REGISTERED NUMBER: 07440310 (England and Wales)

TIME OUT GROUP MC LIMITED

REPORT AND UNAUDITED FINANCIAL STATEMENTS

FOR THE EIGHTEEN MONTHS ENDED 30 JUNE 2021

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TIME OUT GROUP MC LIMITED

Contents of the Report and Unaudited Financial Statements
For the eighteen months ended 30 June 2021

Page

Company Information 1

Strategic Report 2

Report of the Director 3

Income Statement 5

Statement of Comprehensive Income 5

Statement of Financial Position 6

Statement of Changes in Equity 7

Notes to the financial statements 8

TIME OUT GROUP MC LIMITED

Company Information
For the eighteen months ended 30 June 2021

Director:	S Ohlund
Registered office:	1st Floor, 172 Drury Lane London WC2B 5QR
Registered number:	07440310 (England and Wales)
Bankers:	*HSBC* 70 Pall Mall London SW14 SE2
Solicitors:	Ashurt LLP Broadwalk House 5 Appold Street London EC2A 2HA

Strategic Report
For the eighteen months ended 30 June 2021

The Director presents his strategic report for the eighteen months ended 30 June 2021.

Principal Activities
The Company's principal activity in the period under review was that of an intermediate holding company. It is the intention of the Director that the Company will continue these activities for the foreseeable future.

The Company had a profit for the financial period of £9.7m (2019: £5.6m) which related to finance income from other group companies.

Principal Risks, Financial Risks and Uncertainties
The Director considers that the principal risks, financial risks and uncertainty facing the business are:

Funding
The Director considers that the Company has sufficient resources and access to funding to develop the business organically at the planned rates of growth. Where opportunities arise for the acquisition of or investment in, new business and associated assets, the Director will consider carefully whether these should be funded from available resources or from new investment.

Financial risk management
The Company faces a number of financial risks which are managed as part of the Time Out Group plc's risk management objectives and policies. The Company does not hedge any of these risks and therefore hedge accounting is not applied in these financial statements.

COVID-19
As the Company acts as a holding company, notwithstanding that the economy is recovering from the impact of COVID-19, it may negatively impact the Company's investments and thus lead to an impairment in the carrying value of these investments.

Key performance indicators (KPIs)
Due to the straightforward nature of the business, the Company's Director believes that analysis using KPIs for the Company, other than statutory results, is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of the Group, which includes the Company, are discussed in the Annual Report and Accounts of Time Out Group plc, its parent Company, which do not form part of this report.

The Strategic Report was approved and signed by the Director:

.....

S Ohlund

29 March 2022

Report of the Director
For the eighteen months ended 30 June 2021

The Director presents his report with the unaudited financial statements of the Company for the eighteen months ended 30 June 2021. Time Out Group MC Limited is a company incorporated in the UK, registered at 1st Floor, 172 Drury Lane, London WC2B 5QR.

Directors
The Directors of the Company who were in office during the period and up to the date of signing the financial statements were:

J Bruno (resigned 29 October 2021)
S Ohlund (appointed 29 October 2021)

Results and Dividend
The Company had a profit for the financial period of £9.7m (2019: £5.6m) relating to finance income from other group companies. The Director does not recommend the payment of a dividend (2019: nil).

Future developments
The Director expects the Company to continue functioning as an intermediate investment holding company.

Financial risk management
Information on financial risk management is contained in the Strategic Report on page 2.

Director's indemnity and liability insurance
The Company has purchased and maintained throughout the financial period Directors' and Officers' liability insurance in respect of itself and its Director.

The Director also has the benefit of the indemnity provision contained in the Company's Articles of Association which represents a qualifying third-party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the financial year and at the date of approval of the financial statements.

Going Concern

The Director regards the company as a going concern, see note 1 for further information.

Report of the Director (continued)
For the eighteen months ended 30 June 2021

Statement of Director's responsibilities in respect of the financial statements

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law). Under company law the director must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing the financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

The director is also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The Report of the Director on pages 3 to 4 was approved and signed by the Director:

.....

S Ohlund

29 March 2022

TIME OUT GROUP MC LIMITED

Income Statement
For the eighteen months ended 30 June 2021

	Note	**18 months ended 30 June 2021**	12 months ended 31 December 2019
		£'000	£'000
Finance income	4	**9,748**	5,578
Profit before income tax		**9,748**	5,578
Income tax expense	5	**-**	-
Profit for the financial period		**9,748**	5,578

All amounts relate to continuing operations.

Statement of Comprehensive Income
For the eighteen months ended 30 June 2021

	18 months ended 30 June 2021	12 months ended 31 December 2019
	£'000	£'000
Profit for the financial period	**9,748**	5,578
Total comprehensive income for the period	**9,748**	5,578

The notes form an integral part of these financial statements.

