



TLA WORLDWIDE PLC

INTERIM RESULTS

**SIX MONTHS ENDED
30 JUNE 2016**

27 SEPTEMBER 2016

27 September 2016

TLA Worldwide plc
("TLA" or "the Group")

Unaudited interim results for the six months ended 30 June 2016

TLA Worldwide plc (AIM: TLA), a leading athlete representation and sports marketing business, is pleased to announce its interim results for the six months ended 30 June 2016.

Financial Highlights

- **Headline figures**
 - Revenue growth of 3% to \$21.8 million (2015: \$21.2 million)
 - Operating income⁴ growth of 8% to \$16.9 million (2015: \$15.6 million)
 - Headline EBITDA¹ of \$3.6 million (2015: \$4.9 million)
 - Headline Profit before tax² of \$2.9 million (2015: \$4.3 million)
 - Headline Diluted EPS³ of 1.32cents (2015: 2.33 cents)
- **Statutory figures**
 - Operating loss of \$2.6 million (2015 loss: \$0.6 million)
 - Loss before tax of \$4.0 million (2015 loss: \$1.4 million)
 - Loss per share of \$3.2 cents (2015 loss: \$1.5 cents)
- Proposed interim dividend of 0.23 pence per share (2015: 0.2 pence) an increase of 15%
- Net debt as at 30 June 2016 was \$25.8 million (2015: \$22.4 million), due primarily to impact of working capital for the strong pipeline of events in H2 2016
- Outlook positive for H2 and beyond, underpinned by strong events pipeline and long term baseball contracts

Operational Highlights

Sports Marketing

- Sports Marketing revenue grew 8% to \$15.1 million (2015: \$14.0 million)

Events success

- In March, delivered the first Aviva Premiership rugby union game in the USA
- In June, delivered the 2016 Ice Hockey Classic with Wayne Gretzky across 5 cities in Australia
- Strong events portfolio in H2 2016 including:
 - Tottenham Hotspur, Atlético Madrid and Juventus in the 2016 International Champions Cup tournament in July
 - The Australian national basketball team – the Boomers – farewell matches versus the Pac 12 All Stars in final preparation for the Rio Olympics in July
 - Opening match of 2016 NCAA American College Football Championships in Sydney, with the University of California Berkley versus the University of Hawaii in August
 - The New Zealand All Blacks v Irish National rugby team at Chicago's iconic Soldier Field in November

Athlete success

- 2016 Rio Olympics and Paralympics success with clients winning a total of 14 medals including:
 - Adam Peaty broke the world record and won Olympic gold in the 100 metres breaststroke and silver in the 4×100 metres medley relay
 - Mack Horton won Olympic gold in the 400 metres men's freestyle

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- Kyle Chalmers won Olympic gold in the 100 metres men's freestyle
 - Emma Mckean, Cate Campbell and Bronte Campbell all won Olympic gold as part of the Australian women's 400x100 metres freestyle relay team
 - Becky James won two Olympic silver medals in the Keirin and Sprint
 - Richard Whitehead MBE won gold in the 200 metres and silver in the 100 metres at the 2016 Paralympics in Rio
 - Bryson DeChambeau turned professional after finishing as the high ranking amateur in the US Masters and Jim Furyk, who recently scored 58, the lowest score in the history of the PGA TOUR, finished 2nd in the US Open.

Baseball Representation

- Baseball Representation revenue was \$6.6 million (2015: \$7.2 million)
- Total baseball player client list is now 274 (2015: 260) an increase of 5%
- Major League Baseball ("MLB") clients increased 19% to 93 (2015: 78)
 - Signed 15 new MLB clients including All Stars Mookie Betts and, recently, Madison Bumgarner
 - 12 Minor League Baseball ("MiLB") clients moved up to MLB teams during the season (2015: 12)
- Alex Bregman was the 2016 MiLB Player of the Year, and the second pick in the 2015 MLB Draft
- Four clients selected for 2016 MLB All Star game (2015: 1)
- Advised 9 players in the 2016 MLB Draft, (2015: 7) including two first round picks, up 29%
- 20 clients are eligible for arbitration for the 2017 season (2016:11), an 82% increase, providing an opportunity for revenue growth looking forward
- Negotiated signing bonuses in H1 2016 which have been signed in July 2016 and will be recognised in H2 2016

