabilities comprise convertible bonds, borrowings and trade payables. Financial liabilities are obligations to pay cash or other financial liabilities and are recognised when the Group becomes a party to the contractual provisions of the instruments.

Convertible bonds

Convertible bonds are regarded as compound instruments, consisting of a liability component and an equity component. At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible debt. The difference between the proceeds of issue of the convertible loan notes and the fair value assigned to the liability component, representing the embedded option to convert the liability into equity of the Group, is included in equity.

Issue costs are apportioned between the liability and equity components of the convertible loan notes based on their relative carrying amounts at the date of issue. The portion relating to the equity component is charged directly against equity.

The interest expense on the liability component is calculated by applying the prevailing market interest rate for similar non-convertible debt to the liability component of the instrument. The difference between this amount and the interest paid is added to the carrying amount of the convertible loan note.

Borrowings

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

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the end of the reporting period.

Borrowings costs

Borrowing costs are recognised in profit or loss in the period in which they are incurred.

Trade payables

Trade payables are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

Segmental reporting

In identifying its operating segments, management generally follows the Group's service lines, which represent the main products and services provided by the Group. The measurement policies the Group uses for segment reporting under IFRS 8 are the same as those used in its financial statements. The disclosure is based on the information that is presented to the chief operating decision maker, which is considered to be the board of Clear Leisure plc.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. Equity instruments issued by the Group are recorded at the proceeds received net of direct issue costs.

Share capital account represents the nominal value of the shares issued.

The share premium account represents premiums received on the initial issuing of the share capital. Any transaction costs associated with the issuing of shares are deducted from share premium, net of any related income tax benefits.

Retained losses include all current and prior period results as disclosed in the statement of comprehensive income.

Other reserves consists of the merger reserve, revaluation reserve, exchange translation reserve and loan equity reserve.

- the merger reserve represents the premium on the shares issued less the nominal value of the shares, being the difference between the fair value of the consideration and the nominal value of the shares.

- the revaluation reserve represents the difference between the purchase costs of the available for sale investments less any impairment charge and the market or fair value of those investments at the accounting date.

- the exchange translation reserve represents the movement of items on the Statement of Financial Position that were denominated in foreign before translation

- the loan equity reserve presents the value of the equity component of the nominal value of the loan notes issued.

Provisions

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

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the year-end date, taking into account the risks and uncertainties surrounding the obligation.

3. Critical accounting judgements and key sources of estimation uncertainty

The preparation of Financial Statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Estimates and judgements are continually evaluated and are based on historical experience and other factors including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below

Impairment of goodwill

Goodwill has a carrying value of €9,000 (2013: €9,000). The Group tests annually whether goodwill has suffered any impairment, in accordance with the accounting policy stated in Note 2. The recoverable amounts of cash-generating units have been determined based on value-in-use calculations.

Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

In order to arrive at the fair value of investments a significant amount of judgement and estimation has been adopted by the Directors as detailed in the investments accounting policy. Where these investments are un-listed and there is no readily available market for sale the carrying value is based upon future cash flows and current earnings multiples for which similar entities have been sold.

Going Concern

The Group's activities generated a loss of €3,141,000 (2013: €7,359,000) and had net current liabilities of €22,634,000 as at 31 December 2014. In addition the Company's shares are currently suspended on the AIM Market. The Group's operational existence is still dependant on the ability to raise further funding either through an equity placing on AIM, or through other external sources, to support the on-going working capital requirements.

After making due enquiries, the Directors have formed a judgement that there is a reasonable expectation that the Group can secure further adequate resources to continue in operational existence for the foreseeable future and that adequate arrangements will be in place to enable the settlement of their financial commitments, as and when they fall due.

For this reason, the Directors continue to adopt the going concern basis in preparing the financial statements. Whilst there are inherent uncertainties in relation to future events, and therefore no certainty over the outcome of the matters described, the Directors consider that, based upon financial projections and dependant on the success of their efforts to complete these activities, the Group will be a going concern for the next twelve months. If it is not possible for the Directors to realise their plans, over which there is significant uncertainty, the carrying value of the assets of the Group is likely to be impaired.

4. Segment information

IFRS 8 requires reporting segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker.

Information reported to the Group's chief operating decision maker for the purposes of resource allocation and assessment of segment performance is specifically focused on the geographical segments within the Group.

