Registered number 03959429

accesso Technology Group plc

2014 Annual report and financial statements

Contents of the consolidated financial statements
for the financial year ended 31 December 2014

Company information
for the financial year ended 31 December 2014

Directors:	John Weston, Non-executive Chairman John Alder, Executive Anthony Bone, Non-executive (resigned 27 May 2014) Steve Brown, Executive Tom Burnet, Executive Matt Cooper, Non-executive David Gammon, Non-executive Leonard Sim, Executive
Secretary:	Martha Bruce Bruce Wallace Associates Limited 120 Pall Mall London SW1Y 5EA
Registered office:	Unit 2, The Pavilions Ruscombe Park Twyford Berkshire RG10 9NN
Registered number:	03959429 (England and Wales)
Auditors:	BDO LLP Kings Wharf 20-30 Kings Road Reading Berkshire RG1 3EX
Bankers:	Lloyds Bank plc The Atrium Davidson House Forbury Square Reading Berkshire RG1 3EU

Introduction and key financial highlights
for the financial year ended 31 December 2014

Financial Highlights	**12 months ended 31 Dec 14 (audited)**	14 months ended 31 Dec 13 (audited)		12 months ended 31 Dec 13 (unaudited pro-forma)	
	$m	$m		$m	
Revenue	**75.1**	61.4	22.3%	60.3	24.5%
Adjusted operating profit *	**8.7**	6.1	42.6%	7.2	20.8%
Free cash flow **	**5.8**	2.7	114.8%	5.0	16.0%
Net debt	**(14.3)**	(2.0)	(12.3)	(2.0)	
Earnings per share – basic (cents)	**18.49**	14.70	25.8%		
Adjusted earnings per share – basic (cents) ***	**30.81**	27.03	14.0%		

**Adjusted operating profit is defined as operating profit before the deduction of amortization related to acquisitions, acquisition costs and costs related to share based payments/ unapproved options*
***Free cash flow is defined as net cash inflow from operating activities, less additions in intangible fixed assets and property, plant and equipment.*
**** Earnings used in the adjusted earnings per share calculation is defined as PBT before the deduction of amortization related to acquisitions, acquisition costs and costs related to share based payments/ unapproved options less tax at the effective rate*

Operational Highlights: A period of strong growth – adding skills, complementary services and reach to our operations

- Period of diversification and expansion into new leisure verticals; entering untapped geographies, deepening existing relationships and establishing new ones
- Managing the consumer shift to mobile and delivering end-to-end services through *accesso Passport®*
- Immediately accretive acquisition of VisionOne Worldwide Ltd, moving *accesso* into assigned seating venues

***accesso Passport* – won mandates across ticketing, mobile and eCommerce driving attendance and increasing engagement**

- Volume growth of 31%
- Milestone deals in Europe with Compagnie des Alpes (“CdA”) and the three year Master Service Agreement with Merlin Entertainments plc
- Three year deal with Ripley’s Entertainment and a renewal from Palace Entertainment together with continued new business success in the second half

***accesso LoQueue*SM – evidenced increased momentum with new and existing customers taking more and more guests out of queue lines**

- Delivering expansion into Asian markets with *Qsmart*sm installation at The Movie Animation Park Studios in Ipoh and a three year agreement with Vision Works Global

Introduction and key financial highlights (continued)
for the financial year ended 31 December 2014

- Further embedded in existing client relationships at Blackpool pleasure Beach, LEGOLAND Windsor and Dreamworld in Australia with contract extensions and the introduction of *Q-smart*
- Successful early trials of our next generation queuing product: Q100

Siriusware® – new relationships in more verticals delivering recurring revenue for accesso

- 23 new clients added, exemplifying *accesso's* breadth of reach and intent to diversify
- Ski Industry clients now account for less than 50% of *Siriusware's* revenue
- Recurring revenue stream with 49% of total revenue deriving from support and maintenance functions

The acquisition of VisionOne's ShoWare online ticketing solution extends accesso's reach into new leisure verticals

- The acquisition complements our expertise and deep knowledge within the ticketing sector, and enhances the group's ability to capture revenue from multiple sizes and types of ticketing customer
- Acquisition expected to be immediately earnings accretive

Post Period-End – early momentum sets accesso up for 2015

- Two new contracts have been signed with the Navy Pier in Chicago and the Nashville Zoo at Grassamere to leverage the *accesso Passport* ticketing solution
- November acquisition of VisionOne's *ShoWare* platform has established itself as part of the wider group and is already contributing important new business wins
- 22 venues across the USA, Canada, Mexico and Brazil have signed new agreements to utilise the *ShoWare* solution

Commenting on the results Tom Burnet, Chief executive officer of *accesso*, said:

"This has been a strong year. We continue to execute on our strategy with precision and focus, and we are seeing the rewards.

Our financial performance was robust, and our resilience as a global business is becoming more evident. Our clients are increasingly seeing the benefit we bring to their customers, and in turn their own profitability.

We have continued to develop the business this year as we continued to focus on investment, building and improving our business, and finding new ways to support the digital customer journey. Our third strategic acquisition has opened up many more exciting opportunities, as well as securing our position as one of the very largest ticket businesses globally.

I am excited by where we are as a business, and I see enormous growth opportunities in our future. I look forward to reporting more positive news for our company through the current year."

Chairman's Report

Profitable endeavours

Today's results show another profitable period of growth for *accesso*. Operational change – be that in the shape of the acquisitions we have made or the product updates we have released – is not only having a positive impact on our financial results, but also helping us to further cement our market position. We have made great strides on our journey to become the leading and most innovative supplier of revenue generating technology solutions to the leisure, entertainment and cultural markets. Our reputation, already strong, is yet stronger still. As ever, progress of this kind would not be possible without the passion and commitment displayed by our teams around the world.

The group has delivered a strong financial performance this year. We have seen good organic growth, delivered by capitalizing on further cross selling opportunities, deepening our relationships with existing clients, and by building a business that takes, as its starting point, the improvement of customer experience whether that be in a theme-park, ski resort, museum, sports stadium or other leisure venue.

Growth has also come from green field areas. We have won new standalone mandates across each area of our businesses, from queuing to ticketing. These wins have served to further strengthen our brand, enlarge our market opportunity and demonstrate that the strategy we are pursuing is the right one.

We have also delivered on a number of important operational and strategic milestones, with joint wins for our ticketing and queuing products, as well as extending and deepening relationships with a number of the very largest operators in our space. Such wins send a clear signal to other potential customers about the increasingly strategic nature and value of our solutions.

Perhaps the strongest signal of our strength, however, is the success our *customers* have achieved this year: success in which we have played a key role. Many of our customers have been able to report record operating seasons and in many cases, our technology has played an important role in helping them to achieve this growth - proof of the value of our solutions and of the relevance of our largely transactional revenue models.

Our team

During the period, the *accesso* team has continued to work closely together as we continue to integrate our acquisitions. Their dedication and professionalism has contributed to this year's excellent performance. I thank all of our colleagues for their hard work. They are our greatest asset.

Advancing our ticketing ambitions

I have already referenced the important role that acquisitions have played in moving us closer to our strategic goals. As in previous years, this year we have added to our capabilities – namely in our acquisition of VisionOne which we announced in November. VisionOne is an excellent company, and its *ShoWare* product is one of the world's leaders in the cloud based Software-as-a-Service (SaaS) ticket sales and distribution solution space for assigned seat operators. The combination of *ShoWare*, *accesso Passport* and *Siriusware* creates a powerful position in the ticketing market globally and ensures that for the first time we have the capability to address the ticketing needs of any type of venue.

In summary, this progress has helped transform *accesso* into one of the world's largest SaaS ticketing vendors alongside our market leading position in SaaS virtual queuing solutions. This is an important milestone that we believe will help us to further strengthen our market position and our relevance to the customers we serve.

Looking ahead

The work we have done in 2014 to strengthen our position, to invigorate our offering and to deepen our relationships with key operators sets us up excellently for further progress in 2015. The significant majority of our revenue is now transactional, long-term, recurring and growing. With that in mind, and on the basis of the pipeline of opportunity we see ahead, I look forward to 2015 with a considerable degree of confidence.

John Weston
Non-Executive Chairman

Chief executive officer's report

Operational Review

At the heart of the *accesso* strategy is a plan to deliver sustainable growth through both organic and acquisitive means. In this period we have delivered convincingly on this plan.

Operationally, it has been another exciting year for our team and we have made good progress in each of our focus areas for growth. As we always set out to do, we have delivered combined wins for queuing and ticketing offerings. This year, we acquired a business which propels us into the position of being one of the world's largest ticketing vendors.

The group continues to expand its capabilities and expertise. We are pushing technological boundaries, such as the pursuit of a 100% queueless attraction; we are targeting ticketing, still clear in our belief that strength here at the very start of a guest's journey opens up new routes to growth for our firm; and we are making good on the promise of our most recent acquisitions. What we have achieved this year is the consolidation of a powerful proposition.

accesso LoQueue

During the year we have seen pleasing growth in queuing revenues in general and per guest, largely reflecting migration to premium service levels. Attendance in Europe has been strong against a backdrop of flat or declining attendance in the US – largely as a result of very poor weather early in the season.

Our innovative queuing technologies continue to both facilitate and help drive increasingly mobile-centric consumer activity in the leisure industry. This trend, together with the centrality of queuing to the quality of customer experience means our signature queuing products remain a vital aspect of the theme park experience for many of our clients and their guests.

Last year we signaled our intentions to forge deeper ties with attractions in the important Asian market. This year we delivered. In the first half, we signed the MOU for first the *Qsmart* installation in Asia at The Movie Animation Park Studios in Ipoh, Malaysia, and in the second half we signed a three year partnership agreement with Vision Works Global to help facilitate *accesso's* expansion in the fast–growing South Korean theme park market. These steps have not only been exciting for our *accesso LoQueue* technology, but also for the group as we expand our foothold in Asia.

We have also increased our stickiness with a number of important clients during the year, successfully renewing and expanding existing agreements with Blackpool Pleasure Beach, Dreamworld in Australia and Heide Park in Germany. At LEGOLAND Windsor Resort, we not only extended our agreement for the installation of *Qbot*$_{SM}$ for a further three years, but also expanded it by deploying our *Qsmart* system in the park.

During the year we also continued to invest in our queuing technology platforms. We have recently launched a second generation of our *Qband*$_{sm}$ and *Qband validator*$_{sm}$, which offer greater utility to guests and well as reducing installation costs and timescales. Elsewhere, the pervasive nature of smartphone ownership means that for the first time we are able to consider systems where 100% of the population of a park (rather than a subset) is able to queue virtually. Working with a major operating group, we have been able to beta test this technology in a significant theme park during the period and expect these successful trials to continue in 2015.

accesso Passport

The group's ticketing, mobile and eCommerce solutions have continued to prove their market-leading strength.