Atlantic Alliance Partnership Corp ("AAPC")

The AAPC transaction has now ended. Despite the best efforts of both AAPC and TLA, it became apparent to the board that various aspects of the offer had materially changed since originally being announced, and as a consequence the board withdrew its recommendation and AAPC subsequently announced that the offer period had ended. The transaction was extremely time consuming for the executive management team over a period of five months. The business incurred over \$1m in deal costs, treated as exceptional.

1 Headline EBITDA is defined as statutory operating profit adjusted to add back depreciation, amortisation of acquired intangible assets and any acquisition related charges, share-based payment charges and exceptional items.

2 Headline EBITDA after bank interest and depreciation.

3 Headline earnings per share is defined as headline profit for the year divided by the weighted average number of ordinary shares in issue during the year. Headline profit for the year is defined as profit for the year adjusted to add back amortisation of acquired intangible assets and any other acquisition related charges, share based payment charges, fair value movement on financial derivatives, unwinding of discount on deferred consideration and exceptional items.

4 Operating income is equal to gross profit in the income statement.

Bart Campbell, Executive Chairman of TLA, commented:

"We are pleased with the results as the good momentum of the previous year continued into the first half of 2016. The period was extremely successful for the quality of MLB clients added to our roster which stands TLA in a great position for the future, as these players move through their careers with TLA. Baseball continues to enjoy excellent forward visibility and we have a record number of clients

becoming eligible for arbitration over the fourth quarter of this year and heading into the first quarter of 2017.

“We have continued to increase the number of clients we serve across the business and it has been great to watch our athletes perform well at the Olympics, Paralympics and other major championships. Also, the rebranding of ESP’s business to TLA Australia has had a positive impact with a now consistent branding presence for the Group globally.

“Looking ahead, the momentum achieved in the first half has continued into the second half and we expect revenue growth in both the Sports Marketing and Baseball Representation segments. With a maturing MLB client roster and record numbers moving into arbitration eligibility as well as organisation of four events in the second half of the year, the Board looks ahead with confidence for the future and declares a second interim dividend of 0.23 pence per share – an increase of 15% on prior year.”

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About TLA

TLA is a leading athlete representation, sports marketing and event management group quoted on London’s AIM. The Group derives revenues from long term agency relationships with many prominent US and international sports stars, broadcasters and media personalities associated with major sports including the MLB, NFL, NBA, PGA TOUR, AFL, Olympians and cricketers. In addition, it also provides a range of services in respect of media consultancy, sports sponsorship and event creation and ownership, including the International Champions Cup tournament in Australia. With over 170 full-time personnel, TLA serves its clients from 10 locations worldwide including its offices in London, UK; New York, Newport Beach, Houston, Charleston, San Francisco, USA; Melbourne, Perth, Adelaide and Sydney, Australia. For more information, please visit www.tlaworldwide.com.

Summary of results

Headline results

For the six-month period to 30 June	2016	2015	Change
	\$000's	\$000's	
Revenue	21,775	21,207	3%
Operating income	16,855	15,642	8%
Headline EBITDA	3,588	4,867	-26%
<i>Headline EBITDA margin¹</i>	<i>21.3%</i>	<i>31.1%</i>	-9.8%
Headline profit before tax²	2,882	4,268	-32%
Headline earnings per share (cents)	1.32	2.33	-43%

Statutory results

For the six-month period to 30 June	2016	2015	Change
Revenue	21,775	21,207	3%
Operating (loss) from operations	(2,555)	(594)	-330%
(Loss) before tax	(3,961)	(1,406)	-182%
Diluted (loss) per share (cents)	(3.21)	(1.50)	-114%

Group operating income increased by 8% to \$16.9 million driven by the growth in Sports Marketing. Baseball Player Representation revenue was 8% below 2015. Group Headline EBITDA decreased by 26% to \$3.6 million, due to the timing of operating costs which is expected to unwind in H2 2016, as well as the increased investment in the Baseball business. This investment will benefit the business in the future with organic growth as additional players that have been recruited begin to generate fees. On a like for like basis Baseball benefited from signing bonuses in H1 2015 which was not repeated in H1 2016. During H1 2016 Baseball was actively negotiating signing bonuses of which one was signed in July 2016 and will be reflected in H2 2016. Signing bonuses typically occur in H2 of each year, after the baseball season has ended.