Information regarding the Group's reportable segments is presented below:

	2014			2013		
	UK	**Italy**	**Total**	**UK**	**Italy**	**Total**
Continuing operations	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**
Revenue	-	70	70	-	1,291	1,291
Cost of sales	-	(1)	(1)	-	(515)	(515)

Gross Profit	-	69	69		776	776
Finance Income	-	1	1	-	-	-
Finance charges	(506)	(579)	(1,085)	(311)	(133)	(468)
Other operating expenses	(1,131)	(885)	(2,016)	(1,506)	(803)	(2,285)
Other gains and losses	856	(966)	(110)	-	(5,342)	(5,342)
Loss for the financial year	**(781)**	**(2,360)**	**(3,141)**	**(1,817)**	**(5,502)**	**(7,319)**

	2014				2013			
	Segment assets	***Segment liabilities***	***Net additions to non-current Assets***	***Net assets/ (liabilities)***	***Segment assets***	***Segment liabilities***	***Net Additions to non-current assets***	***Net assets/ (liabilities)***
	€'000	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**	**€'000**
UK	524	(8,302)	-	(7,778)	60	(7,458)	-	(7,398)
Italy	46,864	(17,658)	-	29,206	50,502	(18,929)	-	31,573
	47,388	**(25,960)**	**-**	**21,428**	**50,562**	**(26,387)**	**-**	**24,175**

5. Employee information

	2014	2013
	Number	Number
The average number of employees during the period was as follows:		
Management and administration	**5**	5

	2014	2013
	€'000	€'000
Staff costs during the period including directors comprise:		
Wages and salaries	**279**	228
Social security costs	**28**	20
Other pension costs	**-**	-
	307	248

Other pension costs relate to contributions to defined contribution pension schemes and are charged as an expense as they fall due.

6. Directors' Emoluments

	2014	2013
	€'000	€'000

Aggregate emoluments	**207**	239
Social security costs	**18**	-
	225	239

There are no retirement benefits accruing to the Directors. Details of directors' remuneration are included in the Directors' Report.

7. Other operating income

	2014	2013
	€'000	€'000
Discount on settlement of 7% bonds	**439**	-
Movement in fair value of investments held for trading	**417**	-
	856	**-**

8. Other gains and losses

	2014	2013
	€'000	€'000
Impairment of investments	**(996)**	(687)
Impairment of land and buildings	**-**	(2,254)
Impairment of goodwill	**-**	(1,303)
Increase in provision for costs relating to the loans within Mediapolis Spa	**-**	(398)
Provision for infrastructure costs relating to land held by Mediapolis Spa	**-**	(700)
	(996)	(5,342)

9. Finance charges

	2014	2013
	€'000	€'000
Interest on convertible bonds	**506**	311
Interest on bank loans and overdrafts	**579**	157
	1,085	468

10. Auditor's remuneration

	2014	2013
	€'000	€'000
Group Auditor's remuneration:		
Fees payable to the Group's auditor for the audit of the Company and consolidated financial statements:	**40**	55
Non audit services:		
Other services	**6**	6

Subsidiary Auditor's remuneration		
Other services pursuant to legislation	**-**	20

11. Company income statement

An income statement for Clear Leisure plc is not presented in accordance with the exemption allowed by Section 408 of the Companies Act 2006. The parent company's comprehensive income for the financial year amounted to a loss of €734,000 (2013: loss €12,344,000).

12. Tax

	2014	2013
	€'000	€'000
Current taxation	**-**	40
Deferred taxation	**-**	-
Tax charge for the year	**-**	40

The Group has a potential deferred tax asset arising from unutilised management expenses available for carry forward and relief against future taxable profits. The deferred tax asset has not been recognised in the financial statements in accordance with the Group's accounting policy for deferred tax.

The Group's unutilised management expenses and capital losses carried forward at 31 December 2014 amount to approximately €23 million (2013: €21 million) and €20 million (2013: €20 million) respectively.

The standard rate of tax for the current year, based on the UK effective rate of corporation tax is 21.5% (2013 - 23.25%). The actual tax for the current and previous year varies from the standard rate for the reasons set out in the following reconciliation:

	2014	2013
Continuing operations	**€'000**	€'000
Loss for the year before tax	**(3,141)**	(7,319)
Tax on ordinary activities at standard rate	**(675)**	(1,702)
Effects of:		
Expenses not deductible for tax purposes	**152**	163
Foreign taxes	**-**	40
Tax losses available for carry forward against future profits	**523**	1,539
Total tax	**-**	40

13. Discontinued operations

On 3 December 2013, as a result of a pending investigation into the financial irregularities of the subsidiary ORH S.p.A, the Group announced that legal action had resulted in the settlement of its investment in the subsidiary. The settlement resulted in a disposal of part of the Group's holding in ORH S.p.A. In addition a liquidator was appointed by a tribunal in Milan on 2 February 2014. These two events have resulted in the Group no longer holding a controlling interest in ORH S.p.A.

The results of the discontinued operations, which have been included in the consolidated income statement, were as follows:

	2014	2013
	€'000	€'000
Revenue	**-**	15,335
Expenses	**-**	(17,348)
Loss before tax	**-**	(2,013)
Attributable tax expense	**-**	-
Profit/(loss) on disposal of discontinued operations (see Note 30)	**67**	(5,345)
Net profit/(loss) attributable to discontinued operations	**67**	(7,358)

In 2013 a loss of €5,570,000 arose on the disposal of ORH Spa, being the difference between the proceeds of disposal and the carrying amount of the subsidiary's net assets and attributable goodwill.