We have been instrumental in helping our clients capitalise on the consumer shift towards mobile ticket purchasing, where volumes have increased by over 400% this year. Around 50% of all the visits to our customers' websites now start on a mobile device, either tablet or smartphone, so being able to engage effectively on these platforms has become increasingly important. During the year we were delighted to be able to launch the 5th version of our Shopland ecommerce store. The new system has been a significant development focus and delivers a fully responsive, seamless buying experience across any device be it desktop, a tablet or a smartphone. Importantly it means that anything that can be bought from your desktop machine can now be bought from your smartphone including entrance tickets, season passes, memberships, timed entry tickets or even meals and access to ancillary attractions. This ability to drive extra revenue for our clients remains key to our entire ethos and is the common thread that runs through all our operations.

Chief executive officer's report (continued)

Moreover, the exciting thing about this process is that we know it works, and so do our customers. Our early data shows that 25% of purchasers on our customers' ticketing sites were not planning to buy tickets when they first visited the website.

A key part of our strategy is to leverage customer relationships and footprint geographically and this year we were able to bring our *accesso Passport* platform to a European audience for the first time. We achieved a significant milestone in the signing of a three year Master Service Agreement with Merlin Entertainments plc, also a *LoQueue* customer, beginning with a trial installation at the Thorpe Park Resort. This success was followed by *accesso's* first major ticketing win in Europe with a three year agreement with Compagnie des Alpes ("CdA") to provide the *accesso Passport* eCommerce solution at five CdA parks in Belgium and Holland.

The group's European expansion has helped to deliver a part of the 31.6% increase in *accesso Passport* volumes we have recorded in the year.

We also continued to expand existing established relationships, adding two further Wet 'n' Wild sites to the nine already served following the agreement with Premier Parks, LLC in 2013. Further contract wins included an extension of the trial with Merlin Entertainments adding SEA LIFE Birmingham to the existing Thorpe Park Resort trial, a three year agreement with Ripley's Entertainment for Ripley's Aquarium of Canada, and a renewed agreement with Palace Entertainments for fourteen of its venues over a further three years.

Siriusware

During the period *Siriusware* continued to successfully diversify beyond its ski industry base, adding twenty-three new clients primarily in the cultural sector. We were also able to take significant strides toward the integration of *Siriusware* and *accesso* – both technically and operationally and it has been very pleasing to see the respective teams work and build momentum together.

Early manifestations of this integration have been the cross-selling opportunities emerging with other *accesso* products, as Ripley's Aquarium and Holiday World & Splashin' Safari became the first two customers to utilise an integrated *Siriusware* / *accesso Passport* solution to very positive effect. These deals are another example of our belief that increased client stickiness can be driven by a complementary portfolio of solutions.

Of the new clients secured in the period, many represent the cultural sector and this has continued post period-end. *Siriusware* is proving itself an important vehicle for our strategic expansion into the wider leisure space, delivering new business wins and significantly expanding our target addressable markets. Of the many wins, The De Young and Legion of Honor Museums in San Francisco, The National Aquarium in Baltimore, four new iFly indoor sky diving venues and the Whitney Museum of American Art represent a good cross section.

The acquisition has also provided a further recurring revenue stream to the group as just under half of total *Siriusware* revenues were derived from recurring maintenance and support fees.

Moving confidently along our growth path

In November, we announced the acquisition of VisionOne Worldwide Ltd. Their *ShoWare* platform brings us another completely differentiated and compelling ticketing product to add to our portfolio. It not only further extends the Group's sales reach into new adjacent verticals within the leisure sector, but provides access to operators of "assigned seat" venues like theatres and sports stadium as well as general admission attractions like theme parks and zoos. Moreover, the *ShoWare* platform gives our customers the online tools to be able to build and manage their own e-Commerce stores rather than the full service outsource model we use to take our *accesso Passport* platform to market.

ShoWare, like *accesso Passport*, is a cloud based solution and utilises a SaaS business model where revenues come from a small fixed fee or percentage of every ticket we sell. We also have a number of successful resellers, particularly in Latin America, who utilise *ShoWare* as a white label platform for their own ticketing businesses. Finally, the *ShoWare* team offer considerable experience of running portals, selling aggregated content from across a number of venues direct to consumer.

Research indicates that the addition of this technology platform and sector expertise has increased the size of the *accesso* addressable market opportunity from $750m of annual revenues to $2.5b per annum.

Chief executive officer's report (continued)

Protecting our position and maintaining our lead

With ticketing very firmly now at the core of everything we do, many new routes have opened for us to continue growing. Driven by our belief that the ticket sits at the heart of the digital guest journey, we remain focused on organic opportunities for expansion, both in existing and new customers and drive further benefits from the wider Group.

As we continue to invest in our technology we simultaneously remain committed both to the protection of our existing technology portfolio as well as extending that where appropriate. During the period we both acquired additional patents and applied to protect new, novel ideas and continue to explore overall licensing opportunities.

We have also continued to evolve and develop our in-park retail businesses, where theme park patrons engage with our teams to purchase queuing products to add to their day at the attraction. In 2014 we were able to invest in the refurbishment of a number of our larger retail locations, remodeling and refreshing the guest experience. Where we made these changes, both to the physical environment of the sales locations and to the pricing strategy, we saw excellent returns and as a result we go into the 2015 season with a number of further initiatives in place.

Asia moves in to focus

Expanding our reach into markets where we do not currently operate continues to be an important part of our strategy.
During the year we secured a partnership with Vision Works Global. This agreement helps to build our presence in the South Korean theme park market. Vision Works Global provides consulting, deal structuring and brokering, and new business development for a range of location-based entertainment projects in South Korea and we hope that their extensive professional contacts will enable *accesso* to expand our *LoQueue* solution into the country's rapidly evolving attractions industry.

In addition we also signed up our first customer for *Qsmart* at the Movie Animation Park Studios which is under construction in Ipoh, Malaysia.

Encouragingly our sales pipeline also includes a number of projects where existing European and North American customers are in discussions with us about deploying our systems to new projects they are planning in the region.

Financial Review

As our Chairman has stated, the last twelve months have seen ***accesso*** make excellent, profitable progress. We have finished the year ahead of our expectations and for the seventh consecutive year we have posted record results.

Change in presentation currency

As we reported with our 2014 H1 results, we have made a change to our presentation currency, from Sterling to US Dollars, on 1 January 2014, which the Board considered more closely aligned with the global operations of the group. Comparative information has been restated in USD in accordance with the guidance in IAS 21. Further details relating to the specifics of the retranslation are included in the notes to this statement.

The geographic spread of our business has, yet again, proven its benefit during the year. Year-on-year changes in visitor numbers at our customers' venues once again showed a contrasting picture, depending upon which side of the Atlantic those visits took place. Nevertheless, our ability to balance these contrasting pictures thanks to our increasingly diversified portfolio of technology services lends resilience to our business.

In the first half, for example, poor weather in the United States impacted attendance in that market, with attendance rates falling significantly and the majority of operators, despite a strong summer, reported 2014 attendances that were down on 2013. Despite this backdrop average revenues per *LoQueue* guest in North America actually grew by 4.7%. This is a positive nod to our technologies, to the benefits they bring to our customers, and to the willingness of guests to trade money for a better experience. In contrast, attendance in Europe and the rest of the world was strong, with attendances growing by 4% alongside a very strong 18% increase in average guest revenues. This was aided in part by good weather, but is also a reflection of a great deal of effort in improving our retail engagement with customers, together with a more sophisticated approach to pricing. When these numbers are combined, our *LoQueue* business grew revenues per guest by 6.1% despite an overall drop in guest numbers.

Chief executive officer's report (continued)

Adjusted operating profit, which the board considers a key underlying metric, for the 12 months ended 31 December 2014 was $8.7m and this equates to 42.6% growth when compared to the 14 month period ended 31 December 2013 and 20.8% ahead of the 12 month pro-forma period ended 31 December 2013 (the "2013 pro-forma period"). At the top line, group revenues for the period increased by 22.3% to $75.1m (2013 pro-forma: $60.3m).

Profit before tax at $5.1m was 59.4% up on the 14 month period ended 31 December 2013 but 1.9% below the 2013 pro-forma period primarily due to expected increases from acquisition related expenses in the form of amortization of acquired intangibles and acquisition and refinancing costs.

The positive picture these results show highlights the momentum now unfolding within our business. As we continue to expand across multiple geographies, increase our product and service offering and make the most of our newest acquisition, VisionOne and its *ShoWare* platform, I feel confident that this momentum will continue to build. The timing of this acquisition means that these results include no benefit from that business or the excellent customer base it brings. Having won 22 new customer mandates since coming under our ownership, we are very pleased with the contribution it has already made.

Cash Flow and debt

As previously announced in November, to facilitate the VisionOne acquisition, the Group extended its banking facility with Lloyds Bank. The extended facility allows the Group to draw down up to $29m at a rate of 1.75% above LIBOR on drawn funds and at a rate of 0.7% on uncommitted funds. The total available for drawdown is subject to reductions of $7.0m on 1 November 2015 and $14.0m on 1 November 2016 and terminates on 31 December 2017.

The Extended Facility, which is US dollar denominated, was secured on *accesso's* assets and intellectual property in the US and UK: an indication of the value of the *accesso* technology in the market and the confidence the finance community has in the *accesso* business.

Free cash flow was $5.8m and was up 16% on the 2013 pro-forma period. Our closing net debt balance of $14.3m accounts for the funds discharged in connection with the acquisition was ahead of our expectations and the board believes that the company is in a strong financial position at the period end, with significant headroom to our debt facility.

Tax

Our effective tax rate in 2013 (11.9%) was unusually low due to non-recurring, non-UK tax deductions for share options exercised in the period. The effective rate in 2014 of 26.2% benefitted by 4.9% due to prior year R&D tax credit claims. The higher underlying rate is representative of the fact that the majority of the Group's profits are subject to tax regimes outside of the UK, the tax treatment of acquisition amortisation and share based payments where the majority of these expenses are not allowable for tax.

The Group continues to review and implement opportunities for maintaining or lowering its effective rate.

Advisors

In May 2014, we were pleased to confirm the appointment of Numis Securities Limited as joint broker and financial adviser alongside Canaccord Genuity who continue to act as the Company's NOMAD, joint broker and financial adviser.

Dividend

The Board maintains its view that the payment of a dividend is unlikely in the short to medium term with cash better invested in product development, complementary M&A as demonstrated by the most recent acquisitions and other growth focused investment opportunities.

IP Protection

During the period we received the first revenues from licensing one of our patent families and although immaterial at this stage, we have now selected a legal partner to lead us in exploring opportunities to extend such licensing opportunities. This is not expected to have any significant impact on our expenditure.