TIME OUT GROUP MC LIMITED

Statement of Financial Position
As at 30 June 2021

	Note	30 June 2021	31 December 2019
		£'000	£'000
Non-current Assets			
Investments	6	**59,505**	59,505
		59,505	59,505
Current assets			
Trade and other receivables	7	**41,684**	31,936
		41,684	31,936
Total assets		**101,189**	91,441
Liabilities			
Current liabilities			
Trade and other payables	8	**(1,112)**	(1,112)
		(1,112)	(1,112)
Total liabilities		**(1,112)**	(1,112)
Net assets		**100,077**	90,329
Equity			
Called up share capital	9	**59,505**	59,505
Share premium account		**7,338**	7,338
Retained earnings		**33,234**	23,486
Total equity		**100,077**	90,329

For the eighteen months ending 30 June 2021 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- the members have not required the Company to obtain an audit of its accounts for the period in question in accordance with section 476;
- the director acknowledges his responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The notes on pages 8 to 14 are an integral part of these financial statements.

The financial statements on pages 5 to 14 were approved and signed by the Director on 29 March 2022:

S Ohlund
Time Out Group MC Limited – registered number 07440310

Statement of Changes in Equity
For the eighteen months ended 30 June 2021

	Called up share capital	Share premium account	Retained earnings	Total equity
	£'000	£'000	£'000	£'000
Balance at 1 January 2019	59,505	7,338	17,908	84,751
Changes in equity				
Profit for the financial year	-	-	5,578	5,578
Total comprehensive income	**-**	**-**	**5,578**	**5,578**
Balance at 31 December 2019	**59,505**	**7,338**	**23,486**	**90,329**
Changes in equity				
Profit for the financial period	-	-	9,748	9,748
Total comprehensive income	**-**	**-**	**9,748**	**9,748**
Balance at 30 June 2021	**59,505**	**7,338**	**33,234**	**100,077**

The notes form an integral part of these financial statements.

Notes to the financial statements
For the eighteen months ended 30 June 2021

1. Accounting policies

Domicile
The Company is a private limited company limited by shares, incorporated, registered and domiciled in England. The registered office is located at 1st Floor, 172 Drury Lane, London WC2B 5QR.

Basis of preparation
The Company has prepared its financial statements in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention on a going concern basis and in accordance with the Companies Act 2006 as applicable to companies using FRS 101.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- IFRS 3 Business Combinations;
- The requirements of IFRS 7 Financial Instruments: Disclosures;
- IFRS 13 Fair Value Measurement;
- Share-based payments;
- Intra-Time Out-related party transactions;
- Related party transactions; and
- IAS 7 Statement of cash flows.
- Paragraphs 30 and 31 of IAS 8 "Accounting policies, changes in accounting estimates and errors"

Going concern
The financial statements have been prepared under the going concern basis of accounting as the Company will be supported by its ultimate parent undertaking, Time Out Group plc ("the Group"). The Director has a reasonable expectation that the Group and Company will continue in operational existence and be able to settle their liabilities as they fall due for the foreseeable future, being a period of not less than one year from the date of approval of the financial statements. In making this determination, the Director have considered the financial position of the Group, projections of its future performance and the financing facilities that are in place.
The COVID-19 pandemic has had a significant adverse impact on the Group's recent trading and as we recover from the effects of the pandemic any projection of future performance continues to be uncertain. The key drivers of uncertainty include the ongoing impact of the global vaccination programme on any further waves of the pandemic, the actions that may be taken by governments to respond (which could restrict our ability to operate our Markets business) and the response of our customers themselves to adverse changes in their economic circumstances (which will impact on revenues in both our Markets and Media businesses). We have taken, and will continue to take, steps to control our discretionary expenditure and therefore the principal driver of our future profitability and cash flows will be the revenue we are able to generate from our two businesses. We have also agreed with our lender, Incus Capital Finance, that the quarterly financial covenants that apply to their loan will be waived for the balance of the facility term. Whilst the facility is due to expire in November 2022, the Directors are confident that the loan will be refinanced on acceptable terms.
The Group intends to refinance the debt facility but as the refinancing has yet to be completed, the Directors have concluded that attention should be drawn to the fact that a material uncertainty exists which may cast significant doubt on the Group and Company's ability to continue as a going concern.
The global recovery from the impact of the pandemic is just beginning. However, after consideration of the matters set out above, the Directors are satisfied that there is a reasonable expectation that the Group and Company have adequate funding to cover its operation needs for the foreseeable future and therefore consider it appropriate to prepare the financial statements under the going concern basis.

1. Accounting policies – continued

The Company is a wholly-owned subsidiary of Time Out Group Plc. It is included in the consolidated financial statements of Time Out Group Plc which are publicly available. Therefore the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements. The accounting policies have been applied consistently throughout the Group.