14. Earnings per share

The basic earnings per share is calculated by dividing the loss attributable to equity shareholders by the weighted average number of ordinary shares in issue during the period. Diluted earnings per share is computed using the weighted average number of shares during the period adjusted for the dilutive effect of share options and convertible loans outstanding during the period.

The loss and weighted average number of shares used in the calculation are set out below:

	2014 Weighted average no.	Per share Amount	2013 Weighted average no.	Per share

	Loss	of shares	Euro	Loss	of shares	Amount
	€'000	000's		€'000	000's	Euro
Basic and fully diluted earnings per share						
Continuing operations	(3,141)	199,409	(€0.01)	(7,359)	197,564	(€0.03)
Discontinued operations	67	199,409	€0.00	(7,358)	197,564	(€0.04)
Total operations	(3,074)	199,409	(€0.01)	(14,717)	197,564	(€0.07)

IAS 33 requires presentation of diluted earnings per share when a company could be called upon to issue shares that would decrease earnings per share. In respect of 2013 and 2014 the diluted loss per share is the same as the basic loss per share as the loss for each year has an anti-dilutive effect.

15. Goodwill

	2014	2013
	€'000	€'000
Cost		
At 1 January	**1,312**	9,118
Disposals:		
Derecognised on the disposal of ORH Spa	**-**	(7,697)
Adjustment on acquisition of non-controlling interest in You Can Srl	**-**	(109)
At 31 December	**1,312**	1,312
Accumulated impairment losses		
At 1 January	**1,303**	2,466
Derecognised on disposal of ORH Spa	**-**	(2,466)
Impairment losses for the year	**-**	1,303
At 31 December	**1,303**	1,303
Net book value	**9**	9

Goodwill is allocated to cash generating units. The recoverable amount of each unit is determined based on value-in-use calculations. The key assumptions for the value-in-use calculation are those regarding discount rates and growth rates as well as expected changes to costs and selling prices. Management have estimated the discount rate based on the weighted average cost of capital. Changes in selling prices and direct costs are based on past experience and expectations of future change in the markets. These calculations use cash flow projections based on financial budgets approved by management looking forward up to five years. Cash flows are extrapolated using estimated growth rates beyond the budget period. The key assumptions for the value-in-use calculations are:

- a real growth rate of 2% which has been used to extrapolate cash flows beyond the budget period; and

- a WACC rate of 15% applied to the cash flow projection.

The Group tests annually for impairment, or more frequently if there are indications that goodwill might be impaired.

16. Other intangible fixed assets

	Development costs €'000	Patents & trademarks €'000	Total €'000
Cost			
At 1 January 2013	317	4,314	4,631
Additions	64	-	64
*Disposal of subsidiary undertaking	(108)	(4,314)	(4,422)
At 31 December 2013	273	-	273
Closure of operations	(104)	-	(104)
At 31 December 2014	**169**	**-**	**169**
Amortisation			
At 1 January 2013	14	107	121
Amortisation charge for the year	28	-	28
*Disposal of subsidiary undertaking	(4)	(107)	(111)
At 31 December 2013	38	-	38
Amortisation charge for year	-	-	-
Closure of operations	(20)	-	20
At 31 December 2014	**18**	**-**	**18**
Carrying value			
At 31 December 2013	235	-	235
At 31 December 2014	**151**	**-**	**151**

*These amounts relate predominantly to the disposal of ORH S.p.A., which happened during 2013. See Note 13 for further details.

17. Property, plant and equipment

Group	Land & buildings €'000	Leasehold improvements €'000	Plant & machinery €'000	Fittings & equipment €'000	Total €'000
Cost					
At 1 January 2013	40,950	88	549	290	41,877
Additions	-	-	137	-	137
Impairment	(2,254)	-	-	-	(2,254)
Disposal of subsidiary undertaking	-	(88)	(463)	(97)	(648)
At 31 December 2013	**38,697**	**-**	**223**	**193**	**39,112**
Closure of operations	-	-	(223)	(193)	(416)
At 31 December 2014	**38,697**	**-**	**-**	**-**	**38,697**
Depreciation					
At 1 January 2013	-	11	288	13	312
Depreciation charge for the year	-	-	30	20	50
Disposal of subsidiary undertaking	-	(11)	(278)	(5)	(294)
At 31 December 2013	-	-	40	28	68
Depreciation charge for the year	-	-	2	2	4

Disposal of subsidiary undertaking	-	-	(42)	(30)	(72)
At 31 December 2014	**-**	**-**	**-**	**-**	**-**
Carrying value					
At 31 December 2013	38,697	-	183	165	39,044
At 31 December 2014	**38,697**	**-**	**-**	**-**	**38,697**

Included in Land & Buildings above is the interest in a 497,884 sqm plot of land located near the town of Albiano D'Ivrea. An independent appraisal of freehold land owned by the Group was carried out by a chartered architect in June 2015. The carrying value of the land at the date of the appraisal was €35 million. The appraisal assessed the market value of the land, with the detailed planning consents related to it, to be €35.6 million.

