TLA WORLDWIDE PLC

INTERIM RESULTS

SIX MONTHS ENDED
30 JUNE 2015

15 SEPTEMBER 2015

15 September 2015

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

Unaudited interim results for the six months ended 30 June 2015

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 2015.

Financial highlights

- Operating income[1] rose by 56% to $15.6 million (2014: $10.0 million).
- Operating income includes $4.3 million from Elite Sports Properties ("ESP") acquired in March 2015.
- Organic operating income growth of 13%, excluding ESP.
- Loss before tax of $1.4 million after amortisation, share based payment charges and acquisition costs totalling $5.3 million (2014: profit $1.2 million).
- Adjusted EBITDA[2] of $4.9 million (2014: $4.1 million).
- Baseball Player Representation operating income grew by 13% to $7.2 million (2014: $6.4 million).
- Sports Marketing operating income increased to $8.4 million (2014: $3.6 million), an increase of 132%.
- H1 costs increased due to investments in establishing our rights sales operation and in the inaugural International Champions Cup ("ICC") delivered in July 2015.
- Maiden interim dividend for the six months ended 30 June 2015 of 0.2 pence per share.
- Net debt was $22.4 million as at 30 June 2015 (2014: $8.5 million), after funding the acquisition of ESP and the working capital requirements of the ICC.
- Secured a new five year $35 million banking facility.

Operational highlights

- Total client base rose by 76% to 810 (2014: 461).
- Organic client base increased by 18, a 4% growth.
- New client wins included:
  - the number one NFL draft pick, Jameis Winston;
  - the number two Major League baseball draft pick; and
  - a first round NBA draft pick.

Baseball Player Representation

- The Baseball Player Representation business grew its operating income by 13% and Adjusted EBITDA by 11%.
- Major League Baseball ("MLB") client base now 78 (2014: 65), a 20% increase.
- 12 Minor League ("MiLB") clients were called up to Major League teams during the current season.
- 11 clients will be eligible for arbitration for the 2016 season (2014: 7), a significant milestone for a player which triggers their eligibility for market-related salaries.

Sports Marketing

- Acquired ESP in March 2015, providing TLA with an excellent platform in Australia and the UK from which to grow.
- Added over 300 clients including sports stars Sir Chris Hoy and Becky Adlington; and gained the Cricket World Cup 2015 and Rugby World Cup 2015 as clients.
- Delivered the Ice Hockey Classic in Australia, a four game tournament which took place across four cities in Australia. Tickets are now on sale for the 2016 event.
- Post-period end:
  - Delivered the inaugural ICC football event in July 2015, with 225,000 spectators attending three football games at the MCG between Manchester City, Real Madrid and AS Roma; and
  - Concluded a three year extension with the State Government of Victoria to continue to host the Australian leg of the ICC until 2019, following the success of 2015 tournament.

Bart Campbell, Executive Chairman of TLA, commented:

"We are pleased to report another strong set of results as our investment in Baseball Player Representation and Sports Marketing segments continued to generate solid growth in turnover and operating income. The acquisition of ESP in March 2015 has had a positive impact, successfully adding to TLA's established base in Australia, expanding our international reach including the Group's operations in the UK and diversifying our offering into new sports and business lines.

"Looking ahead, the good momentum achieved in the first half has continued into the second half, which will benefit from continued organic growth in both segments, coming from established businesses as well as from the successful delivery of major new events such the ICC soccer tournament in Australia. Current trading is in line with the Board's expectations.

"The health of the business means the Board has declared our maiden interim dividend of 0.2 pence per share."

1 Operating income is revenue less cost of sales and is equivalent to the gross profit as shown in the income statement

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

Enquiries:

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Bart Campbell, Chairman, Michael Principe, Chief Executive Officer and Donald Malter, Chief Financial Officer will be holding a presentation for analysts at 11.00 a.m. on the day at the offices of Luther Pendragon, Priory Court, Pilgrim Street, London, EC4V 6DE.