The Group Headline EBITDA margin decreased by 9.8 percentage points to 21.3%, in part due to the lower margin business of TLA Australia where there was a full six months' impact compared to 2015, together with the ongoing investment in Baseball Representation. This investment, along with the upcoming four events in H2, positions the business well.

In H2 2015 TLA delivered two major events. In H2 2016 TLA will deliver four events, three of which have been successfully delivered since the half year, with the final event to be held in November.

The statutory operating loss is after charges relating to amortisation (\$2.6 million) (2015: \$2.2 million); AAPC aborted deal costs (\$1.1 million); and a charge in respect of share based payments (\$2.3 million) (2015: \$2.5 million). The share based payment relates to the Group's Long Term Incentive Plan ("LTIP"), for the founders of the Group.

1 Headline EBITDA divided by operating income

2 Headline EBITDA after bank interest and depreciation

Sports Marketing

For the six-month period to 30 June	2016	2015	%
	\$000	\$000	Change
Revenue	15,120	13,970	8%
Operating income	10,450	8,405	24%
Headline EBITDA	3,764	3,026	25%
<i>Headlined EBITDA Margin</i>	36%	36%	-
Operating profit	2,278	2,395	-10%

Sports Marketing operating income showed good growth at 24% and Headline EBITDA increased by 25%.

The TLA events calendar for the full year 2016 is to produce six events in total in comparison to three for the previous year. Four of these major events will occur in H2 2016. These are the delivery of the International Champions Cup, in Melbourne, Australia (the "ICC"), the opening game of the NCAA college football season in Sydney, Australia, the Australian national basketball team, the Boomers, against the Pac 12 All Stars in Melbourne and the New Zealand national rugby team, the All Blacks, against the Irish National team in Chicago.

The soccer, basketball and college football events were all successfully delivered in July and August, although attendance at the ICC tournament was not as high as last year due to the timing of the European Football Championships, Copa America and the Olympics, and the resultant availability of first team squads who toured Australia in July this year.

It was the second ICC event TLA delivered in Australia following the overwhelming success of the tournament's debut in July 2015. The event in 2016 was broadcast to over 200 countries globally as Tottenham Hotspur, Atlético Madrid and Juventus competed at the Melbourne Cricket Ground.

TLA also brought the 2016 College American Football season opener to Sydney, Australia, the first time in over thirty years that college football has been played in Australia as a regular-season game. The event was held at ANZ Stadium, where over 60,000 spectators watched the University of California Berkeley play the University of Hawaii.

The third event was a two game farewell series in preparation for the Rio Olympics with the Australian national basketball team playing a team of US college all-stars from the Pac-12 Conference at the Hisense Arena, in Melbourne.

The final event, the rugby match in Chicago in November is approaching a sell out and promises to be a historic day for rugby in the USA.

TLA's success in delivering its events enables it to deepen its relationships with governing bodies, sponsors and teams; opening up more opportunities for a long-term, recurring portfolio of events.

Baseball Player Representation

For the six-month period to 30 June	2016	2015	%
	\$000	\$000	Change
Revenue	6,655	7,237	-8%
Operating income	6,405	7,237	-12%
Adjusted EBITDA	1,550	3,634	-57%
<i>Adjusted EBITDA margin</i>	24.2%	50.2%	-26%
Operating profit	117	1,975	-94%

Baseball Player Representation operating income was 12% below H1 2015 as the business did not have any signing bonuses in H1 2016, which it was a beneficiary of in H1 2015. Free agent signings tend to happen in H2 each year, after the end of the baseball season. Thus, H1 2015 had the benefit of a timing difference that has not been repeated in H1 2016. Headline EBITDA reduced by 57%, in large part due to the timing difference but also as TLA has invested in the business for future growth. Such investment positions the business well and through the hiring of senior agents TLA added 14 MLB and MiLB players who the Group are yet to generate fees from.