Chief executive officer's report (continued)

Summary and Outlook for 2015

Early in 2015, new business momentum has continued. Our sales pipeline continues to expand and convert and we have seen wins across our portfolio. Operationally we continue to integrate our acquisitions under the leadership of my colleague Steve Brown who assumed the role of Group COO in January 2015.

Looking ahead, I have great confidence in our prospects for 2015. We have the right team; we have a unique and sector defining offering as well as the relationships and ambition to make us the leading and most innovative supplier of technology solutions to the leisure, attractions and cultural markets.

We have started the year strongly, and the Board believes that *accesso* is well positioned to perform excellently over the coming months.

Tom Burnet
Chief Executive Officer

The board of directors
for the financial year ended 31 December 2014

John Weston, Non-executive Chairman

John Weston is the former Chief Executive of British Aerospace and BAE Systems where he served from 1970 to 2002, when it was a £12.5 billion business employing more than 120,000.

Today in addition to serving as chairman for the premiere technology solutions provider to the attractions and leisure industry, he chairs several other companies: MB Aerospace, a supplier of machined engine components to the aero-engine industry; Fibercore, a specialist supplier of fiber optics; Windar, a manufacturer of laser wind sensing devices; and is also a non-executive director at Torotrak plc, developers in the commercial application of gearless traction drive technology.

Weston joined accesso in May 2011 and serves as a member of the company's audit and remuneration committees.

John Alder, Chief Financial Officer

John Alder is a qualified Chartered Accountant and was appointed Chief Financial Officer of accesso in August 2009. He qualified with Coopers and Lybrand (a predecessor firm of PricewaterhouseCoopers) and subsequently spent six years as Finance Director of a subsidiary of AutoLogic Holdings plc, Europe's largest listed automotive logistics company.

Prior to joining accesso, Alder spent 4 years as Interim Group Finance Director and European Controller of private equity backed Palletways Group Limited, supporting the Continental European development of Europe's largest and fastest growing palletised freight network business.

Steve Brown, Chief Operating Officer

As Chief Operating Officer, Steve Brown leads the global operations of accesso including client service, technology development, sales and marketing.

Prior to joining accesso, Brown served as the corporate Vice President of Ticket Strategy and Sales for Six Flags. His career background includes extensive experience with the Walt Disney Co. where he served as Vice President, Revenue Management for the Disneyland Resort and Director, Walt Disney World Ticketing where he led all aspects of the Resort's ticketing process across its nine gated attractions including pricing strategy, fulfilment operations, training and financial management.

Brown received his MBA from the Goizueta Business School at Emory University in Atlanta and graduated with a BS in Marketing from the University of South Florida in Tampa.

Tom Burnet, Chief Executive Officer

Tom Burnet joined accesso as the CEO in late 2010 and is responsible for the company's leadership, strategic direction and growth. He was formerly Managing Director of a division of Serco Group plc, a global outsourcing company, overseeing the 5,000 person Defense Services division.

During his career he has been involved in creating, growing and running several businesses and started his career as the UK's youngest Army Officer. He also has an MBA from the University of Edinburgh.

He believes accesso can grow to become a billion-dollar business and a cornerstone of the attraction and leisure industry's supply chain.

Matt Cooper, Non-executive Director

Matt Cooper is the chairman of Octopus Capital Limited and Octopus Investments Limited. He also serves as Executive Chairman of AIM-listed Imaginatik plc, and also holds further directorships at both private and public companies and of consumer body, Which? Financial.

Prior to joining Octopus, Cooper was the principal managing director of Capital One Bank (Europe) plc where he was responsible for all aspects of the company's strategic direction and day-to-day operations in Europe. He led the UK portion of the business

The board of directors (continued)
for the financial year ended 31 December 2014

from start-up to two million customers, generating revenues of over £275 million and employing more than 2,000 employees.

Cooper joined accesso in September 2012 and is Chairman of the audit committee and a member of the remuneration committee.

David Gammon, Non-executive Director

David Gammon has widespread experience in developing and building technology based businesses. Since 2001, David has focused on finding, advising and investing in UK technology companies. David founded Rockspring, an advisory and investment firm, which focuses on early stage technology companies and where David continues as CEO today. Other current positions include non-executive Chairman Frontier Developments plc and Group Strategic Advisor to Marshall of Cambridge (Holdings) Limited.

Previous experience includes NED and advisor at artificial general intelligence company DeepMind Technologies Limited, advisor to Hawkwood Capital LLP, NED at innovation software and consulting firm Imaginatik plc, NED at real time location technology specialist Ubisense Trading Limited, NED at internet TV specialist Amino Technologies plc, NED at smart metering and software company BGlobal plc and acting CFO at internet specialist Envisional Solutions Limited. Earlier in his career David worked as an investment banker for over 15 years.

Gammon joined accesso in November 2010 and is Chairman of the remuneration committee and a member of the audit committee.

Leonard Sim, Founding Director

Leonard Sim is the founder of accesso and invented its LoQueue Virtual Queuing System in the 90's. He conceived the virtual queuing concept while he ran Tellurian, a sales agency in data communication devices and software. Previously, Sim ran technical sales teams for Rockwell Semiconductor and Ferranti Semiconductor after a period as an electronics engineer at Plessey Radar. He gained an Honours Electronic Engineering degree from Heriot-Watt University, Edinburgh in 1971.

Sim has moved to a part time role supporting activities in intellectual property, business development and strategic planning.

Strategic report
for the financial year ended 31 December 2014

Review of Business

The results for the period and financial position of the company and the group are as shown in the annexed financial statements and explained in the Chairman's report and Chief Executive Officer's statement.

Principal risks and key performance indicators

The board has identified the principal risks and uncertainties which it believes may impact the group and its operations as well as a number of key performance indicators with which to measure the progress of the group.

Principal risks and uncertainties

In line with groups of a similar size, the group is managed by a limited number of key personnel, including executive directors and senior management, who have significant experience within the group and the sectors it operates within and who could be difficult to replace. Executive remuneration plans, incorporating long-term incentives, have been implemented to mitigate this risk.

A key risk relates to the high concentration of revenue derived from particular customers or guests of particular theme parks groups. The group continues to increase its operating parks, including the introduction of additional park operators by introducing new technologies and extending its geographical presence. In addition the group continues to seek appropriate complimentary acquisitions to reduce reliance on specific customers, sectors or geographies.

The group has a very seasonal business with revenue and cash flows predominantly linked to leisure venue attendance which, with the current profile of business, peak in the summer months. Attendance at leisure venues can be impacted by circumstances outside the control of the group including inclement weather, consumer spending capability within the regions we operate together with operator venue pricing, discount policies, investment capability, safety record and marketing.

A significant proportion of revenues of the business are denominated in US dollars. Although the majority of expenditure is also denominated in this currency, there remains an exposure to movements between sterling and US dollars. This exposure is managed via entering into appropriate forward contracts.

It is of fundamental importance in maintaining a sustainable long-term business that the group is aware and takes action to mitigate competitive threats, whether from technological change, or from competition. Effort is directed to ensure that the group invests in appropriate and focused research and development activity and monitors technological advances and competitor activity. Linked to this, the group is committed to protecting its technology by the development and/or purchase of patents and will take appropriate action to defend its intellectual property rights or ensure infringers are licensed.

Key performance indicators

Key performance indicators are used to measure and control both financial and operational performance. Guest attendance, revenues, margins, costs and cash are trended to ensure plans are on track and corrective actions taken where necessary. Product development performance is also monitored and tracked through measurement against agreed milestones. In addition, further key performance indicators include the number of parks where our technology is implemented, the proportion of guests that utilise our products and the sales mix of services offered.

Risk management and internal control

The board is satisfied that the group's risk management and internal control systems are adequate. At this stage the board do not consider it to be appropriate to establish an internal audit function.

On behalf of the board:

John Alder
Chief Financial Officer

17 March 2015

Report of the directors
for the financial year ended 31 December 2014

The directors present their report with the financial statements of the company and the group for the financial year ended 31 December 2014.

Dividends

No dividends will be proposed for the financial year ended 31 December 2014.

Research and development

The group's research and development activities relate to the development of technologies that can be deployed by operators and owners within leisure, entertainment and cultural markets. During the financial year ended 31 December 2014 the group invested $8,691,088 (14 month period ended 31 December 2013: $2,529,000) into research and development. The reported 2014 number is not directly comparable to the 2013 number as previously reported due to changes in the way research and development costs are analysed. On a consistent basis the 14 month period ended 31 December 2013 would be $5,140,145.

Directors

The directors during the period under review were:

John Weston, Non-executive Chairman
John Alder, Executive
Anthony Bone, Non-executive (resigned 27 May 2014)
Steve Brown, Executive
Tom Burnet, Executive
Matt Cooper, Non-executive
David Gammon, Non-executive
Leonard Sim, Executive

The company paid for sufficient directors and officer's indemnity insurance during the period, and to the date of approval of these financial statements, to enable the directors to carry out their duties.

The beneficial interests of the directors holding office on 31 December 2014 in the issued share capital of the company were as follows:

Ordinary share capital £0.01 shares	**As at 31 December 2014 or date of resignation**	**As at 1 January 2014**
John Weston, Non-executive Chairman	165,144	95,700
John Alder, Executive	6,612	6,612
Anthony Bone, Non-executive (resigned 27 May 2014)	201,517	201,517
Steve Brown, Executive	1,133,916	1,723,916
Tom Burnet, Executive (1)	853,818	853,818
Matt Cooper, Non-executive	22,442	22,442
David Gammon, Non-executive	48,000	38,000
Leonard Sim, Executive	2,043,575	2,043,575

(1) Shares held by the employee benefit trust of the company.

Details of the directors' share options are disclosed on page 19.

Report of the directors (continued)
for the financial year ended 31 December 2014

Financial instruments

Details of the group's financial risk management objectives and policies, including the use of financial instruments, are included within the accounting policies in Note 2 to the financial statements.

Substantial shareholdings

As at 16 March 2015 the company had been notified that the following were interested in 3% or more of the ordinary share capital of the company.

Shareholder	Number of ordinary shares	% of Issued ordinary share capital
BlackRock Investment Management	1,939,237	8.85%
FIL Limited	1,938,357	8.84%
Prudential plc group of companies	1,551,640	7.08%
Vision Invest Enterprises Limited	1,519,364	6.93%
Standard Life Investments Limited	1,193,963	5.45%
Mr Leonard Sim, Director	2,043,575	9.32%
Mr Steve Brown, Director	1,133,916	5.17%
accesso Employee Benefit Trust (On behalf of Mr Tom Burnet, Director)	853,818	3.90%

Annual general meeting

The annual general meeting of the company will be held on Tuesday 19th May 2015. The notice convening the meeting is enclosed with these financial statements.

Branch registration

The company operates a branch in Germany.