About TLA Worldwide

TLA Worldwide 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 140 full-time personnel, TLA Worldwide serves its clients from 10 locations worldwide including its offices in London, UK; New York Newport Beach, California, USA; Melbourne, Perth, Adelaide and Sydney, Australia. For more information, please visit www.tlaww-plc.com.

Summary of results

For the six month period to 30 June	**2015** $000's	**2014** $000's	Change
Revenue	21,207	10,019	112%
Operating income	**15,642**	**10,019**	56%
Adjusted EBITDA	**4,867**	**4,060**	20%
Adjusted EBITDA margin[1]	*31.1%*	*40.5%*	-9.4pp
Adjusted profit before tax[2]	**4,268**	**3,875**	10%
Adjusted earnings per share (cents)	**2.33**	**2.33**	-
(Loss) / profit before tax	**(1,406)**	**1,160**	-221%
Operating (loss) / profit from operations	**(594)**	**1,690**	-135%
Diluted (loss) / earnings per share (cents)	**(1.50)**	**0.80**	-288%

TLA has made good progress over the first six months of 2015 as the Group benefited from its continued organic growth coupled with the first time contribution from ESP, acquired in March 2015.

Group operating income increased by 56% to $15.6 million with organic operating income, excluding acquisitions, increasing by 13% as both the underlying Baseball Player Representation and Sports Marketing businesses continued to grow income. Adjusted EBITDA increased by 20% to $4.9 million.

The Group Adjusted EBITDA margin decreased by nine percentage points to 31%. This movement was driven by sports marketing and reflects the ongoing investment in our rights sales business, which TLA established in the second half of 2014, the ICC ahead of the first ever event and the acquisition of ESP which had an EBITDA margin of 28% in the period. We expect the Group Adjusted EBITDA margin for the full year to improve after our events contribute to the second half performance of the Group.

The operating loss is after charges relating to amortisation ($2.2 million) (2014: $2.2 million); acquisition and integration costs ($0.7 million) (2014: nil); and a charge in respect of share based payments ($2.5 million) (2014: nil). The share based payment relates to the Group's Long Term Incentive Plan ("LTIP"), the costs of which are amortised over the life of the LTIP or on the vesting of the LTIP if earlier and is a non cash item.

[1] Adjusted EBITDA divided by operating income

[2] Adjusted EBITDA after bank interest and depreciation

Baseball Player Representation

For the six month period to 30 June	2015 $000	2014 $000	% Change
Operating income	7,237	6,403	+13
Adjusted EBITDA	**3,634**	**3,284**	**+11**
Adjusted EBITDA margin	*50.2%*	*51.3%*	*-1.1pp*
Operating profit	1,975	1,545	+28

The Baseball Player Representation business has continued to grow operating income and Adjusted EBITDA, by 13% and 11% respectively as it continues to secure long term contracts for its baseball clients. TLA now has 262 baseball clients (2014: 260). This small increase in number reflects our focus of having a portfolio of quality players and guiding more clients on to MLB rosters.

The Group's roster of potential future stars continued to grow as 12 of our MiLB clients were called up to Major League teams during the current season. As a result our MLB client base grew by 20% to 78.

This year TLA will have 11 clients eligible for arbitration in the off-season, an increase of 57% 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.

Sports Marketing

For the six month period to 30 June	2015 $000	2014 $000	% Change
Operating income	8,405	3,616	+132
Adjusted EBITDA	**3,026**	**2,169**	**+40**
Adjusted EBITDA Margin	*35.9%*	*60.0%*	*-24.1pp*
Operating profit	2,395	1,566	+53

Sports Marketing operating income increased significantly following the acquisition of ESP. On an organic basis (excluding ESP) the division continues to perform and the rights sales business, which TLA established in late 2014, is developing as the Group further invests in this area.

Operating income and Adjusted EBITDA increased by 132% and 40% respectively. Operating income, excluding ESP, increased by 13%.