18. Investment in subsidiaries

Company	**2014**	2013
	€'000	€'000
As at 1 January:		
Loans to subsidiary undertakings	**23,119**	33,495
Net Advances during the year	**419**	624
Impairment of loan to subsidiary undertaking*	**-**	(11,000)
As at 31 December		
Loans to subsidiary undertakings	**23,538**	23,119

* The above amount relates to the impairment of the loan to Brainspark Associates Limited, which is used by the Group as an intermediate holding company. Following the decline in the valuation of the Italian investments and the loss on disposal of ORH S.p.A., the Directors have thus decided a permanent impairment of the loan balance outstanding has been incurred, and have thus written down the balance by this amount.

The Company has one directly held subsidiary, Brainspark Associates Limited, which is financed by an inter company loan. The other Group subsidiary undertakings are held through Brainspark Associates Limited.

The significant subsidiary undertakings held by the Group at 31 December 2014 were as follows:

Subsidiaries	**Country of incorporation**	**% Owned**	**Nature of business**
Brainspark Associates Limited	England	100.00	Investment holding company
*Mediapolis Investments SA	Luxembourg	71.72	Investment holding company
*Mediapolis S.p.A.	Italy	**74.67	Lesiure/Real Estate
*SoSushi Company S.r.l.***	Italy	100.00	Brand Management

* Indirectly held.

** Brainspark Associates Limited owns 71.72% and Mediapolis Investments SA owns 13.07% of Mediapolis Spa

19. Available for sale investments

Group	2014	2013
	€'000	€'000
Fair value		
At 1 January	**7,556**	8,214
Impairment recognised in the income statement	**(996)**	(687)
Transfer from trade and other receivables	**-**	29
Disposals	**-**	-
Carrying value at 31 December	**6,560**	7,556
Non-current assets	**6,560**	7,556
Current assets	**-**	-
	6,560	7,556

19. Available for sale investments (continued)

Details of each of the Group's material associates at the end of the reporting period are as follows:

Name of associate	Place of incorporation and principal place of busines	Proportion of ownership held by the Group (%)	Principal activity
Sipiem S.p.A**	Italy	50.17	Theme park management
Ascend Capital plc	UK	10.00	Corporate broking

**Investments in associates where the proportion of ownership held by the Group was greater than 50%, but it was determined that the Group did not have control of the company and that the Group was not exposed to variable returns from its involvement with the company and did not have the ability to affect those returns through power of the company.

The available for sale investments are valued in accordance with IFRS 7 and Level 3 of the fair value hierarchy. Their fair value and the methodology adopted is determined on the basis of their net assets or, where a sale is imminent, the best estimate of the eventual proceeds. Given the methodology adopted, it is not envisaged that the adoption of alternative assumptions/methodologies, sensitivity analysis, would have a material impact upon the investments.

20. Investments held for trading

Group and Company	2014	2013
	€'000	€'000

Fair value		
At 1 January	**-**	-
Net acquisition costs of investments	**33**	-
Movement in fair value of investments	**417**	-
Carrying value at 31 December	**450**	-

The amount of €450,000 shown above is a level 3 investment and represents the Group's 100% interest in a specific vehicle, which controls the entire share capital of Hospitality & Leisure Fund (H&L Fund), an Italian real estate fund regulated by the Italian financial authorities. This investment has been realised since the year resulting in a futher gain compared to the fund's valuation as at 31 December 2014.

21. Trade and other receivables

	Group	Group	**Company**	Company
	2014	2013	**2014**	2013
	€'000	€'000	**€'000**	€'000
Trade and other receivables	**90**	690	**-**	-
Other receivables	**58**	1,416	**-**	-
Amounts falling due after one year				
Amounts owed by subsidiaries	**-**	-	**23,538**	23,119
	148	2,106	**23,538**	23,119
Non-current assets	**-**	-	**23,538**	23,119
Current assets	**148**	2,106	**-**	-

The directors consider that the carrying value of trade and other receivables approximates to their fair value.

22. Cash and cash equivalents

	Group	Group	**Company**	Company
Group	**2014**	2013	**2014**	2013
	€'000	€'000	**€'000**	€'000
Cash at bank and in hand	1,373	1,477	**5**	**-**
	1,373	1,477	**5**	**-**

Included in the above is an amount for cash held on escrow relating to the Mediapolis S.p.A. Land & Buildings.

The Directors consider the carrying amounts of cash and cash equivalents approximates to their fair value.

23. Trade and other payables

	Group	Group	**Company**	Company
	2014	2013	**2014**	2013
	€'000	€'000	**€'000**	€'000
Trade Payables	**1,199**	1,307	**516**	419
Other taxes payable	**84**	548	**15**	4
Other payables	**1,141**	1,822	**249**	-
Amounts due to subsidiary undertakings	**-**	-	**302**	342
Accruals	**1,905**	2,928	**543**	249
Trade and other payables	**4,329**	6,605	**1,625**	1,014

The directors consider that the carrying value of trade and other payables approximates to their fair value.