In sum, TLA signed 15 new MLB clients in H1, including All Stars Mookie Betts and, more recently, Madison Bumgarner, and now has 93 MLB baseball clients (2015: 78); clients on the 40-man roster of a baseball team will vary during the playing season as players are promoted or relegated to the MiLB. For example, as of 24 September 2016, TLA had 101 players on 40 man rosters. As a sign of the growing strength of TLA's client roster, four of the Group's clients were selected for the 2016 MLB All Star game (2015: 1), and Alex Bregman, the second pick in the 2015 MLB Draft, was the 2016 MiLB Player of the Year.

The baseball client portfolio continues to mature nicely both as to quality and service time. The 19% increase in MLB clients since the year end reflects TLA's focus of having a portfolio of quality players, adding key agents to the Group organically and guiding more clients onto MLB rosters. The Group's roster of potential future stars continued to grow as 12 MiLB clients were called up to Major League teams during the current season.

This year TLA will have 20 clients eligible for arbitration in the off-season (October – February), an increase of 82% over last year. This is a significant milestone for a player which triggers their eligibility for market-related salaries enabling TLA to negotiate these contracts and secure long term fees which enables TLA to look forward with confidence in its baseball division.

Cash flow and net debt

The Group's working capital requirements increased in the period, as it continues to grow and fund its events activities. The larger events are delivered in H2 and will release working capital once delivered. As a result, and when taking into account the aborted deal costs of the AAPC offer, net debt increased to \$25.8 million as at 30 June 2016 (2015: \$22.4 million).

Strategy

Baseball Player Representation

Baseball Player Representation will continue to grow as the Group monetises its pipeline of young talent by migrating these players into MLB contracts. As part of this strategy, the business has focussed on the quality of the portfolio of players that it represents. The baseball roster is maturing nicely with 20 clients being arbitration eligible at the end of the season, up from 11 last year. In addition, the Group has made selective hires which has enhanced its position in the market and will continue to help accelerate its MLB client acquisition.

Sports Marketing

Sports Marketing will continue to invest in the existing business through the resourcing of talent and acquisition to expand TLA's service offering and geographic presence. The addition of TLA Australia is an example of this strategy where the Group has significantly expanded its geographic reach and services. The Group will also continue to build its events pipeline and portfolio organically. 2016 has six events in the roster, up from three in 2015. Four of these events fall in H2 2016.

Dividend

The Directors have declared an interim dividend for the six months ended 30 June 2016 of 0.23 pence per share, with an ex-dividend date of 27 October, for shareholders on the register on 28 October and a payment date of 18 November 2016.

Outlook

Looking ahead, the momentum achieved in the first half has continued into the second half and management expects revenue growth in both the Sports Marketing and Baseball Representation segments. With a maturing MLB client roster and record numbers moving into arbitration eligibility, as well as organisation of four events in the second half of the year, the Board looks ahead with confidence for the future and declares a second interim dividend of 0.23 pence per share – an increase of 15% on prior year.

Condensed Consolidated Income statement (unaudited)

For the six month period to 30 June 2016

		6 months period to 30 June 2016	6 month period to 30 June 2015
		\$000's	\$000's
Revenue		21,775	21,207
Cost of sales		(4,920)	(5,565)
Gross profit		16,855	15,642
Administrative expenses		(19,410)	(16,236)
Operating loss from operations		(2,555)	(594)
Headline EBITDA			
		3,588	4,867
Amortisation of intangibles		(2,612)	(2,249)
Depreciation		(92)	(65)
Share based payments		(2,255)	(2,487)
Exceptional and acquisition related costs		(1,184)	(660)
Operating loss from operations		(2,555)	(594)
Finance costs	4	(1,406)	(812)
Loss before tax		(3,961)	(1,406)
Taxation	5	(598)	(419)
Loss for the period from continuing operations attributable to the equity holders in the company		(4,559)	(1,825)
Loss for the period from continuing operations attributable to the owners of the company		(4,590)	(1,931)
Non-controlling interest		31	106
		(4,559)	(1,825)
Loss per share from continuing operations (note 2)			
Basic (cents)		(3.21)	(1.50)
Diluted (cents)		(3.21)	(1.50)