TLA is currently building a strong pipeline of events which will increase our event revenues in 2016 and beyond.

Elite Sports Properties

TLA acquired the business and assets of ESP, an Australian and UK based sports marketing business, for up to US$19.5 million in March. The initial purchase price was $10.6 million. This is part of the Group's strategy to enhance its organic growth prospects with selective acquisitions that complement our current activities. The integration of ESP has started well with the business already involved with the delivery and marketing of our Ice Hockey Classic event, which took place in June, with 38,000 fans attending the tournament and also with the delivery of the ICC tournament, which featured some of the world's top football teams in Melbourne during July. The Group expect to see greater operational and financial benefits as ESP will be able to assist further in developing revenue opportunities in Australia and across the wider Group.

ESP will be fully re-branded as TLA by the end of this year.

Cash flow and net debt

Working capital increased in the period, as the Group funded costs relating to the ICC event ahead of its delivery. In addition, trade receivables increased as the business has grown, reflecting both the normal first half pattern in Baseball Player Representation and the revenue growth in Sports Marketing.

Net debt was $22.4 million as at 30 June 2015 (2014: $8.5 million). The increase in net debt was attributable to deferred consideration payments ($2.6 million), the cash cost of the Group's acquisition of ESP ($7.8 million) and working capital requirements, including funding for the ICC. The funding for the ICC will unwind in the second half after the delivery of the event in July.

As at 15 September 2015 the Group cash position was $10.4 million and net debt has reduced from $22.4 million to $18.0 million.

Strategy

Baseball Player Representation

Baseball Player Representation will continue to grow as the Group monetises its pipeline of young talent that has been recruited and nurtured 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 Group will also look at selective acquisitions which would enhance its position in the market.

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 ESP is an example of this strategy where the Group has significantly expanded its geographic reach and services.

Dividend

The Directors have declared a maiden interim dividend for the six months ended 30 June 2015 of 0.2 pence per share, with an ex-dividend date of 29 October, for shareholders on the register on 30 October and a payment date of 8 January 2016.

Outlook

TLA are pleased to report another strong set of results as our investment in Baseball Player Representation and Sports Marketing segments continued to generate solid growth in turnover and operating income. The acquisition of ESP in March 2015 has had a positive impact, successfully adding to TLA's established base in Australia, expanding our international reach including the Group’s operations in the UK and diversifying our offering into new sports and business lines.

Looking ahead, the good momentum achieved in the first half has continued into the second half, which will benefit from continued organic growth in both our segments, coming from established businesses as well as from the successful delivery of major new events such the ICC soccer tournament in Australia. Current trading is in line with the Board’s expectations.

The health of the business means the Board has declared our maiden interim dividend of 0.2 pence per share.

Condensed Consolidated Income statement (unaudited)

For the six month period to 30 June 2015

		6 months period to 30 June 2015	6 month period to 30 June 2014
		$000's	$000's
Revenue		**21,207**	**10,019**
Cost of sales		(5,565)	-
Gross profit		**15,642**	**10,019**
Administrative expenses		(16,236)	(8,329)
Operating (loss) / profit from operations		**(594)**	**1,690**
Adjusted EBITDA		**4,867**	**4,060**
Amortisation of intangibles		(2,249)	(2,342)
Depreciation		(65)	(28)
Share based payments		(2,487)	-
Exceptional and acquisition related costs		(660)	-
Operating (loss) /profit from operations		**(594)**	**1,690**
Finance costs	4	(812)	(530)
(Loss) / profit before tax		(1,406)	1,160
Taxation	5	(419)	(152)
(Loss) / profit for the period from continuing operations attributable to the equity holders in the company		**(1,825)**	**1,008**
(Loss) / profit for the period from continuing operations attributable to the owners of the company		(1,931)	1,008
Non-controlling interest		106	-
		(1,825)	**1,008**

(Loss) / earnings per share from continuing operations (note 2)