New and amended standards adopted by the Company
The accounting standards and policies adopted in these financial statements are consistent with those of the annual financial statements for the year ended 31 December 2019 as prepared under FRS 101. The accounting policies have been applied consistently by the Company year-on-year.

Critical accounting estimates and judgements
The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the end of the reporting period. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

For the investment in subsidiaries, impairment exists when the carrying value on an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model, where appropriate.

Financial instruments
Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including preference shares) are equivalent to a similar debt instrument, those financial instruments are classified as financial liabilities. Where the contractual terms of preference shares do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Financial assets are derecognised when the right to receive cash-flows from the assets has expired, or has been transferred, and the Company has transferred substantially all of the risks and rewards of ownership. When securities classified as available for sale are sold, or impaired, the accumulated fair value adjustments previously taken to reserves are included in the income statement.

1. Accounting policies – continued

Taxation
The charge for taxation is based on profits for the year and takes into account taxation deferred because of temporary differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is provided in full using the balance sheet liability method. A deferred tax asset is recognised where it is probable that future taxable income will be sufficient to utilise the available relief. Tax is charged or credited to the income statement except when it relates to items charged or credited directly to equity, in which case the tax is also dealt with in equity. Deferred tax is provided on temporary differences arising on investments in subsidiaries and associates, except where the timing of the reversal of the temporary differences is controlled by the Company and it is probable that the temporary differences will not reverse in the foreseeable future. Deferred tax liabilities and assets are not discounted.

Foreign currencies
The functional and presentational currency of the Group is sterling. Assets and liabilities of subsidiaries with a functional currency which is a foreign currency are translated into sterling at rates of exchange ruling at the end of the financial period and the results of foreign subsidiaries are translated at the average exchange rate for the period. All transactions denominated in foreign currency are translated at the rate of exchange ruling at the time of the transaction. All foreign exchange differences are taken to the income statement in the period in which they arise. At the statement of financial position date, monetary assets and liabilities denominated in foreign currencies are translated using the closing rate.

Investments
Investments are stated at cost less provision for impairment, of which there isn't any. The Company assesses these investments for impairment wherever events or changes in circumstances indicate that the carrying value of an investment may not be recoverable. If any such indication of impairment exists, the Company makes an estimate of the recoverable amount. If the recoverable amount is less than the value of the investment, the investment is considered to be impaired and is written down to its recoverable amount. An impairment loss is recognised immediately in the income statement. No impairment loss has been recognised in the current year.

Trade and other receivables
Trade receivables are amounts due from other group companies. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other payables
Trade payables are amounts due to other group companies. If payment is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current liabilities. If not, they are presented as non-current liabilities.

Interest income and expense
Interest income from preference shares is recognised using the effective interest method.

2. Operating costs

The Company has chosen to take the audit exemption this period. In the prior year audit fees of £5,000 for this Company for the year ended 31 December 2019 were borne by a fellow group company and not recharged to this Company.

Notes to the financial statements
For the eighteen months ended 30 June 2021

3. Employees

The Director received no emoluments related to this Company (2019: £nil) and there were no staff costs or headcount (2019: £nil and nil). Details of the director's remuneration are disclosed in the financial statements of its ultimate parent, Time Out Group Plc. Copies of the consolidated financial statements may be obtained from its registered office at 1st Floor, 172 Drury Lane, London WC2B 5QR.

4. Finance income

	18 months ended 30 June 2021	12 months ended 31 December 2019
	£'000	£'000
Interest on preference shares (note 6)	**9,748**	5,578
	9,748	5,578

5. Income tax expense

No liability to UK corporation tax arose for the eighteen months ended 30 June 2021 and the year ended 31 December 2019.

The tax assessed for the period is lower (2019: lower) than the standard rate of corporation tax in the UK. The difference is explained below:

	18 months ended 30 June 2021	12 months ended 31 December 2019
	£'000	£'000
Profit before income tax	**9,748**	5,578
Profit before income tax multiplied by the standard rate of corporation tax in the UK of 19% (2019: 19%)	**1,852**	1,060
Effects of:		
Income not taxable	**(1,852)**	(1,060)
Total tax expense	**-**	-

There is no unrecognised deferred tax asset (2019: nil)

Notes to the financial statements
For the eighteen months ended 30 June 2021

6. Investments

	2021	2019
	£'000	£'000
Cost and Net Book Value		
At 1 January 2020/2019	59,505	59,505
Additions	-	-
At 30 June 2021/ 31 December 2019	59,505	59,505

The Director considers the value of the investments to be supported by their underlying assets.