Condensed Consolidated Comprehensive Income (unaudited)

For the six-month period to 30 June 2016

	6 months period to 30 June 2016 \$000's	6 months period to 30 June 2015 \$000's
Loss for the period	(4,559)	(1,825)
Exchange differences on translation of overseas operations	2,993	599
Total comprehensive expense for the period attributable to the equity holders in the Company	(1,566)	(1,226)
Total comprehensive expense attributable to:		
Owners of the company	(1,597)	(1,332)
Non-controlling interests	31	106
	(1,566)	(1,226)

Condensed Consolidated Group Balance Sheet (unaudited)

	Note	As at 30 June 2016 \$000's Unaudited	As at 30 June 2015 \$000's Unaudited	As at 31 December 2015 \$000's Audited
Non-current assets				
Intangible assets – goodwill	6	42,368	41,960	42,156
Other intangible assets		6,742	12,303	9,022
Property, plant and equipment		403	417	375
Deferred tax asset		4,102	3,666	4,450
		<u>53,614</u>	<u>58,346</u>	<u>56,003</u>
Current assets				
Inventory		-	-	117
Trade and other receivables		29,772	24,021	21,002
Cash and cash equivalents		5,282	4,985	6,312
		<u>35,053</u>	<u>29,006</u>	<u>27,431</u>
Total assets		<u>88,668</u>	<u>87,352</u>	<u>83,434</u>
Current liabilities				
Trade and other payables		(9,687)	(7,347)	(12,783)
Borrowings	7	(2,500)	(8,746)	(2,500)
Deferred consideration	8	(2,281)	(2,499)	(1,600)
		<u>(14,468)</u>	<u>(18,592)</u>	<u>(16,883)</u>
Net current assets		<u>20,585</u>	<u>10,414</u>	<u>10,548</u>
Non-current liabilities				
Borrowings	7	(28,564)	(18,641)	(20,251)
Deferred consideration	8	(7,515)	(11,107)	(9,105)
Derivative financial instruments				
Financial liability		(251)	(882)	(14)
		<u>(36,330)</u>	<u>(30,630)</u>	<u>(29,370)</u>
Total liabilities		<u>(50,798)</u>	<u>(49,222)</u>	<u>(46,253)</u>
Net assets		<u>37,870</u>	<u>38,130</u>	<u>37,181</u>
Equity				
Share capital		4,461	4,252	4,461
Share premium		46,079	41,749	46,079
Shares to be issued		-	1,311	-
Foreign currency reserve		1,191	673	(1,802)
Share based payments reserve		2,979	357	724
Employee share reserve		(9,633)	(6,586)	(9,633)
Retained loss		(7,372)	(3,505)	(2,782)
Equity attributable to owners of the company		<u>37,705</u>	<u>38,251</u>	<u>37,047</u>
Non-controlling interest		165	(121)	134
Total equity		<u>37,870</u>	<u>38,130</u>	<u>37,181</u>

Condensed Statement of Cash Flows (unaudited)

For the six-month period to 30 June 2016

	Note	6 months period to 30 June 2016 \$000's unaudited	6 months period to 30 June 2015 \$000's Unaudited
Net cash outflow from operating activities	9	(6,926)	(5,800)
Investing activities			
Purchases of property, plant and equipment		-	(45)
Acquisition of subsidiaries (net of cash)	10	-	(6,768)
Net cash used in investing activities		-	(6,813)
Financing activities			
Interest paid		(614)	(534)
Repayment of borrowing		(1,334)	-
New bank loans raised	7	9,850	14,867
Dividend paid		(406)	-
Payment of deferred consideration		(1,600)	(2,591)
Net cash inflow / (outflow) from financing activities		5,896	11,742
Net increase in cash and cash equivalents		(1,030)	(871)
Cash and cash equivalents at beginning of period		6,312	5,857
Foreign currency translation effect			(1)
Cash and cash equivalents at end of period		5,282	4,985