Basic (cents)	(1.50)	0.80
Diluted (cents)	(1.50)	0.80

Condensed Consolidated Comprehensive Income (unaudited)

For the six month period to 30 June 2015

	6 months period to 30 June 2015 $000's	6 months period to 30 June 2014 $000's
(Loss)/profit for the period	(1,825)	1,008
Exchange differences on translation of overseas operations	599	(1,693)
Total comprehensive (expense) for the period attributable to the equity holders in the Company	**(1,226)**	**(685)**
Total comprehensive expense attributable to:		
Owners of the company	(1,332)	(685)
Non-controlling interests	106	-
	(1,226)	**(685)**

Condensed Consolidated Group Balance Sheet (unaudited)

	Note	As at 30 June 2015 $000's Unaudited	As at 30 June 2014 $000's Unaudited	As at 31 December 2014 $000's Audited
Non-current assets				
Intangible assets – goodwill	6	41,960	29,022	29,022
Other intangible assets		12,303	15,046	12,804
Property, plant and equipment		417	166	159
Deferred tax asset		3,666	3,178	3,884
		58,346	47,412	45,869
Current assets				
Trade and other receivables		24,021	10,758	12,527
Cash and cash equivalents		4,985	1,244	5,857
		29,006	12,002	18,384
Total assets		87,352	59,414	64,253
Current liabilities				
Trade and other payables		(7,347)	(2,936)	(4,645)
Borrowings	7	(8,746)	(4,373)	(7,546)
Deferred consideration	8	(2,499)	(1,959)	(2,385)
		(18,592)	(9,268)	(14,576)
Net current assets		10,414	2,734	3,808
Non-current liabilities				
Borrowings	7	(18,641)	(5,396)	(4,900)
Deferred consideration	8	(11,107)	(9,710)	(9,169)
Derivative financial instruments		-	(49)	(27)
Other liabilities		(882)	(516)	(758)
		(30,630)	(15,671)	(14,854)
Total liabilities		(49,222)	(24,939)	(29,430)
Net assets		**38,130**	**34,475**	**34,823**
Equity				
Share capital		4,252	3,839	3,839
Share premium		41,749	33,303	33,303
Shares to be issued		1,311	1,311	1,311
Foreign currency reserve		673	(1,257)	74
Share based payments reserve		357	-	1,422
Employee share reserve		(6,586)	-	-
Retained loss		(3,505)	(2,721)	(5,126)
Equity attributable to owners of the company		38,251	34,475	34,823
Non-controlling interest		(121)	-	-
Total equity		**38,130**	**34,475**	**34,823**

Condensed Statement of Cash Flows (unaudited)

For the six month period to 30 June 2015

	Note	6 months period to 30 June 2015 $000's unaudited	6 months period to 30 June 2014 $000's unaudited
Net cash outflow from operating activities	9	(5,800)	(1,487)
Investing activities			
Purchases of property, plant and equipment		(45)	(10)
Acquisition of subsidiaries (net of cash)	10	(6,768)	-
Net cash used in investing activities		(6,813)	(10)
Financing activities			
Interest paid		(534)	(157)
Bank Loans repaid		-	(500)
New bank loans raised	7	14,867	-
Payment of deferred consideration		(2,591)	(1,031)
Net cash inflow / (outflow) from financing activities		11,742	(1,688)
Net decrease in cash and cash equivalents		(871)	(3, 185)
Cash and cash equivalents at beginning of period		5,857	4,429
Foreign currency translation effect		(1)	-
Cash and cash equivalents at end of period		4,985	1,244

Condensed Consolidated Statement of Changes in Equity

For the six month period to 30 June 2015

	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 2014	**2,747**	**23,461**	**12,177**	**436**	**-**	**-**	**-**	**(3,729)**	**35,092**
Total comprehensive income for period	-	-	-	(1,693)	1,422	-	-	1,008	(685)
Equity issued during the period	4	64	-	-	-	-	-	-	68
Deferred consideration to be settled in equity	1,088	9,778	(10,866)	-	-	-	-	-	-
Balance as at 30 June 2014	**3,839**	**33,303**	**1,311**	**(1,257)**	**1,422**	**-**	**-**	**(2,721)**	**34,475**
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	-	-	-	-	-	(227)	-	-	(227)
Balance as at 30 June 2015	**4,252**	**41,749**	**1,311**	**673**	**357**	**(121)**	**(6,586)**	**(3,505)**	**38,130**

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 actives 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 2015, no client generated in excess of 10 percent of total revenue.