Corporate governance

The company’s shares are traded on the Alternative Investment Market of the London Stock Exchange. The company is not required to report on compliance with the UK Corporate Governance Code (“the Code”) but the board of directors acknowledges the importance of the principles of the Code and also the recommendations of the Quoted Companies Alliance in its publication “Corporate Governance Guidelines for Smaller Quoted Companies”, and seeks to apply them as appropriate to the company given its nature and size.

The board of directors comprises four executive directors and three independent non-executive directors, one of whom is the chairman. The company holds board meetings regularly throughout the year at which financial and other reports are considered. The board is responsible for formulating, reviewing and approving the group’s strategy, budgets and major items of expenditure.

The committees of the board

The following committees have been established to assist the board in fulfilling its responsibilities:

Audit committee

The members of the audit committee are David Gammon, John Weston and Matt Cooper, who chairs the committee.

The committee met twice during the year to fulfil its duties. The Chairman, Chief Executive Officer, Chief Finance Officer and external auditors attended meetings by invitation.

Report of the directors (continued)
for the financial year ended 31 December 2014

The committee is comprised of independent non-executive directors only and its terms of reference are to promote appropriate standards of integrity, financial reporting, risk management and internal controls. This committee is responsible for overseeing the involvement of the group's auditors in the planning and review of the group's financial statements, any other formal announcements relating to the group's financial performance, for recommending the appointment and fees of its auditors, and for discussing with the auditors the findings of the audit and issues arising from the audit. It reviews the group's compliance with accounting, legal and listing requirements. It is also responsible, along with the board, for reviewing the effectiveness of the systems of internal control. The committee considers the independence and objectivity of the auditors with regard to the way in which they conduct their audit duties.

The committee looks to ensure that the auditors' independence is not compromised by their undertaking of non-audit services. Non-audit/tax advisory services will always be benchmarked by management to ensure value for money, auditor objectivity and independence of advice.

The audit committee's recommendation is that BDO LLP be reappointed as the company's auditors and an appropriate resolution will be put before the shareholders at this year's annual general meeting.

Remuneration committee

The members of the remuneration committee are Matt Cooper, John Weston and David Gammon who chairs the committee.

The full committee met five times during the year to fulfil its duties. The committee considers and approves specific remuneration packages for each executive director following consultation with the chairman. In accordance with guidelines set by the board, the committee determines the group's policy on remuneration of senior executives and the operation of share option schemes and the grant of options. Remuneration of non-executive directors is set by the executive directors.

It is considered that the composition and size of the board does not warrant the appointment of a nominations committee and appointments are dealt with by the board as a whole. The need to appoint such a committee is subject to review by the board.

Going concern

After making appropriate enquiries, the directors have a reasonable expectation that the group has adequate resources to continue in operational existence for the foreseeable future. We are confident that the group outlook for 2015 is strong and underlying this, the business continues to perform well with a strong balance sheet and cash position. For this reason, the board continues to adopt the going concern basis in preparing the accounts.

Disabled employees

The group's policy is one of equal opportunity in the selection, training, career development and promotion of staff. The group has a policy not to discriminate against disabled employees for those vacancies that they are able to fill and will provide facilities, equipment and training to assist any disabled persons employed.

All necessary assistance with initial training courses will be given. Once employed, a career plan will be developed so as to ensure suitable opportunities for each disabled person. Arrangements will be made, wherever possible, for re-training employees who become disabled, to enable them to perform work identified as appropriate to their aptitudes and abilities.

Employees

The group's policy is to consult and engage with employees, by way of meetings, surveys and through personal contact by directors and other senior executives, matters likely to affect employees' interests.

Information on matters of concern to employees is given in meetings, handouts, letters and reports, which seek to achieve a common awareness on the part of all employees on the financial and economic factors affecting the group's performance.

Report of the directors (continued)
for the financial year ended 31 December 2014

Relations with shareholders

The company and board recognise the importance of developing and maintaining good relationships with their shareholders. There have been regular dialogues with shareholders during the year including holding briefings with analysts and other investors including staff shareholders. The company also uses the annual general meeting as an opportunity to communicate with its shareholders. All directors are expected to attend the annual general meeting with the chairman of the audit, remuneration and nominations committees being available to answer shareholders' questions.

Notice of the date of the 2015 annual general meeting is included with this report. Separate resolutions on each substantially separate issue, in particular any proposal relating to the annual report and accounts, will be made at the annual general meeting.

Directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the group and company financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law the directors 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 group and company and of the profit or loss of the group and company for that period. The directors are also required to prepare financial statements in accordance with the rules of the London Stock Exchange for companies trading securities on the Alternative Investment Market.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with IFRSs as adopted by the European Union, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are 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 requirements of the Companies Act 2006. They are 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.

Website publication

The directors are responsible for ensuring the annual report and the financial statements are made available on a website. Financial statements are published on the company's website in accordance with legislation in the United Kingdom governing the preparation and dissemination of financial statements, which may vary from legislation in other jurisdictions. The maintenance and integrity of the company's website is the responsibility of the directors. The directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Statement as to disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the group's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

Auditors

A resolution approving the re-appointment of BDO LLP will be proposed at the forthcoming annual general meeting.

Report of the directors (continued)
for the financial year ended 31 December 2014

Remuneration committee policy

The policy is to provide remuneration packages for executive directors which aim to attract and retain high quality executives and which link their reward to the group's performance. The committee regularly reviews the effectiveness of incentive schemes and, where considered necessary or appropriate in order to maximise shareholder value, the committee will consider updating existing scheme rules and/or implementing new schemes.

Executive Directors' remuneration package

The components of the remuneration package are base salary and benefits, bonuses, pension contributions and long-term incentive arrangements. Base salaries are reviewed by the committee annually, normally in January. The executives may also receive bonuses, depending on whether certain financial, operational or strategic objectives are met. The annual standard bonus plan for the executive directors has a maximum threshold of between 20% and 50% of base salary and exceptional bonuses are considered at the committee's discretion. The benefits packages offered include private health insurance and payments to money purchase pension schemes. Notice periods for all executive directors are set at six months.

Details of the directors' emoluments who served during the current or prior period are also set out below:

Directors' emoluments

	Salary	Fees (1)	Bonus	Other benefits	2014 12 months Total	2013 14 months Total	2014 12 months Retirement contributions	2013 14 months Retirement contributions
	$000	$000	$000	$000	$000	$000	$000	$000
Non - Executive Directors								
John Weston	89	-	-	-	89	91	-	-
Anthony Bone (1 & 3)	5	23	-	-	28	56	-	-
Matt Cooper	10	47	-	-	57	56	-	-
David Gammon (1)	10	47	-	-	57	56	-	-
Executive Directors								
John Alder (2)	270	-	92	17	379	392	32	28
Steve Brown (2)	290	-	123	7	420	400	-	-
Tom Burnet	405	-	264	2	671	626	33	36
Leonard Sim	55	-	-	6	61	126	5	10
	1,134	**117**	**479**	**32**	**1,762**	1,803	**70**	74
Share based payments					**41**	12		
Total					**1,803**	1,815		

(1) Fee payments in respect of the services provided by Anthony Bone and David Gammon were paid to IXXI Ltd and Rockspring respectively.
(2) John Alder and Steve Brown are US citizens and are part of US healthcare programs
(3) Resigned 27 May 2014
(4) Including profits on exercises of options in the year, Tom Burnet was the highest paid director in 2014 (2013: Leonard Sim)

Share option scheme

The share options of the directors are set out below:

Report of the directors (continued)
for the financial year ended 31 December 2014

	31 December 2013	Exercised in the period	31 December 2014 or date of resignation	Exercise price	Date from which exercisable	Expiry Date
Executive directors						
John Alder	40,000	-	40,000	57.5p	25 Jun 10	24 Jun 19
	160,000	-	160,000	156p (1)	10 Mar 12	09 Mar 21
Steve Brown	-	-	-	-	-	-
Tom Burnet	110,000	(110,000)	-	102.5p	02 Dec 11	01 Dec 20
Leonard Sim	-	-	-	-		
Non-executive directors						
John Weston	69,444	(69,444)	-	144p	18 Apr 12	17 Apr 21
Anthony Bone (2)	40,000	(10,000)	30,000	156p	10 Mar 12	09 Mar 21
David Gammon (3)	80,000	-	80,000	156p	10 Mar 12	09 Mar 21
Matt Cooper	30,400	-	30,400	600p	25 Apr 15	25 Apr 23

(1) Options may only be exercised when the share price is above £1.82
(2) Resigned on 27 May 2014
(3) Held by Rockspring on behalf of David Gammon

Exercises in the year

On 3 April 2014, Tom Burnet exercised options over 110,000 ordinary shares. The exercise price of the options was 102.5p, recording a pre-tax gain of $1,071,574. On 7 July 2014, John Weston exercised options over 69,444 ordinary shares. The exercise price of the options was 144.0p, recording a pre-tax gain of $437,061.

Employee benefit trust share subscription and Tom Burnet equity incentive plan

On 10 March 2011, the remuneration committee of the board recommended, and the board approved, an incentive arrangement pursuant to which the company lent its employee benefit trust (''EBT'') £1,331,956, and the EBT subscribed for 853,818 new ordinary shares of 1 penny each in the company (''New Ordinary Shares'').
The EBT plan subsequently granted Tom Burnet an interest in the growth in value above a share price of £2 per share in the New Ordinary Shares. In addition the EBT granted Tom Burnet an option to acquire, in relation to half of the new ordinary shares (426,909), the EBT's interest in the value between £1.30 and £2, provided that at the date of exercise the share price is above £1.82.

The shares are registered in the name of Lo-Q (Trustees) Limited, a wholly owned subsidiary of the company. John Alder and Leonard Sim are directors of Lo-Q (Trustees) Limited.

Long Term Incentive Plan Awards

On 8 July 2014, the Company granted conditional share awards ("Awards") over ordinary shares of 1 penny each under the accesso Technology Group 2014 Long Term Incentive Plan which was approved by shareholders on 27 May 2014. Awards were granted to Tom Burnet (45,395 shares), John Alder (29,818 shares) and Steve Brown (32,028 shares).

The Awards vest three years from the date of grant and are required to be held for a further six months and are subject to certain performance conditions relating to the achievement of compound share price growth rates from a share price of 528.25p per share over the vesting period. No consideration will be paid for the conditional shares upon their vesting.