Condensed Consolidated Statement of Changes in Equity

For the six-month period to 30 June 2016

	Share Capital	Share Premium	Shares to be issued	Foreign Currency Reserve	Share based payment reserve	Non- controlling interest	Employee share reserve	Retained Earnings	Total
	\$000s	\$000's	\$000s	\$000s	\$000s	\$000s	\$000s	\$000s	\$000s
Balance as at 1 January 2015	3,839	33,303	1,311	74	1,422	-	-	(5,126)	34,823
Total comprehensive income for period	-	-	-	599	-	106	-	(1,931)	(1,226)
Equity issued during the period	413	8,446	-	-	-	-	(6,586)	-	2,273
Share based payments	-	-	-	-	2,487	-	-	-	2,487
LTIP share payments	-	-	-	-	(3,552)	-	-	3,552	-
Non-controlling interest arising on acquisition	-	-	-	-	-	(227)	-	-	(227)
Balance as at 30 June 2015	4,252	41,749	1,311	673	357	(121)	(6,586)	(3,505)	38,130
Balance as at 1 January 2016	4,461	46,079	0	(1,802)	724	134	(9,633)	(2,782)	37,181
Total comprehensive income for period	-	-	-	2,993	-	31	-	(4,590)	(1,566)
Equity issued during the period	-	-	-	-	-	-	-	-	-
Credit to equity for share payment	-	-	-	-	2,255	-	-	-	2,255
LTIP share payments	-	-	-	-	-	-	-	-	-
Balance as at 30 June 2016	4,461	46,079	0	1,191	2,979	165	(9,633)	(7,372)	37,870

Notes to the preliminary announcement of results

General information

TLA Worldwide plc (the “Company”) is incorporated and domiciled in the United Kingdom. The Company is listed on the AIM market of the London Stock Exchange. The registered address is 100 Fetter Lane, London EC4A 1BN.

Basis of preparation

The condensed set of financial statements has been prepared using accounting policies consistent with International Financial Reporting Standards (IFRSs) as adopted by the European Union. The same accounting policies, presentation and methods of computation are followed in the condensed set of financial statements as applied in the Group's latest annual audited financial statements. While the financial figures included in this half-yearly report have been computed in accordance with IFRSs applicable to interim periods, this half-yearly report does not contain sufficient information to constitute an interim financial report as that term is defined in IAS 34.

The reporting currency of the Group is US\$, unless stated otherwise.

Going concern

After making due enquiries, and in accordance with the FRC's “Going Concern and Liquidity Risk: Guidance for Directors of UK Companies 2009”, the Directors view is that the Group has adequate resources to continue in operational existence for the foreseeable future, a period of not less than 12 months from the date of this report. Accordingly, they continue to adopt the going concern basis in preparing these condensed consolidated half year financial statements.

1. Segmental Analysis

The Group reports its business activities in two areas: Baseball Player Representation and Sports Marketing. Corporate represents the Group's costs as a public company. The Group derives its revenues in the United States of America, Australia and the United Kingdom.

Baseball Player Representation – primarily looks after the on field activities of baseball players, including all aspects of a player's contract negotiation lists.

Sports Marketing – primarily looks after the on and off-field activities of athletes, except baseball players; in addition, it represents broadcasters and coaches in respect of their contract negotiations; creates and delivers events; and provides consultancy services

In the six-month period ended 30 June 2016, no client generated in excess of 10 percent of total revenue.