At 30 June 2021, the Company held investments in the following undertakings:

Name of company	Holding	Nature of business	Registered address	Country of registration (or incorporation)
Direct subsidiaries:				
Time Out Group BC Limited	100%	Holding company	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales

This holding comprises:

- 382,586,220 ordinary shares with a nominal value of £0.10 per share. They have full dividend and distribution rights and rank pari passu in respect to dividends and capital distributions. The shares are non-redeemable.
- 21,246,000 12% redeemable "A" Preference shares with a nominal value of £1 per share. These preference shares are repayable on demand and carry the right to a fixed dividend of 12% per annum. There are no other rights to profits of the company and no voting rights.

At 30 June 2021, the Company held indirect investments in the following undertakings:

Name of company	Holding	Nature of business	Registered address	Country of registration (or incorporation)
Indirect subsidiaries:				
Time Out Digital Limited	100%	Holding company	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out Magazine Limited	100%	Dormant	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out Nominees Limited	100%	Dormant	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out England Limited	100%	Publishing & e-commerce	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out International Limited	100%	Dormant	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out Market Limited	100%	Holding company	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out Market London Limited	100%	Operator of cultural market	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales

6. Investments – continued

Name of company	Holding	Nature of business	Registered address	Country of registration (or incorporation)
Time Out Market US Holdings LLC	100%	Holding company	55 Water Street, 3rd Floor, Brooklyn, New York 11201, USA	United States of America
Time Out Market Miami LLC	100%	Operator of cultural market	55 Water Street, 3rd Floor, Brooklyn, New York 11201, USA	United States of America
Time Out Market Chicago LLC	100%	Operator of cultural market	55 Water Street, 3rd Floor, Brooklyn, New York 11201, USA	United States of America
Time Out Market Boston LLC	100%	Operator of cultural market	55 Water Street, 3rd Floor, Brooklyn, New York 11201, USA	United States of America
Time Out Portugal, Unipessoal LDA	100%	Publishing & e-commerce	Avenida de Liberdade, no 10-4, 1250 Lisboa	Portugal
MC-Mercados da Capital, LDA	100%	Operator of cultural market	Rua D. Luis, no 19-2 andar 1200-149	Portugal
Time Out Market Porto, LDA	75.1%	Operator of cultural market	Rua D. Luis, no 19-2 andar 1200-149 Lisboa	Portugal
Time Out Hong Kong Company Ltd	100%	Publishing & e-commerce	2/F, Well View Commercial Building 10 Morrison Street, Sheung Wan, Hong Kong	Hong Kong
Time Out Media Singapore PTE Ltd	100%	Publishing & e-commerce	39A Amoy Street, Singapore	Singapore
Time Out Market Central London Ltd	100%	Operator of cultural market	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales
Time Out Market Prague	100%	Management of cultural market	Revoluční 1, 110 Prague 1, Czech Republic	Czech Republic
Time Out Market New York LLC	100%	Operator of cultural market	55 Water Street, 3rd Floor, Brooklyn, New York 11201, USA	United States of America
Time Out Market Canada Holdings Inc	100%	Holding company	200-1000 rue De La Gauchetiere O Montreal (Quebec) H3B4W5 Canada	Canada
Time Out Market Montreal Inc	100%	Management of cultural market	200-1000 rue De La Gauchetiere O Montreal (Quebec) H3B4W5 Canada	Canada
Time Out Market Dubai Limited	100%	Management of cultural market	1st Floor, 172 Drury Lane, London WC2B 5QR	England and Wales

Notes to the financial statements
For the eighteen months ended 30 June 2021

7. Trade and other receivables

	2021	2019
Current:	**£'000**	£'000
Amounts owed by group undertakings	**41,684**	31,936
	41,684	31,936

The above amounts relate to accrued interest on preference shares with Time Out Group BC Limited. The preference shares are repayable on demand. Further detail is included in note 6.

There are no items falling due after more than one year (2019: £nil).

8. Trade and other payables

	2021	2019
Current:	**£'000**	£'000
Amounts owed to group undertakings	**1,112**	1,112
	1,112	1,112

The above amounts relate to accrued interest on preference shares with Time Out Group plc. These preference shares were cancelled in June 2016 as part of initial public offering of the Time Out Group plc.

There are no items falling due after more than one year (2019: £nil).

9. Called up share capital

Fully paid up and issued	Nominal value	2021	2019
		Number	Number
Ordinary shares	£0.10	**595,046,200**	595,046,200

		2021	2019
		£'000	£'000
Ordinary shares	£0.10	**59,505**	59,505

10. Related party disclosures

The Company has taken advantage of the exemption in IAS 24 'Related party disclosures' not to disclose transactions with other group companies which are wholly eliminated upon consolidation.

11. Ultimate controlling party

The Company's immediate parent company and ultimate controlling party is Time Out Group Plc, a company registered in England and Wales.

The ultimate parent undertaking and largest and smallest group of which this company is a member and for which the Group financial statements are prepared is Time Out Group Plc. Copies of the consolidated financial statements may be obtained from its registered office at 1st Floor, 172 Drury Lane, London WC2B 5QR.