On behalf of the board:
John Alder
Chief Financial Officer
17 March 2015

Report of the independent auditors to the members of accesso Technology Group plc for the financial year ended 31 December 2014

We have audited the financial statements of accesso Technology Group plc for the financial year ended 31 December 2014 which comprise the group statement of comprehensive income, the group and parent company statements of financial position, the group and parent company statements of cash flow, the group and parent company statements of changes in equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by European Union and, as regards the parent company financial statements, as applied in accordance with the provisions of Companies Act 2006.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the director's responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion:

- the financial statements give a true and fair view of the state of the group's and of the parent company's affairs as at 31 December 2014 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union;
- the parent company financial statements have been properly prepared in accordance with IFRSs as adopted by the European Union and as applied in accordance with the provisions of the Companies Act 2006; and
- the financial statements have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and directors' reports for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Simon Brooker (senior statutory auditor)
For and on behalf of
BDO LLP, statutory auditors
Reading, United Kingdom

17 March 2015
BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Consolidated statement of comprehensive income
for the financial year ended 31 December 2014

	Notes	**2014 12 months $000**	2013 14 months $000
Revenue	3	**75,091**	61,433
Cost of Sales		**(43,086)**	(39,991)
Gross Profit		**32,005**	21,442
Administrative expenses		**(26,534)**	(17,966)
Operating profit		**5,471**	3,476
Finance Expense	6	**(344)**	(248)
Finance income	6	**2**	14
Profit before tax		**5,129**	3,242
Income tax	7	**(1,344)**	(386)
Profit for the period		**3,785**	2,856
Other comprehensive income			
Items that will be reclassified to income statement			
Exchange differences on translating foreign operations		**895**	(817)
Other comprehensive income / (loss) for the period net of tax		**895**	(817)
Total comprehensive income for the period		**4,680**	2,039
Profit attributable to owners of the parent		**3,785**	2,856
Total comprehensive income attributable to owners of the parent		**4,680**	2,039
Earnings per share expressed in cents per share:			
Basic	9	**18.49**	14.70
Diluted	9	**18.16**	14.22

All activities of the company are classified as continuing.
The notes on pages 28 to 62 form part of these consolidated financial statements.

Consolidated statement of financial position
for the financial year ended 31 December 2014

Registered Number: 03959429	Notes	31 December 2014 $000	31 December 2013 $000	4 November 2012 $000
Assets				
Non-current assets				
Intangible assets	10	**71,083**	33,169	1,987
Property, plant and equipment	11	**2,733**	3,291	2,341
Deferred tax assets	17	**5,696**	6,539	431
		79,512	42,999	4,759
Current assets				
Inventories	13	**648**	807	736
Trade and other receivables	14	**6,946**	4,253	1,664
Income tax receivable		**1,052**	1,546	-
Cash and cash equivalents	15	**5,693**	5,489	14,357
		14,339	12,095	16,757
Liabilities				
Current liabilities				
Trade and other payables	16	**7,999**	5,385	1,232
Finance lease liabilities	18	**48**	-	-
Income tax payable		**-**	-	331
		8,047	5,385	1,563
Net current assets		**6,292**	6,710	15,194
Non-current liabilities				
Deferred tax	17	**8,804**	2,670	44
Finance lease liabilities	18	**114**	-	-
Borrowings	19	**20,000**	7,500	-
		28,918	10,170	44
Total liabilities		**36,965**	15,555	1,607
Net assets		**56,886**	39,539	19,909
Shareholders' equity				
Called up share capital	20	**342**	335	282
Share premium		**25,229**	26,404	10,718
Own shares held in trust		**(2,076)**	(2,133)	(2,136)
Other reserves		**2,593**	2,658	940
Retained earnings		**16,236**	13,148	10,161
Merger reserve		**14,540**	-	-
Translation reserve		**22**	(873)	(56)
Total equity		**56,886**	39,539	19,909

The financial statements were approved by the Board of Directors on 17 March 2015 and were signed on its behalf by:

Tom Burnet
Chief Executive Officer

The notes on pages 28 to 62 form part of these consolidated financial statements.

Company statement of financial position
for the financial year ended 31 December 2014

Registered Number: 03959429	Notes	31 December 2014 $000	31 December 2013 $000	4 November 2012 $000
Assets				
Non-current assets				
Intangible assets	10	**2,356**	2,302	1,986
Investments in subsidiaries	12	**47,948**	14,935	1
Property, plant and equipment	11	**1,377**	2,086	2,314
Deferred tax asset	17	**195**	629	457
		51,876	19,952	4,758
Current Assets				
Inventories	13	**403**	468	284
Trade and other receivables	14	**20,528**	23,040	7,643
Income tax receivable		**903**	1,075	-
Cash and cash equivalents	15	**1,309**	2,941	9,887
		23,143	27,524	17,814
Liabilities				
Current liabilities				
Trade and other payables	16	**1,461**	841	685
Income tax payable		**-**	-	260
		1,461	841	945
Net current assets		**21,682**	**26,683**	**16,869**
Non-current liabilities				
Deferred tax	17	**32**	116	71
Borrowings	19	**20,000**	7,500	-
		20,032	7,616	71
Total liabilities		**21,493**	8,457	1,016
Net assets		**53,526**	39,019	21,556
Shareholders' equity				
Called up share capital	20	**342**	335	282
Share premium		**25,229**	26,404	10,718
Other reserves		**1,831**	1,516	940
Retained earnings		**11,672**	10,785	9,672
Merger Reserve		**14,540**	-	-
Translation reserve		**(88)**	(21)	(56)
Total equity		**53,526**	39,019	21,556
Total shareholders' equity		**53,526**	39,019	21,556

The financial statements were approved by the Board of Directors on 17 March 2015 and were signed on its behalf by:

Tom Burnet
Chief Executive Officer

The notes on pages 28 to 62 form part of these consolidated financial statements.

Consolidated statement of cash flow
for the financial year ended 31 December 2014

	Notes	**2014** **12 months** **$000**	2013 14 months $000
Cash flows from operating activities			
Cash generated from operations	25	**10,640**	7,766
Tax paid		**(1,340)**	(1,710)
Net cash inflow from operating activities		**9,300**	6,056
Cash flows from investing activities			
Acquisition of subsidiary, net of cash acquired		**(18,088)**	(19,398)
Purchase of intangible fixed assets		**(2,697)**	(1,905)
Purchase of property, plant and equipment		**(825)**	(1,465)
Interest received		**2**	14
Net cash used in investing activities		**(21,608)**	(22,754)
Cash flows from financing activities			
Share Issue		**402**	580
Interest paid		**(344)**	(250)
Payments to finance lease creditors		**(46)**	-
Proceeds from borrowings		**12,500**	7,500
Net cash from financing activities		**12,512**	7,830
Increase/(decrease) in cash and cash equivalents		**204**	(8,868)
Cash and cash equivalents at beginning of year		**5,489**	14,357
Cash and cash equivalents at end of year	15	**5,693**	5,489

The notes on pages 28 to 62 form part of these consolidated financial statements.

Company statement of cash flow
for the financial year ended 31 December 2014

	Notes	**2014** **12 months** **$000**	2013 14 months $000
Cash flows from operating activities			
Cash generated from operations	25	**5,957**	(11,723)
Tax received/ (paid)		**97**	(1,241)
Net cash inflow/ (outflow) from operating activities		**6,054**	(12,964)
Cash flows from investing activities			
Acquisition of subsidiary		**(18,781)**	-
Purchase of intangible fixed assets		**(1,004)**	(1,118)
Purchase of property, plant and equipment		**(473)**	(776)
Interest received		**2**	14
Net cash used in investing activities		**(20,256)**	(1,880)
Cash flows from financing activities			
Share Issue		**402**	484
Interest paid		**(332)**	(86)
Proceeds from borrowings		**12,500**	7,500
Net cash from financing activities		**12,570**	7,898
Decrease in cash and cash equivalents		**(1,632)**	(6,946)
Cash and cash equivalents at beginning of year		**2,941**	9,887
Cash and cash equivalents at end of year	15	**1,309**	2,941

The notes on pages 28 to 62 form part of these consolidated financial statements.

Statement of changes in group equity
for the financial year ended 31 December 2014

Group	Share capital	Share premium	Retained earnings	Merger reserve	Other reserves	Own shares held in trust	Translation reserve	Total
	$000	$000	$000	$000	$000	$000	$000	$000
Balance at 31 December 2013	**335**	**26,404**	**13,148**	**-**	**2,658**	**(2,133)**	**(873)**	**39,539**
Comprehensive Income for the year								
Profit for period	-	-	3,785	-	-	-	-	3,785
Exchange differences on translating foreign operations	-	-	-	-	-	-	895	895
Total comprehensive income for the year	-	-	3,785	-	-	-	895	4,680
Contributions by and distributions by owners								
Issue of share capital	27	399	-	14,540	-	-	-	14,966
Share based payments	-	-	-	-	353	-	-	353
Share option tax credit - current	-	-	-	-	316	-	-	316
Share option tax credit - deferred	-	-	-	-	(776)	-	-	(776)
Exchange differences on opening balances	(20)	(1,574)	(697)	-	42	57	-	(2,192)
								-
Total contributions by and distributions by owners	7	(1,175)	(697)	14,540	(65)	57	-	12,667
Balance at 31 December 2014	**342**	**25,229**	**16,236**	**14,540**	**2,593**	**(2,076)**	**22**	**56,886**
Balance at 4 November 2012	282	10,718	10,161	**-**	940	(2,136)	(56)	19,909
Comprehensive Income for the year								
Profit for period	-	-	2,856	-	-	-	-	2,856
Exchange differences on translating foreign operations	-	-	-	-	-	-	(817)	(817)
Total comprehensive income for the year	-	-	2,856	-	-	-	(817)	2,039
Contributions by and distributions by owners								
Issue of share capital	43	15,374	-	-	-	-	-	15,417
Share based payments	-	-	-	-	186	-	-	186
Share option tax credit - current	-	-	-	-	399	-	-	399
Share option tax credit - deferred	-	-	-	-	1,126	-	-	1,126
Exchange differences on opening balances	10	312	131	-	7	3	-	463
Total contributions by and distributions by owners	53	15,686	131	-	1,718	3	-	17,591
Balance at 31 December 2013	**335**	**26,404**	**13,148**	-	**2,658**	**(2,133)**	**(873)**	**39,539**

Statement of changes in company equity
for the financial year ended 31 December 2014