1. Segmental Analysis (continued)

Six months to 30 June 2016	Baseball Player Representation \$000's	Sports Marketing \$000's	Corporate \$000's	Total \$000's
Revenue	6,655	15,120	-	21,775
Cost of sales	(250)	(4,670)	-	(4,920)
Gross profit	6,405	10,450	-	16,855
Operating expenses excl. depreciation, amortisation, share based payment charge and exceptional items	(4,855)	(6,686)	(1,726)	(13,267)
Headline EBITDA	1,550	3,764	(1,726)	3,588
Depreciation	(5)	(61)	(26)	(92)
Amortisation of intangibles arising on acquisition	(1,427)	(1,185)	-	(2,612)
Exceptional and acquisition related costs	-	(240)	(944)	(1,184)
Share based payments	-	-	(2,255)	(2,255)
Operating profit/(loss)	117	2,278	(4,951)	(2,555)
Finance costs				(1,406)
(Loss) before tax				(3,961)
Taxation				(598)
(Loss) for the period				(4,559)
Assets	72,504	39,806	(23,642)	88,668
Liabilities	(2,339)	(1,544)	(46,915)	(50,798)
Capital Employed	70,165	38,262	(70,557)	37,870
Six months to 30 June 2015	Baseball Player Representation \$000's	Sports Marketing \$000's	Corporate \$000's	Total \$000's
Revenue	7,237	13,970	-	21,207
Cost of sales	-	(5,565)	-	(5,565)
Gross profit	7,237	8,405	-	15,642
Operating expenses excl. depreciation, amortisation, share based payment charge and exceptional items	(3,603)	(5,379)	(1,793)	(10,775)
Headline EBITDA	3,634	3,026	(1,793)	4,867
Depreciation	(5)	(36)	(24)	(65)
Amortisation of intangibles arising on acquisition	(1,654)	(595)	-	(2,249)
Exceptional and acquisition related costs			(660)	(660)
Share based payments			(2,487)	(2,487)
Operating profit/(loss)	1,975	2,395	(4,964)	(594)
Finance costs				(812)
(Loss) before tax				(1,406)
Taxation				(419)
(Loss) for the period				(1,825)
Assets	46,853	39,166	1,333	87,352
Liabilities	(1,702)	(8,357)	(39,163)	(49,222)
Capital Employed	45,151	30,809	(37,830)	38,130

2. Earnings per share

	6 months period to 30 June 2016 cents per share	6 months period to 30 June 2015 cents per share
Basic loss per share	(3.21)	(1.50)
Diluted loss per share	(3.21)	(1.50)

The calculation of earnings per share per share is based on the following data:

	6 months period to 30 June 2016 \$000's	6 months period to 30 June 2015 \$000's
Profit for the purposes of basic earnings per share being net profit attributable to owners of the Company	(4,590)	(1,931)
		Number of Shares
Weighted Average number of shares in issue:	140,502,240	125,409,241
Deferred consideration shares to be issued	2,457,085	3,226,029
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Weighted average number of shares for the purposes of basic and diluted earnings (loss) per share	142,959,325	128,635,270
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Headline earnings per share:

	6 months period to 30 June 2016 \$000's	6 months period to 30 June 2015 \$000's
Basic headline earnings per share	1.32	2.33
Diluted headline earnings per share	1.32	2.33

Adjusted profit for the period is defined as profit for the period adjusted to add back amortisation of acquired intangible assets and any other acquisition related charges, share based payment charges, fair value movement on financial derivatives and shares to be taken in cash or equity, unwinding of discount of deferred consideration and exceptional items. The adjusted profit attributable to owners of the Company used in calculating the basic and diluted adjusted earnings per share is reconciled overleaf.

2. Earnings per share (cont.)

	6 months period to 30 June 2016 \$000's	6 months period to 30 June 2015 \$000's
(Loss) attributable to shareholders	(4,590)	(1,931)
Adjusted for		
Exceptional costs (note 3)	1,184	660
Amortisation of acquired intangible assets	2,612	2,249
Share based payments	2,255	2,487
Fair value loss on interest rate swap	238	(63)
Unwinding of discount to deferred consideration and amortisation of debt costs	630	278
Tax effect of adjusted items	(445)	(685)
	<hr/>	<hr/>
Headline profit attributable to owners of the company	1,884	2,995
	<hr/> <hr/>	<hr/> <hr/>

3. Exceptional and acquisition related costs

Exceptional items comprise:

	6 months period to 30 June 2016 \$000's	6 months period to 30 June 2015 \$000's
Acquisition costs relating to ESP	-	385
Loyalty bonus arising on acquisition	125	125
Integration costs	3	150
AAPC Transaction cost	1,056	-
	<hr/>	<hr/>
	1,184	660
	<hr/> <hr/>	<hr/> <hr/>