Included in other payables is an amount of €830,000 (2013; €1,533,000) which represents the directors' assessment of the amounts due to fulfil contractual obligations relating to the purchase of investments.

24. Borrowings

	Group	Group	**Company**	Company
	2014	2013	**2014**	2013
	€'000	€'000	**€'000**	€'000
Bank loans and overdrafts	**9,536**	8,683		-
7% Convertible bond 2014	**88**	2,131	**88**	2,131
Zero rate convertible bond 2015	**5,340**	2,368	**5,340**	2,368
Shareholder loans	**4,070**	4,070		-
Other borrowings	**1,242**	1,150	**200**	200
	20,276	18,402	**5,628**	4,699
Disclosed as:				
Current borowings	**20,276**	13,443	**5,628**	2,331
Non-current borrowings	**-**	4,959	**-**	2,368
	20,276	18,402	**5,628**	4,699

7% Convertible Bond 2014

On 31 March 2010 the company launched an issue of £10 million (€12 million), before issue costs, 7% convertible bonds due 2014. The Bonds are denominated in sterling and are convertible into new ordinary shares of 2.5 pence each in the company at a conversion rate of 400 New Ordinary Shares per Bond up until 15 March 2014. The nominal value of each Bond is £1,000 (€1,200). The redemption date of the bonds is 31 March 2014 the coupon of 7% is payable at the end of each year. The Company, between 1 and 7 April 2012, was able to repurchase and serve notice on any or all of the bondholders to sell their Bond in whole or in part at 110% of the nominal value. The bondholders, at any time prior to redemption, may serve a conversion notice to the company in respect of all or any integral multiple of £1,000 (€1,200) nominal value of bonds held by them.

During 2011, a bond holder converted £2.64 million (€3.17 million) into equity shares for which 8,035,856 ordinary shares of 2.5p each were issued in exchange for the bond and cumulative interest due thereon.

During 2012, bonds were converted for a total amount of €8.2 million. The conversion was settled as follows:

€4.9 million (£3.9 million) including cumulative interest was converted into equity shares (11,000,000 Ordinary 2.5p shares at 36p each.)

€3.3 million (£2.7 million) including cumulative interest was settled in cash for €1.9 million, with approximately 40% discount realising €1.3 million (£1.1 million) profit for the Group.

In March 2014 €1,885,400 zero bonds were issued in settlement of £1,563,000 7% bonds including all un paid and accrued interest up to the date of settlement. This settlement has resulted in a credit to the income statement of €439,000.

Zero rate Convertible Bond 2015

On 25 March 2013 the Company issued £3,000,000 nominal value of zero rate convertible bonds at a discount of 22%. The bonds are convertible at 15p per share and have a redemption date of 15 December 2015.

During 2014 the Company issued €1,885,400 zero bonds in settlement of £1,563,000 7% bonds (see above). Also €600,000 zero bonds were issued in settlement of a debt of €518,000 and €450,000 bonds were issued for cash realising €412,000 before expenses.

Shareholder Loans

Included in the shareholder loans is an amount owing to Olivetti Multiservices S.p.A. ("OMS") from Mediapolis S.p.A. for €4,070,071 including cumulative interest. This loan carries interest at Euribor +1% and is secured with a second charge over the Land within Mediapolis S.p.A.

24. Borrowings (continued)

Under IAS 32 the bonds contain two components, liability and equity elements. The equity element is presented in equity under the heading of "equity component of convertible instrument". The effective interest rate of the liability element on initial recognition is 12.5% per annum.

	2014	2013
	€'000	€'000
Liability component at 1 January	**4,499**	2,021
Net proceeds of issue	**930**	2,340
Equity component	**(68)**	(173)
	5,361	4,188
Interest charge for the year	**506**	311
Conversion during the year including interest	**-**	-
Gain on settlement of 7% bonds by issue of zero coupon bonds	**(439)**	-
Liability component at 31 December	**5,428**	4,499
Disclosed as:		

Non-Current Liabilities	**-**	2,368
Current Liabilities	**5,428**	2,131

Interest on the bonds is payable annually on 31 March each year. No interest payment was made on 31 March 2013 or on 31 March 2014. Interest on the bonds that were converted in 2012 was included in the value of the shares issued on conversion. The liability component of the bonds at 31 December 2014 includes all interest accrued to that date. The unpaid interest relating to 31 March 2014 together with accrued interest to 31 December 2014 is included within current liabilities.

25. Deferred liabilities and Provisions

Group	**2014 €'000**	2013 €'000
Provisions:		
Potential litigation costs in Mediapolis Spa	**118**	118
Provision for costs relating to loans within Mediapolis Spa	**537**	537
Provision for infrastructure costs relating to land held by Mediapolis Spa	**700**	700
	1,355	1,355
Deferred liabilities:		
Statutory severance liability (see note below)	**-**	25
	1,355	1,380

The statutory severance liability related to staff employed in restaurants operated by SoSushi. The relevant restaurants and the companies operating them were closed down during the year, and there was no residual liability as at 31 December 2014.