1. Segmental Analysis (continued)

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)
Adjusted 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**

Six months to 30 June 2014	Baseball Player Representation $000's	Sports Marketing $000's	Corporate $000's	Total $000's
Revenue	6,403	3,616	-	10,019
Cost of sales	-	-	-	-
Gross profit	6,403	3,616	-	10,019
Operating expenses excl. depreciation, amortisation and exceptional items	(3,119)	(1,447)	(1,393)	(5,959)
Adjusted EBITDA	**3,284**	**2,169**	**(1,393)**	**4,060**
Depreciation	-	-	(28)	(28)
Amortisation of intangibles arising on acquisition	(1,739)	(603)	-	(2,342)
Operating profit /(loss)	**1,545**	**1,566**	**(1,421)**	**1,690**
Finance costs				(530)
Profit before tax				**1,160**
Taxation				(152)
Profit for the period				**1,008**
Assets	37,185	12,817	9,412	59,414
Liabilities	(778)	(1,242)	(22,919)	(24,939)
Capital Employed	**36,407**	**11,575**	**(13,507)**	**34,475**

2. Earnings per share

	6 month period to 30 June 2015 cents per share	6 month period to 30 June 2014 cents per share
Basic (loss) / earnings per share	(1.50)	0.80
Diluted (loss) / earnings per share	(1.50)	0.80

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

	6 months period to 30 June 2015 $000's	6 months period to 30 June 2014 $000's
Profit for the purposes of basic earnings per share being net profit attributable to owners of the Company	(1,931)	1,008
	Number of Shares	**Number of Shares**
Weighted Average number of shares in issue:	125,409,241	122,406,174
Deferred consideration shares to be issued	3,226,029	3,226,029
Weighted average number of shares for the purposes of basic and diluted earnings (loss) per share	128,635,270	125,632,203

The Group issued 3,939,800 ordinary shares during the period in respect of the acquisition of Elite Sports Properties Pty Limited and 9,647,307 in respect of the Group's LTIP, the shares having vested on the achievement of a 40p share price for an average of 90 days both share issues are now reflected in the 2015 calculation of weighted average shares.

Adjusted earnings per share:

	6 months period to 30 June 2015 $000's	6 months period to 30 June 2014 $000's
Basic adjusted earnings per share	2.33	2.33
Diluted adjusted earnings per share	2.33	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 2015 $000's	6 months period to 30 June 2014 $000's
(Loss)/profit attributable to shareholders	(1,931)	1,008
Adjusted for		
Exceptional costs (note 3)	660	-
Amortisation of acquired intangible assets	2,249	2,342
Share based payments	2,487	-
Fair value loss on interest rate swap	(63)	(14)
Unwinding of discount to deferred consideration and amortisation of debt costs	278	387
Tax effect of adjusted items	(685)	(796)
Adjusted profit attributable to shareholders	2,995	2,927

3. Exceptional and acquisition related costs

Exceptional items comprise:

	6 months period to 30 June 2015 $000's	6 months period to 30 June 2014 $000's
Acquisition costs relating to ESP	385	-
Loyalty bonus arising on acquisition	125	-
Integration costs	150	-
	660	**-**

4. Finance charges

Finance charges are analysed as follows:

	6 months period to 30 June 2015 $000's	6 months period to 30 June 2014 $000's
Bank interest	534	157
Unwinding of discount on deferred consideration and amortisation of debt costs	278	373
	812	530