4. Finance charges

Finance charges are analysed as follows:

	6 months period to 30 June 2016 \$000's	6 months period to 30 June 2015 \$000's
Bank interest	614	534
Unwinding of discount on deferred consideration and amortisation of debt costs	792	278
	<hr/>	<hr/>
	1,406	812
	<hr/> <hr/>	<hr/> <hr/>

5. Taxation Expenses

	6 months period to 30 June 2016 \$000's	6 months period to 30 June 2015 \$000's
UK Taxes		
Current year	-	-
USA Taxes		
Current year		407
Australian Taxes	270	
Current year		316
	328	
Deferred tax		(304)
	<u>598</u>	<u>419</u>

Taxation for other jurisdictions is calculated at the rates prevailing in the respective jurisdictions.

6. Goodwill

	As at 30 June 2016 \$000's	As at 30 June 2015 \$000's
Cost		
At 1 January	42,156	29,022
Acquisition of ESP	-	12,938
Foreign exchange movement	212	-
At 30 June	<u>42,368</u>	<u>41,960</u>

7. Borrowings

	As at 30 June 2016 \$000's	As at 30 June 2015 \$000's
Secured borrowing		
Bank loans	31,294	27,750
Debt costs being amortised over the life of the facility	(230)	(363)
	<u>31,064</u>	<u>27,387</u>
Total borrowings		
Amount due for settlement within 12 months	2,500	8,746
Amount due for settlement after 12 months	28,564	18,641
	<u>31,064</u>	<u>27,387</u>

All borrowings are denominated in US dollars. The Group increased its banking facilities on 4 March 2015 to \$35 million comprised of a five-year term loan of \$20 million, which was fully drawn, and a five year Revolving Credit facility of \$15 million. The other principal features of the Group's borrowings are as follows;

- Interest is charged at 3% above US LIBOR
- Repayments are \$625,000 quarterly over the life of the term loan, plus a bullet repayment at maturity
- The facilities are for five years and expire on 4 March 2020
- Interest rate on the term loan hedged at 4.9%

8. Deferred Consideration

The maturity of deferred consideration obligations is set out below:

	As at 30 June 2016 \$000's	As at 30 June 2015 \$000's
Payable in less than one year	2,281	2,769
Payable in one to two years	7,405	4,580
Payable in two to five years	1,181	7,725
	<u>10,867</u>	<u>15,074</u>
Impact of discounting on provisions payable in cash at the borrowing rate of 5.22%	(1,071)	(1,468)
	<u>9,796</u>	<u>13,606</u>
Total deferred consideration payable	9,796	13,606

The Group has the option to settle 30% of the estimated deferred consideration of \$5,021,000 payable in relation to the acquisition of Peter E Greenberg in shares of TLA (NY) Inc. which would then become exchangeable into shares in TLA Worldwide plc. In accordance with the terms of the exchange agreement, these shares can be exchanged for Ordinary Shares in the capital of TLA Worldwide plc at any time at the option of the vendors. In addition, 25% of the ESP deferred consideration of up to AUD 12 million will be settled in the Ordinary Shares of TLA Worldwide plc.

9. Notes to the Statement of Cash Flow

	6 months period to 30 June 2016 \$000's	6 months period to 30 June 2015 \$000's
Operating (loss) profit for the period	(2,555)	(594)
Adjustments for:		
Amortisation of intangible assets	2,612	2,249
Depreciation of tangible assets	92	65
Share based payments	2,255	2,487
Other non-cash movements	144	144
	<u>2,404</u>	<u>4,351</u>
Operating cash flows before movements in working capital	2,404	4,351
(Increase) in trade other receivables	(8,653)	(9,687)
(Increase)/decrease in inventory	65	-
(Increase) / decrease in trade other payables	3,096	1,142
	<u>(3,088)</u>	<u>(4,194)</u>
Cash used by operations	(3,088)	(4,194)
Income taxes paid	(2,027)	(1,606)
Other non-cash movements	(1,811)	-
	<u>(6,926)</u>	<u>(5,800)</u>
Net cash outflow from operating activities	<u>(6,926)</u>	<u>(5,800)</u>