Company	Share capital	Share premium	Retained earnings	Merger reserve	Other reserves	Translation reserve	Total
	$000	$000	$000	$000	$000	$000	$000
Balance at 31 December 2013	**335**	**26,404**	**10,785**	**-**	**1,516**	**(21)**	**39,019**
Comprehensive Income for the year							
Profit for period	-	-	1,216	-	-	-	1,216
Exchange differences on translating foreign operations	-	-	-	-	-	(67)	(67)
Total comprehensive income for the year	-	-	1,216	-	-	(67)	1,149
Contributions by and distributions by owners							
Issue of share capital	27	399	-	14,540	-	-	14,966
Share based payments	-	-	-	-	353	-	353
Share option tax credit - current	-	-	-	-	318	-	318
Share option tax credit - deferred	-	-	-	-	(492)	-	(492)
Exchange differences on opening balances	(20)	(1,574)	(329)	-	136	-	(1,787)
Total contributions by and distributions by owners	7	(1,175)	(329)	14,540	315	-	13,358
Balance at 31 December 2014	**342**	**25,229**	**11,672**	**14,540**	**1,831**	**(88)**	**53,526**
Balance at 4 November 2012	282	10,718	9,672	-	940	(56)	21,556
Comprehensive Income for the year							
Profit for period	-	-	1,051	-	-	-	1,051
Exchange differences on translating foreign operations	-	-	-	-	-	35	35
Total comprehensive income for the year	-	-	1,051	-	-	35	1,086
Contributions by and distributions by owners							
Issue of share capital	43	15,374	-	-	-	-	15,417
Share based payments	-	-	-	-	179	-	179
Share option tax credit - current	-	-	-	-	399	-	399
Share option tax credit - deferred	-	-	-	-	209	-	209
Exchange differences on opening balances	10	312	62	-	(211)	-	173
Total contributions by and distributions by owners	53	15,686	62	-	576	-	16,377
Balance at 31 December 2013	**335**	**26,404**	**10,785**	**-**	**1,516**	**(21)**	**39,019**

Notes to the consolidated financial statements
for the financial year ended 31 December 2014

1. Accounting Policies

Basis of preparation

accesso Technology Group plc is a public limited company incorporated in the United Kingdom, whose shares are publicly traded on the AIM market. The company is domiciled in the United Kingdom and its registered address is Thames House, Portsmouth Road, Esher, Surrey, KT10 9AD.

The financial period represents the 52 week and 1 day period to 31 December 2014 (prior financial year 60 weeks and 2 days to 31 December 2013). The group's principal activities are the development and application of ticketing, mobile and eCommerce technologies and virtual queuing solutions for the attractions and leisure industry.

Statement of compliance with IFRS

The group's financial statements have been prepared in accordance with International Financial Reporting Standards, International Accounting Standards, and related interpretations (collectively IFRSs) issued by the International Accounting Standards Board (IASB) as adopted by the European Union ("adopted IFRSs").

The principal accounting policies adopted in the preparation of the financial statements are set out below. The policies have been consistently applied to all the periods presented, unless otherwise stated.

The following new standards have been adopted during the period

- IFRS 10 Consolidated Financial Statements
- IFRS 11 Joint Arrangements
- IFRS 12 Disclosure of Interests in Other Entities
- IAS 27 Separate Financial Statements
- IAS 28 Investments in Associates and Joint Ventures
- Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)
- Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27)
- Recoverable amounts disclosures for non-financial assets (Amendments to IAS 36)
- Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39)

The adoption of the above new standards has not had a material impact on the financial statements during the period ended 31 December 2014.

New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are not effective for 2014 and therefore have not been applied in preparing these accounts. The effective dates shown are for periods commencing on the date quoted.

- Defined Benefit Plans: Employee Contributions: Amendments to IAS 19 (effective for periods beginning on or after 1 July 2014)
- Accounting for Acquisitions of Interests in Joint Operations: Amendments to IFRS 11 (effective 1 January 2016)
- Clarification of Acceptable Methods of Depreciation and Amortisation: Amendments to IAS 16 and IAS 38 (effective 1 January 2016)
- Equity Method in Separate Financial Statements (Amendments to IAS 27) (effective 1 January 2016)
- Sale or contribution of assets between an investor and its associate or joint venture (Amendments to IFRS 10 and IAS 28) (effective 1 January 2016)
- IFRS 15 Revenue from Contracts with Customers (effective 1 January 2017)
- IFRS 9 Financial Instruments (effective 1 January 2018)
- Disclosure Initiative: Amendments to IAS 1 (effective 1 January 2016)
- Annual improvements to IFRSs

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

The group has considered the above new standards, interpretations and amendments to published standards that are not yet effective and concluded that they are either not relevant to the group or that they would not have a significant impact on the group's financial statements, apart from additional disclosures.

Basis of accounting

The financial statements of accesso have been prepared in accordance with EU Endorsed International Financial Reporting Standards and IFRIC interpretations (IFRS) and the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

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 accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are noted below.

Critical estimates and judgements

The group makes judgements and assumptions concerning the future that impact the application of policies and reported amounts. The resulting accounting estimates calculated using these judgements and assumptions may not equal the related actual results but are based on historical experience and expectations of future events. The judgements and key sources of estimation uncertainty that have a significant effect on the amounts recognised in the financial statements are discussed below.

Impairment of assets

Financial and non-financial assets including other intangibles are subject to impairment reviews based on whether current or future events and circumstances suggest that their recoverable amount may be less than their carrying value. Recoverable amount is based on a calculation of expected future cash flows which includes management assumptions and estimates of future performance.

If there is an indication that impairment exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the group estimates the recoverable amount of the cash-generating unit to which this asset belongs. An intangible asset with an indefinite useful life is tested for impairment annually and whenever there is an indication that the asset may be impaired.

Recoverable amount is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of the future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a re-valued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (cash-generating unit) in prior periods. A reversal of an impairment loss is recognised as income immediately unless the relevant asset is carried at a re-valued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

Impairment of non-financial assets (excluding inventories and deferred tax assets)

Impairment tests on goodwill and other intangible assets with indefinite useful economic lives are undertaken annually at the financial year end. Other non-financial assets are subject to impairment tests whenever events or changes in

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Impairment of non-financial assets (excluding inventories and deferred tax assets) (continued)

circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in use and fair value less costs to sell), the asset is written down accordingly.

Where it is not possible to estimate the recoverable amount of an individual asset, the impairment test is carried out on the smallest group of assets to which it belongs for which there are separately identifiable cash flows; its cash generating units ('CGUs'). Goodwill is allocated on initial recognition to each of the group's CGUs that are expected to benefit from the synergies of the combination giving rise to the goodwill.

Impairment charges are included in profit or loss, except to the extent they reverse gains previously recognised in other comprehensive income. An impairment loss recognised for goodwill is not reversed.

Useful lives of intangible assets

Intangible assets are amortised over their estimated useful lives. Useful lives are based on the management's estimates of the period that the assets will generate revenue, which are periodically reviewed for continued appropriateness. Changes to estimates can result in significant variations in the carrying value and amounts charged to the consolidated income statement in specific periods. More details including carrying values are included in note 10.

Determination of fair values of intangible assets acquired in business combinations

The fair value of intangible assets acquired in business combinations is based on a method appropriate to the specific intangible asset. The accesso, LLC intangible assets were derived as follows:

- Customer relationships on multiple period excess earnings; and
- Internally developed technology on an estimated cost to recreate the intellectual property.

Siriusware, Inc. and VisionOne's intangible assets were derived as follows:

- Internally developed technology on a multiple period excess earnings method;
- Customer relationships on a cost based approach; and
- Trademarks on a relief from royalty method.

Income taxes

The group is subject to income tax in several jurisdictions and significant judgement is required in determining the provision for income taxes. During the ordinary course of business, there are transactions and calculations for which the ultimate tax determination is uncertain. As a result, the group recognises tax liabilities based on estimates of whether additional taxes and interest will be due. The group believes that its accruals for tax liabilities are adequate for all open audit years based on its assessment of many factors including past experience and interpretations of tax law. This assessment relies on estimates and assumptions and may involve a series of complex judgements about future events. To the extent that the final tax outcome of these matters is different than the amounts recorded, such differences will impact income tax expense in the period in which such determination is made.

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered.

Deferred tax arising on business combinations reflects the difference in tax base and book base. The tax base of the intangible assets depends on the local jurisdiction and the nature of the acquisition as to whether a stock or asset purchase.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Research and development tax credit

Research and development tax credits are recognised on an accruals basis and are included as an income tax credit under current assets. The group has history of successfully estimating research and development tax credits as set out by applicable tax legislation.

Basis of consolidation

The consolidated financial statements incorporate the results of accesso and all of its subsidiary undertakings as at 31 December 2014 using the acquisition method of accounting. The results of subsidiary undertakings are included from the date of acquisition.

Disclosure and details of the subsidiaries are provided in note 12.

Where necessary, adjustments are made to the financial statements of subsidiaries to bring the accounting policies used in line with those used by the group.

All intra-group transactions, balances, income and expenses are eliminated on consolidation.

Lo-Q (Trustees) Limited, a subsidiary company that holds an employee benefit trust on behalf of accesso Technology Group plc is under control of the board of directors and hence has been consolidated into the group results.

The acquisition of subsidiaries is accounted for using the purchase method. The cost of the acquisition is measured at the aggregate of the fair value, 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. Any costs directly attributable to the business combination are written off to the group income statement. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions under IFRS 3 are recognised at their fair value at the acquisition date.

Goodwill arising on acquisition is recognised as an asset and initially measured at cost, being the excess of the cost of the business combination over the group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised.

Subsidiaries

Subsidiaries are all entities over which the group has the power to govern the financial and operating policies generally accompanying a shareholding of more than half of the voting rights. The results of subsidiaries are included in the group income statement from the date of acquisition.

Investments including the shares in subsidiary companies held as fixed assets are stated at cost less any provision for impairment in value.

Change in presentation currency

The directors decided that effective 1 January 2014 the group's presentation currency should be USD, as this more closely aligns with the global operations of the group. Comparative information has been restated in USD in accordance with the guidance in IAS 21. The 14 month period ended 31 December 2013 numbers and associated notes and the balance sheet at 4 November 2012 have been retranslated from GBP to USD using the procedures outlined below:

i. assets and liabilities were translated into USD at closing rates of exchange;
ii. income and expenses were translated into USD at monthly rates of exchange as they are a suitable proxy for the prevailing rates at the date of transactions;
iii. differences resulting from the retranslation on the opening net assets and the results for the period have been taken to Other Comprehensive Income; and

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

iv. the group has chosen to translate share capital, share premium and other reserves at closing rates in line with IAS21, any differences arising have been recorded as cumulative translation adjustments and recorded direct to translation reserves.

Revenue recognition

Revenue primarily arises from the development and application of virtual queuing technologies and the rental of such technology by theme park, water park or attraction guests, eCommerce ticketing and the sale of point of sale hardware and software.

Revenue, in relation to virtual queuing, represents either total rentals, net of sales taxes, to theme park, water park or attraction guests, where the group is responsible for the operation within the park or attraction, or the group's share of such rental. Where total revenue is accounted for, the park operator's share of such rental is included within cost of sales.

Ticketing revenue is recognised on a transactional basis and point of sale revenue is recognised on transfer of the goods or services.

Revenue also includes, where applicable, revenue from the sale of an installed system to a new or existing park operator, which is recognised on delivery of the system.