5. Taxation Expenses

	6 months period to 30 June 2015 $000's	6 months period to 30 June 2014 $000's
UK Taxes		
Current year	-	-
USA Taxes		
Current year	407	(527)
Australian Taxes		
Current year	316	-
Deferred tax	(304)	375
	419	(152)

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

6. Goodwill

	As at 30 June 2015 $000's	As at 30 June 2014 $000's
Cost		
At 1 January	29,022	29,022
Acquisition of ESP (Note 10)	12,938	-
At 30 June	41,960	29,022

7. Borrowings

	As at 30 June 2015 $000's	As at 30 June 2014 $000's
Secured borrowing		
Bank loans	27,750	9,900
Debt costs being amortised over the life of the facility	(363)	(131)
	27,387	9,769
Total borrowings		
Amount due for settlement within 12 months	8,746	4,373
Amount due for settlement after 12 months	18,641	5,396
	27,387	**9,769**

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 2015 $000's	As at 30 June 2014 $000's
Payable in less than one year	2,769	1,959
Payable in one to two years	4,580	3,553
Payable in two to five years	7,725	7,337
	15,074	**12,849**
Impact of discounting on provisions payable in cash at the borrowing rate of 5.22%	(1,468)	(1,180)
Total deferred consideration payable	**13,606**	**11,669**

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 2015 $000's	6 months period to 30 June 2014 $000's
Operating (loss) profit for the period	(594)	1,690
Adjustments for:		
Amortisation of intangible assets	2,249	2,342
Depreciation of tangible assets	65	28
Share based payments	2,487	-
Other non-cash movements	144	(164)
Operating cash flows before movements in working capital	4,351	3,896
Increase in trade other receivables	(9,687)	(2,935)
Increase / (decrease) in trade other payables	1,142	(1,921)
Cash used by operations	(4,194)	(960)
Income taxes paid	(1,606)	(527)
Net cash outflow from operating activities	(5,800)	(1,487)

10. Business Combinations

On 19 March 2015 the Group acquired the trade, assets and certain liabilities of Elite Sports Properties Holdings Pty Ltd, an Australian athlete representation and sports marketing company, and 55% of the share capital of Elite Sports Properties Merchandise Pty Limited (together "ESP").

Under the terms of the acquisition, the Group is paying up to AUD25.5 million ($19.5 million) for ESP, comprising an initial consideration of AUD13.5 million ($10.6 million), of which AUD10.1 million ($7.8 million) was settled in cash and the balance was settled by the issue of 3,939,800 ordinary shares of 2p each in TLA ("Shares"). The Shares were priced at 43.36p each, being the average closing market price over the seven days prior to completion of the deal.

Further consideration is payable of up to AUD12 million, of which half is payable on certain performance conditions being achieved for the three years ending 31 December 2017 and the balance subject to certain performance conditions being achieved for the five years ending 31 December 2019. Future earn out payments will be satisfied 75% cash and 25% in shares.

$000s	**Provisional Book Value**	**Fair value adjustment**	**Provisional fair value at 30 June 2015**
Intangible fixed assets	-	1,699	1,699
Property, plant and equipment	262	-	262
Trade receivables and other current assets	1,807	-	1,807
Cash at bank	1,060	-	1,060
Trade payables and other current liabilities	(2,725)	-	(2,725)
Net assets	**404**	**1,699**	**2,103**
Goodwill			12,938
Fair value of consideration			**15,041**
Satisfied by:			
Cash consideration			7,828
Equity in parent company			2,795
Deferred consideration payable			4,418
			15,041
Net cash outflow arising on acquisition:			
Cash consideration			7,828
Less cash and cash equivalent balances acquired			(1,060)
Cash outflow arising on acquisition			**6,768**

The adjustment of $1,699,000 to intangible fixed assets is to recognise intangibles relating to customer contracts and relationships.

The acquisition expenses set out in Note 3 have been expensed during the period and included in operating expenses.