26. Financial instruments

The Group's financial instruments comprise cash, available for sale investments, trade receivables, trade payables that arise from its operations and borrowings. The main purpose of these financial instruments is to provide finance for the Group's future investments and day to day operational needs. The Group does not enter into any derivative transactions such as interest rate swaps or forward foreign exchange contracts, as the Group's exposure to movements in foreign exchange rates is not considered significant (see Foreign currency risk management) . The main risks faced by the Group are limited to interest rate risk on surplus cash deposits and liquidity risk associated with raising sufficient funding to meet the operational needs of the business. The Board reviews and agrees policies for managing these risks and they are summarised below.

FINANCIAL ASSETS BY CATEGORY

The IAS 39 categories of financial assets included in the balance sheet and the headings in which they are included are as follows:

	2014 €'000	2013 €'000
Financial assets:		
Available for sale investments	**6,560**	7,556
Investments held for trading	**450**	-
Loans and receivables	**148**	2,106
Cash and cash equivalents	**1,373**	1,477
	8,531	11,139

FINANCIAL LIABILITIES BY CATEGORY

The IAS 39 categories of financial liability included in the balance sheet and the headings in which they are included are as follows:

	2014	2013
	€'000	€'000
Financial liabilities at amortised cost:		
Trade and other payables	**2,424**	3,677
Borrowings	**20,276**	18,402
	22,700	22,079

Financial instruments measured at fair value:

	Level 1	**Level 2**	**Level 3**
	€'000	**€'000**	**€'000**
As at 31 December 2014			
Available for sale investments	**-**	**-**	**7,010**
As at 31 December 2013		-	-
Available for sale investments	-	-	7,556

The Company has adopted fair value measurements using the IFRS 7 fair value hierarchy.

Categorisation within the hierarchy has been determined on the basis of the lowest level of input that is significant to the fair value measurement of the relevant asset as follows:

Level 1 - valued using quoted prices in active markets for identical assets

Level 2 - valued by reference to valuation techniques using observable inputs other than quoted prices included in Level 1.

Level 3 - valued by reference to valuation techniques using inputs that are not based on observable markets criteria.

Level 3 investments include both investments in associates, per Note 20, as well as investments in Ascend Capital plc and Geosim Systems Ltd.

Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as going concerns while maximising the return to stakeholders through optimisation of the debt and equity balance. The capital structure of the Group consists of debt attributable to convertible bond holders, borrowings, cash and cash equivalents, and equity attributable to equity holders of the Group, comprising issued capital, reserves and retained earnings, all as disclosed in the Statement of Financial Position.

Significant accounting policies

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument disclosed in Note 2 to the financial statements.

Financial risk management objectives

The company is exposed to a variety of financial risks which result from both its operating and investing activities. The Group's risk management is coordinated by the board of directors, and focuses on actively securing the Company's short and medium term cash flows by raising liquid capital to meet current liability obligations.

Market price risk

The Company's exposure to market price risk mainly arises from movements in the fair value of its land and buildings as well as investments. The values of the Land & Buildings are the key drivers in the Net asset value of the Group, and so the political stability and macro economic factors of Italy all have a large effect on the market price risk. Therefore other than ensuring acquisitions are carefully profiled and selected and the Directors ensuring are in close contact with local government and property industry analysts the exposure is open to both positive and negative swings. The Group manages its property price risk actively reviewing market trends in the determined geographic locations. The Group manages the investment price risk within its long-term investment strategy to manage a diversified exposure to the market. The Group's price risk is sensitive to fluctuations to property market. If the investments were to experience a rise or fall of 15% in their fair value, this would result in the Group's net asset value and statement of comprehensive income increasing or decreasing by €5,604,000 (2013: €5,604,000).

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which monitors the Group's short, medium and long-term funding and liquidity management requirements on an appropriate basis. The Group has very little cash balance at the balance sheet date (refer to Note 2 - Basis of preparation of financial statements and going concern). The Group continues to secure future funding and cash resources from disposals as and when required in order to meet its cash requirements. This is an on-going process and the directors are confident with their cash flow models.

The following are the undiscounted contractual maturities of financial liabilities:

	Carrying Amount €'000	**Less than 1 year €'000**	**Between 1 and 5 years €'000**	**Total €'000**
As at 31 December 2014				
Trade and other payables	**2,424**	**2,424**	-	**2,424**

Borrowings	**20,276**	**20,276**	-	**20,276**
	22,700	**22,700**	**-**	**22,700**
As at 31 December 2013			-	
Trade and other payables	3,677	3,677	-	3,677
Borrowings	18,402	13,443	4,959	18,402
	22,079	17,120	4,959	22,079

Management believes that based on the information provided in Notes 2 and 3 - in the '*Basis of preparation*' and '*Going concern*', that future cash flows from operations will be adequate to support these financial liabilities.