Interest expense recognition

Expense is recognised as interest accrues, using the effective interest method, to the net carrying amount of the financial liability.

Employee expenses

The group issues equity-settled share-based payments to full time employees. Equity-settled share-based payments are measured at the fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the group's estimate of shares that will eventually vest.

The fair value of EMI and unapproved share options is measured by use of a Black-Scholes model, and share options issued under the Long Term Incentive Plan ('LTIP') are measured using the Monte Carlo method due to the market based conditions upon which vesting is dependent. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

The LTIP awards contain market based vesting conditions. Market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether the market vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Commitments under operating leases

Where substantially all of the risks and rewards incidental to ownership are not transferred to the group (an "operating lease"), the total rentals payable under the lease are charged to the consolidated statement of comprehensive income on a straight-line basis over the lease term. The aggregate benefit of lease incentives is recognised as a reduction of the rental expense over the lease term on a straight-line basis.

Leased assets

Where substantially all of the risks and rewards incidental to ownership of a leased asset have been transferred to the Group (a "finance lease"), the asset is treated as if it had been purchased outright. The amount initially recognised as

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Leased assets (continued)

an asset is the lower of the fair value of the leased property and the present value of the minimum lease payments payable over the term of the lease. The corresponding lease commitment is shown as a liability.

Lease payments are analysed between capital and interest. The interest element is charged to the consolidated statement of comprehensive income over the period of the lease and is calculated so that it represents a constant proportion of the lease liability. The capital element reduces the balance owed to the lessor.

Property, plant and equipment

Items of property, plant and equipment are stated at cost of acquisition or production cost less accumulated depreciation and impairment losses.

Depreciation is charged so as to write off the cost of assets over their estimated useful lives, using the straight-line method, on the following bases:

Plant and machinery	33.3%
Office equipment	33.3%
Installed systems	25-33.3% or seasons within life of contract
Furniture and fixtures	20.0%

For installed systems the depreciation is charged over a season of operation as this directly reflects the period of operation of the assets in which economic benefits are generated.

Inventories

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items. Stocks are calculated on a first in first out basis.

Park installations are valued on the basis of the cost of stock items and labour plus attributable overheads.

Net realisable value is based on estimated selling price less additional costs to completion and disposal.

Deferred tax

Deferred tax assets and liabilities are recognised where the carrying amount of an asset or liability in the consolidated statement of financial position differs from its tax base, except for differences arising on:

- the initial recognition of goodwill;
- the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting or taxable profit; and
- investments in subsidiaries and jointly controlled entities where the group is able to control the timing of the reversal of the difference and it is probable that the difference will not reverse in the foreseeable future.

Recognition of deferred tax assets is restricted to those instances where it is probable that taxable profit will be available against which the difference can be utilised.

The amount of the asset or liability is determined using tax rates that have been enacted or substantively enacted by the reporting date and are expected to apply when the deferred tax liabilities/(assets) are settled/(recovered).

Deferred tax assets and liabilities are offset when the group has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority on either:

- the same taxable group company; or

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Deferred tax (continued)

- different group entities which intend either to settle current tax assets and liabilities on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax assets or liabilities are expected to be settled or recovered.

Current income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Goodwill and intangible assets

Goodwill is carried at cost less any provision for impairment. Intangible assets are valued at cost less amortisation and any provisions for impairment.

Goodwill arising on business combinations (representing the excess of fair value of the consideration given over the fair value of the separable net assets acquired) is capitalised and its subsequent measurement is based on annual impairment reviews, with any impairment losses recognised immediately in the income statement. Direct costs of acquisition are recognised immediately in the income statement as an expense.

Externally acquired intangible assets

Intangible assets are capitalised at cost and amortised to nil by equal annual instalments over their estimated useful economic life.

Intangible assets are recognised on business combinations if they are separable from the acquired entity. The amounts ascribed to such intangibles are arrived at by using appropriate valuation techniques (see note 10). The significant intangibles recognised by the group and their useful economic lives are as follows:

- Brand name over 3-5 years
- Customer relationships over 15 years
- Intellectual property over 5-7 years

Internally generated intangible assets (research and development costs)

Expenditure on internally developed products is capitalised if it can be demonstrated that:

- It is technically feasible to develop the product for it to be sold;
- Adequate resources are available to complete the development;
- There is an intention to complete and sell the product;
- The group is able to sell the product;
- Sale of the product will generate future economic benefits; and
- Expenditure on the project can be measured reliably.

Capitalised development costs are amortised over the periods the group expects to benefit from selling the products developed, which is estimated to be 3 and 5 years. The amortisation expense is included within research and development expenses in the consolidated income statement.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Internally generated intangible assets (research and development costs) (continued)

Development expenditure not satisfying the above criteria and expenditure on the research phase of internal projects are recognised in the consolidated income statement as incurred.

Research and development

In accordance with IAS 38 'Intangible Assets', expenditure incurred on research and development is distinguished as either to a research phase or to a development phase.

All advanced research phase expenditure is charged to the income statement. For development expenditure, this is capitalised as an internally generated intangible asset, only if it meets criteria noted above.

Development expenditure is capitalised and amortised within administrative expenses on a straight line basis over its useful economic life, which is considered to be up to a maximum of 5 years. The group has contractual commitments for development costs of $nil (2013: $nil).

Intellectual property rights and patents

Intellectual property rights comprise assets acquired, being external costs, relating to know how, patents and licences and have been capitalised at the fair value of the assets acquired and are amortised within administrative expenses on a straight line basis over their estimated useful economic life of 5 and 9 years.

Foreign currency exchange

Transactions entered into by group entities in a currency other than the currency of the primary economic environment in which they operate (their "functional currency") are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in profit or loss, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation, in which case exchange differences are recognised in other comprehensive income and accumulated in the foreign exchange reserve along with the exchange differences arising on the retranslation of the foreign operation.

Exchange gains and losses arising on the retranslation of monetary available for sale financial assets are treated as a separate component of the change in fair value and recognised in profit or loss. Exchange gains and losses on non-monetary available for sale financial assets form part of the overall gain or loss recognised in respect of that financial instrument.

On consolidation, the results of operations that have a functional currency other than United States dollars are translated into United States dollars at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations, including goodwill arising on the acquisition of those operations, are translated at the rate ruling at the reporting date. Exchange differences on translating the opening net assets at opening rate and the results of the overseas operations at actual rate are recognised in other comprehensive income and accumulated in the foreign exchange reserve.

Exchange differences recognised profit or loss in group entities' separate financial statements on the translation of long-term monetary items forming part of the group's net investment in the overseas operation concerned are reclassified to other comprehensive income and accumulated in the foreign exchange reserve on consolidation. They are offset by any exchange differences on foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation.

On disposal of a foreign operation, the cumulative exchange differences recognised in the foreign exchange reserve relating to that operation up to the date of disposal are transferred to the consolidated statement of comprehensive income as part of the profit or loss on disposal.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Pension costs

Contributions to the group's defined contribution pension scheme are charged to the profit and loss account in the period/ year in which they become due.

Financial assets

The group classifies all its financial assets into one of the following categories, depending on the purpose for which the asset was acquired. Other than financial assets in a qualifying hedging relationship, the group's accounting policy for each category is as follows:

- ***Loans and receivables*** are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (trade receivables), but also incorporate other types of contractual monetary asset.

- ***Trade receivables*** are initially recognised by the group and carried at original invoice amount less an allowance for any uncollectible or impaired amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when they are identified as being bad. Other receivables are recognised at fair value.

- ***Cash and cash equivalents*** in the statement of financial position comprise cash at bank, cash in hand and short term deposits with an original maturity of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the group's cash management are included as a component of cash and cash equivalents for the purposes of the consolidated cash flow statement. Bank overdrafts are shown within loans and borrowings in current liabilities in the statement of financial position.

- ***Impairment*** is recognised if there is objective evidence that the balance will not be recovered.

The group's loans and receivables comprise trade and other receivables and cash and cash equivalents in the statement of financial position.

Financial liabilities

The group treats its financial liabilities in accordance with the following accounting policy:

- ***Trade payables*** and other short-term monetary liabilities are recognised at fair value and subsequently at amortised cost.

- ***Bank borrowings and finance leases*** are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statement of financial position. "Interest expense" in this context includes initial transaction costs and premiums payable on redemption, as well as any interest payable while the liability is outstanding.

Financial instruments

Financial instruments are used to manage the financial risks arising from the business activities of the group and the financing of those activities. There is no trading in financial instruments.

Equity instruments regarding share capital

Equity instruments are recorded at the proceeds received, net of direct issue costs.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Employee benefit trust (EBT)

As the company is deemed to have control of its EBT trust, it is treated as a subsidiary and consolidated for the purposes of the consolidated financial statements. The EBT's assets (other than investments in the company's shares), liabilities, income and expenses are included on a line-by-line basis in the consolidated financial statements. The EBT's investment in the company's shares is deducted from equity in the consolidated statement of financial position as if they were treasury shares.

2. Financial risk management

Overview:

The group has exposure to the following risks from its use of financial instruments:

- Liquidity risk;
- Interest rate risk;
- Credit risk; and
- Market risk.

This note presents information about the group's exposure to each of the above risks and the group's policies and processes for measuring and managing these risks. The risks are managed centrally following board approved policies. The group operates a centralised treasury function in accordance with board approved policies and guidelines covering funding and management of foreign exchange exposure and interest rate risk. Transactions entered into by the treasury function are required to be in support of, or as a consequence of, underlying commercial transactions.

Other than short-term trade receivables and trade payables, as detailed in notes that arise directly from operations the group's financial instruments comprise cash. The fair values of these instruments are not materially different to their book values. The objective of holding financial instruments is to raise finance for the group's operations and manage related risks. The group's activities expose the group to a number of risks including liquidity risk, interest rate risk, credit risk and market risk. The group manages these risks by regularly monitoring the business and providing ongoing forecasts of the impact on the business.

Liquidity risk

The group closely monitors its access to bank and other credit facilities in comparison to its outstanding commitments to ensure it has sufficient funds to meet its obligations as they fall due. The group finance function produces regular forecasts that estimate the cash inflows and outflows for the next 12 months, so that management can ensure that sufficient financing is in place as it is required. The group's objective is to maintain a balance between continuity of funding and flexibility through the use of banking arrangements in place.