Interest rate risk

The Group and Company manage the interest rate risk associated with the Group cash assets by ensuring that interest rates are as favourable as possible, whilst managing the access the Group requires to the funds for working capital purposes.

Interest rates are based on respective EURIBOR and other bank prime interest rates.

The Group's cash and cash equivalents are subject to interest rate exposure due to changes in interest rates. Short-term receivables and payables are not exposed to interest rate risk.

Foreign currency risk management

The Group undertakes certain transactions denominated in currencies other than Euro, hence exposures to exchange rate fluctuations arise. Amounts due to fulfil contractual obligations of £69,000 (€88,000) are denominated in sterling. An adverse movement in the exchange rate will impact the ultimate amount payable, a 10% increase or decrease in the rate would result in a profit or loss of €9,000. The Group's functional and presentational currency is the Euro as it is the currency of its main trading environment, and most of the Group's assets and liabilities are denominated in Euro. The parent company is located in the sterling area.

Credit risk management

The Group's financial instruments, which are subject to credit risk, are considered to be trade and other receivables. There is a risk that the amount to be received becomes impaired. The Group's maximum exposure to credit risk is €148,000 (2013: €2,106,000) comprising receivables during the period.

27. Share capital and share premium

ISSUED AND FULLY PAID:	Number of ordinary shares	Ordinary share capital €'000	Share premium €'000	Total €'000
At 1 January and 31 December 2014	199,409,377	6,074	42,856	**48,930**

There were no share issues during the year.

28. Other reserves

The Group considers its capital to comprise ordinary share capital, share premium, retained losses and its convertible bonds. In managing its capital, the Group's primary objective is to maintain a sufficient funding base to enable the Group to meet its working capital and strategic investment needs. In making decisions to adjust its capital structure to achieve these aims, through new share issues, the Group considers not only their short-term position but also their long-term operational and strategic objectives.

Group	**Merger reserve €'000**	**Revaluation reserve €'000**	**Exchange translation reserve €'000**	**Loan note equity reserve €'000**	**Total other Reserves €'000**
At 1 January 2013	8,325	2,084	(4)	293	**10,698**
Exchange translation difference	-	-	(2)	-	**(2)**
Issue of convertible loan notes	-	-	-	173	**173**
At 31 December 2013	8,325	2,084	(6)	466	**10,869**
Acquisition of non-controlling interest	-	447	6	-	**453**
Issue of convertible loan notes	-	-	-	68	**68**
At 31 December 2014	**8,325**	**2,531**	**-**	**534**	**11,390**

29. Cash used in operations

	Group 2014 €'000	Group 2013 €'000	**Company 2014 €'000**	Company 2013 €'000
Loss before tax	**(3,074)**	(14,677)	**(734)**	(12,344)
Amounts written off investments	**996**	687	**-**	11,000
Impairment of goodwill	**-**	1,303	**-**	-
Movement in fair value of investments held for trading				

	(417)	-	**(417)**	-
Impairment of property plant and equipment		2,254		-
Discount on settlement of bonds	**(439)**	-	**(439)**	-
Loss on disposal of investment	**-**	7,358	**-**	-
Depreciation and amortisation	**4**	78	**-**	-
Finance income	**(1)**	-	**-**	-
Finance charges	**1,085**	468	**506**	311
Increase in provisions	**-**	1,098	**-**	-
Decrease/(Increase) in inventories	**-**	38	**-**	-
Decrease/(increase) in receivables	**605**	6,530	**-**	663
(Decrease)/increase in payables	**854**	(7,840)	**611**	(1,791)
Cash (used in)/generated by operations	**(387)**	(2,703)	**(473)**	(2,161)

30. Disposal of subsidiary

As referred to in Note 13, on 3 December 2013 the Group disposed of its majority interest in ORH Spa.

The net assets of ORH Spa at the date of disposal were as follows:

	2013
	€'000
Other intangible assets	4,311
Tangible fixed assets	354
Inventories	93
Other receivables	8,455
Trade payables	(2,536)
Borrowings	(6,098)
Convertible loan notes	(2,351)
Deferred liabilities and provisions	(217)
Attributable goodwill	5,231
Net assets	7,242
Less: non-controlling interests	(1,672)
Net assets attributable to owners of the parent company	**5,570**
Loss on disposal	**(5,345)**

Total consideration	**225**

The loss on disposal is included in the loss for 2013 from discontinued operations (see Note 13). In 2014 the Company received total proceeds from the sale of €292,000 resulting in a profit from discontinued operations of €67,000 being reflected in the income statement for 2014.

31. Non-controlling interests

The following is a summary of the Group's non-controlling interests.

	Mediapolis Spa €'000	**You Can Group Srl** €'000	**ORH S.p.A** €'000	**Total** €'000
At 1 January 2013	8,329	109	1,673	10,111
Acquisition of non-controlling interests	-	(109)	-	(109)
Disposal of subsidiary	-	-	(1,673)	(1,673)
Total comprehensive income attributable to non-controlling interests	(1,110)	-	-	(1,110)
At 31 December 2013	**7,219**	**-**	**-**	**7,219**
Acquisition of non-controlling interests	(3,496)	-	-	(3,496)
Total comprehensive income attributable to non-controlling interests	(238)	-	-	(238)
At 31 December 2014	**3,485**			**3,485**

Summarised financial information in respect of the Group's current subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amounts before intragroup eliminations.

	Mediapolis Spa	
	2014 €'000	2013 €'000
Current assets	**1,724**	2,742
Non-current assets	**38,696**	38,735
Total assets	**40,420**	41,477
Current liabilities	**16,767**	13,993
Non-current liabilities	**1,355**	3,855

Total assets less total liabilities	**18,122**	23,629
Equity attributable to owners of the parent	**18,813**	16,410
Non-controlling interests	**3,485**	7,219
Total equity	**22,298**	23,629
Total comprehensive income attributable to the owners of the parent	**(1,285)**	(2,525)
Total comprehensive income attributable to the non-controlling interests	**(238)**	(1,110)
Total comprehensive income for the year	**(1,523)**	(3,635)

32. Operating lease commitments

There were no operating lease commitments at 31 December 2013 and 31 December 2014.

33. Ultimate controlling party

The Group considers that there is no ultimate controlling party.

34. Related party transactions

Transactions between the company and its subsidiaries, which are related parties have been eliminated on consolidation and are not disclosed in this note. Transactions between the company and its subsidiaries are disclosed in the company's separate financial statements.

During the year, NKJ Associates Ltd, a company in which N Jagatia is a Director, charged consultancy fees of €32,000. The amount owed to NKJ Associates Ltd at year end is €30,000.

The shareholder loan as disclosed in Note 24 'Borrowings' is a loan provided by Olivetti Multiservices S.p.A., who also holds 5.1% of the ordinary shares of Mediapolis S.p.A. In addition Eufingest which has a 26.9% shareholding also has an outstanding loan for €200,000.

Remuneration of key management personnel

The remuneration of the directors, who are the key personnel of the group, is included in the Directors Report. Under "IAS 24: Related party disclosures", all their remuneration is in relation to short-term employee benefits.

35. Events after the reporting date

The following events have taken place after the end of the reporting period:

On 28 January 2015, the Group announced that Mediapolis S.p.A. formally lodged claim for damages for up to EUR 39'650'000 against Regione Piemonte as a result of unacceptable delays in obtaining specific building permits from 1999 to present. The Company advises that, for prudent accounting procedures, no value was attributed to the claim for damages against Regione Piemonte in Mediapolis' annual report and financial statements.

On 23 February 2015, the Company has agreed a sale price of Alnitak Sarl the vehicle which controls the entire share capital of the Hospitality & Leisure Fund for EUR 500'000. As a result of the fund being regulated and needing change of control approval, and on completion of the sale, realising a profit on disposal of EUR 470'000 for the group.

On 2 March 2015, the Company signed an agreement to raise £250,000 by way of a secured, short term debt ("the Loan"). The funds raised were secured against the shares of Alnitak Sarl ("Alnitak"), the vehicle which controls the entire share capital of the Hospitality & Leisure Fund ("H&L Fund"). loan is not convertible into new ordinary shares and is repayable by the earlier of 1 September 2015 or on receipt of the funds from the sale of Alnitak.

On 11 March 2015, The Company reorganised its share capital by subdividing each issued Existing Ordinary Share into one ordinary share of 0.25p and one deferred share of 2.25p ("New Ordinary Shares"). This reorganisation maintained the number of Existing Ordinary Shares and created an equal number of deferred shares with limited rights which are set out below. The share price of the Company was unchanged following the Capital Reorganisation. The New Ordinary Shares will have the same rights as to voting, dividends and return on capital as the Existing Ordinary Shares. The interests of the Shareholders (both in terms of their economic interest and voting rights) was not be diluted by the implementation of the Capital Reorganisation. As a result, the Company did not issue replacement share certificates and, references in any share certificate to a nominal value of 2.5p will be deemed to be a nominal value of 0.25p. The ISIN and SEDOL numbers for the New Ordinary Shares remained the same as for the Existing Ordinary Shares being GB00B50P5B53 and B50P5B5 respectively.

The deferred shares carry minimal rights thereby rendering them effectively valueless. The rights attaching to the deferred shares can be summarised as follows:

i. the holders thereof do not have any right to participate in the profits or income or reserves of the Company;

ii. on a return of capital on a winding up the holders thereof will only be entitled to an amount equal to the nominal value of the deferred shares but only after the holders of Ordinary Shares have received £10,000,000 in respect of each Ordinary Share;

iii. the holders thereof have no right to receive notice of or attend or vote at any general meeting of the Company; and

iv. the Company may acquire the deferred shares for a nominal consideration at any time.

On 30 April 2015, the company announced that it had raised a total of £110,000 (gross of expenses) through a placing of 11,000,000 ordinary shares of 0.25 pence at a price of 1 pence per share.