Maturity analysis

The following table analyses the group's financial liabilities on a contractual gross basis based on amount outstanding at the balance sheet date up to maturity date:

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

31 December 2014 Maturity analysis	**Less than 6 months $000**	**Between 6 months and 1 year $000**	**Between 1 and 5 years $000**	**Over 5 Years $000**	**Total $000**
Group					
Trade and other payables	**7,950**	**-**	**-**	**-**	**7,950**
Finance lease	**24**	**24**	**114**		**162**
Bank loan	**-**	**-**	**20,000**	**-**	**20,000**
Total liabilities	**7,974**	**24**	**20,114**	**-**	**28,112**
Company					
Trade and other payables	**1,461**	**-**	**-**	**-**	**1,461**
Bank loan	**-**	**-**	**20,000**	**-**	**20,000**
Total liabilities	**1,461**	**-**	**20,000**	**-**	**21,461**

31 December 2013 Maturity analysis	**Less than 6 Months $000**	**Between 6 months and 1 year $000**	**Between 1 and 5 years $000**	**Over 5 Years $000**	**Total $000**
Group					
Trade and other payables	**5,380**	**-**	**-**	**-**	**5,380**
Bank loan	**-**	**-**	**7,500**	**-**	**7,500**
Total liabilities	**5,380**	**-**	**7,500**	**-**	**12,880**
Company					
Trade and other payables	**841**	**-**	**-**	**-**	**841**
Bank loan	**-**	**-**	**7,500**	**-**	**7,500**
Total liabilities	**841**	**-**	**7,500**	**-**	**8,341**

The group would normally expect that sufficient cash is generated in the operating cycle to meet the contractual cash flows as disclosed above through effective cash management.

Interest rate risk

The group's interest rate variation arises mainly from interest received on cash deposits. Any contractual agreements entered into at floating rates expose the entity to cash flow risk, while fixed-rate deposits expose the entity to fair value risk. The group uses a combination of fixed and floating deposits for its cash balances.

The group has considered the potential impact of falling interest rates on its cash deposits and do not consider this to have a materially significant impact on the accounts and hence no sensitivity analysis is considered necessary.

The group regularly reviews its funding arrangements to ensure they are competitive with the marketplace.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

The table below shows the group's and company's financial assets and liabilities that could be affected by the fluctuation in interest rates split by those bearing fixed and floating rates and those that are non-interest bearing:

31 December 2014	Fixed rate $000	Floating rate $000	Non-interest bearing $000	Total assets $000	Total liabilities $000
Group					
Trade and other receivables	-	-	4,028	4,028	-
Cash	-		5,693	5,693	-
Total assets	-	-	9,721	9,721	-
Bank loan	-	(20,000)	-	-	(20,000)
Finance lease	(162)	-	-	-	(162)
Total liabilities	(162)	(20,000)	-	-	(20,162)

31 December 2014	Fixed Rate $000	Floating Rate $000	Non-interest bearing $000	Total assets $000	Total liabilities $000
Company					
Trade and other receivables	-	-	20,243	20,243	-
Cash	-	-	1,309	1,309	-
Total assets	-	-	21,552	21,552	-
Bank loan	-	(20,000)	-	-	(20,000)
Total liabilities	-	(20,000)	-	-	(20,000)

31 December 2013	Fixed rate $000	Floating rate $000	Non-interest bearing $000	Total assets $000	Total liabilities $000
Group					
Trade and other receivables	-	-	2,924	2,924	-
Cash	-		5,489	5,489	-
Total assets	-	-	8,413	8,413	-
Bank loan	-	(7,500)	-	-	(7,500)
Total liabilities	-	(7,500)	-	-	(7,500)

31 December 2013	Fixed Rate $000	Floating Rate $000	Non-interest bearing $000	Total assets $000	Total liabilities $000
Company					
Trade and other receivables	-	-	22,841	22,841	-
Cash	-	-	2,941	2,941	-
Total assets	-	-	25,782	25,782	-
Bank loan	-	(7,500)	-	-	(7,500)
Total liabilities	-	(7,500)	-	-	(7,500)

The bank loan which is subject to a floating rate and the full details of this facility are detailed in Note 19.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Credit risk exposure

Credit risk predominantly arises from trade receivables, cash and cash equivalents and deposits with banks. Credit risk is managed on a group basis. External credit checks are obtained for larger customers. In addition, the credit quality of each customer is assessed internally before accepting any terms of trade. Internal procedures take into account customers' financial position, their reputation in the industry and past trading experience. As a result the group's exposure to bad debts is not significant due to the nature of its trade and relationships with customers.

Indeed, the group having considered the potential impact of its exposure to credit risk, having due regard to both the nature of its business and customers, do not consider this to have a materially significant impact to the results. Credit risk also arises from cash and cash equivalents and deposits with banks and financial institutions that have acceptable credit ratings.

	Group		**Company**	
	2014	2013	**2014**	2013
	$000	$000	**$000**	$000
Trade and other receivables	**4,028**	2,924	**20,243**	22,841
Cash	**5,693**	5,489	**1,309**	2,941
Estimated irrecoverable amounts	**(55)**	-	-	-
	9,666	8,413	**21,552**	25,782

The maximum exposure is the carrying amount as disclosed in trade and other receivables. The average credit period taken by customers is 23 days. The allowance for estimated irrecoverable amounts has been made based upon the knowledge of the financial circumstances of individual trade receivables at the balance sheet date. The group holds no collateral against these receivables at the balance sheet date.

The following table provides an analysis of trade and other receivables that were past due at 31 December 2014 and 31 December 2013 but against which no provision has been made. The group believes that the balances are ultimately recoverable based on a review of past payment history and the current financial status of the customers.

	Group		**Company**	
	2014	2013	**2014**	2013
	$000	$000	**$000**	$000
Up to 3 months	**2,401**	2,047	**23**	82
3 to 6 months	**486**	-	**19**	-
	2,887	2,047	**42**	82

Capital risk management

The group considers its capital to comprise its ordinary share capital, share premium, own shares held in trust, other reserves, accumulated retained earnings and borrowings as disclosed in the consolidated statement of financial position. Further details of the group's borrowing facilities and undrawn facilitates is included in Note 19. The group manages its capital structure in the light of changes in economic conditions and financial markets generally and regularly evaluates its compliance with covenants applicable to their borrowing facilities.

The group's objectives when managing capital are to safeguard the group's ability to continue as a going concern in order to provide returns for current and future shareholders and benefits for other stakeholders and to maintain an optimal capital structure to minimise the cost of capital. In order to maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or increase or reduce debt.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Capital risk management (continued)

The group does not seek to maintain any debt to capital ratio, but considers investment opportunities on their merits and funds them in what it considers to be the most effective manner.

Foreign currency exposure

Foreign exchange risk arises when individual group entities enter into transactions denominated in a currency other than their functional currency.

The group has operations in the UK, USA, Canada, Italy, Germany, Australia, Brazil and Mexico and as such is exposed to the risk of foreign currency fluctuations. The main operating currencies of its operations are in sterling, US dollars, Canadian dollars and euros. The group's currency exposure comprises the monetary assets and liabilities of the group that are not denominated in the operating or 'functional' currency of the operating unit involved. At the period end accesso Technology Group plc was the only group company that has monetary assets in currencies other than its local currency, sterling. Non - sterling bank balances below:

$130,653 (2013: $70,345) denominated in US dollars
$303,759 (2013: $66,111) denominated in Australian dollars
$46,599 (2013: $278,558) denominated in euros.

The group manages risk by its subsidiaries matching revenue and expenditure in their local currency wherever possible. The group tries to keep foreign intercompany balances as low as possible to avoid translation adjustments.
Given the nature of the group's operations and their management of foreign currency exposure they limit the potential down side risk as far as practicably possible.

The group considers the volatility of currency markets over the year to be representative of the potential foreign currency risk it is exposed to. The main currency the group's results were exposed to was sterling and over the year the average rate for 2014 1GBP = 1.65USD (2013: 1GBP=1.57USD). If sterling had been an average of 5% stronger than the dollar through the year then it would have increased group profit before tax by $174,000 (3.3%). If sterling had been an average of 5% weaker than the dollar through the year then it would have decreased group profit before tax by $230,000 (4.5%). The impact on revenue of these movements would be insignificant.

Fair Value Measurement

The group does not have any level 2 or 3 financial assets or liabilities that have unobservable inputs that require disclosure.

3. Business and geographical segments

Segmental analysis

The group's operating segments under IFRS have been determined with reference to the information presented in the management accounts reviewed by the board of directors.

The principle revenue generating activity of the group is the provision of technology solutions to the global attractions and leisure industry.

The group's segments are evaluated by the board as a whole and are not appraised on their entity level performance. This is because the operations of the segments are merging as the business gains more scale. Allocation of resources is driven by customer needs across the group rather than entity level performance. Therefore the board consider the group in its current form to be a single Operating Segment.

The group's revenues, costs, assets, liabilities, currency exposure and cash flows are therefore totally attributable to the single Operating Segment. The ticketing and queuing operations of the group are evolving and continually merging and the group is now serviced through single sales teams, transferable staff and is appraised on a group basis in terms of incentive arrangements. In 2013 the group's segments were deemed to fall within a single reporting segment as they

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Segmental analysis (continued)

were appraised down to product lines per location. There has been a shift in 2014 to a single approach that considers locations but is evaluated on a group basis driven by customer needs.

The definition of segments will be assessed as the group develops and continues to make acquisitions.

Entity wide disclosures

Analyses of the group's external revenues and non-current assets (excluding deferred tax) by geographical location are detailed below:

	Revenue		**Non-current assets**	
	2014	2013	**2014**	2013
	$000	$000	**$000**	$000
UK	**2,005**	1,571	**3,734**	4,343
Other Europe	**971**	1,652	**-**	44
Australia	**161**	161	**-**	-
USA and Canada	**71,954**	58,049	**70,082**	32,073
	75,091	61,433	**73,816**	36,460

Revenue generated in each of the geographical locations is generally in the local currency of the theme park or attraction based in that location.

Major customers

The group has entered into agreements with theme parks, theme park groups and attractions to operate their technology in single or multiple theme parks or attractions within the theme park group.

The majority of the ultimate revenue of the business is derived from theme park or attraction guest rentals or the group's virtual queuing technology and no single guest forms a significant proportion of the revenue of the group. However, the ability to generate these guest rentals is fully dependant on the group maintaining and developing agreements with theme parks or attraction owners to operate its technology. The group does have agreements with a single theme park group where sales to guests of that theme park group account for a significant and material amount of total revenue of the group.

4. Employees and directors

	2014	2013
	12 months	14 months
	$000	$000
Wages and salaries	**20,948**	14,748
Social security costs	**1,390**	1,063
Defined contribution pension costs	**315**	212
Share based payment transactions	**353**	179
	23,006	16,202

In respect of Directors' remuneration, the disclosures required by Schedule 5 to Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008 are included in the detailed disclosures in the audited section of the Remuneration Report.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

The average monthly number of employees during the year was made up as follows:

	2014 12 Months	2013 14 Months
Operations	**76**	49
Research & development	**79**	41
Sales	**14**	5
Finance & administration	**25**	15
Marketing	**1**	3
Seasonal staff	**432**	353
	627	466

5. Expenses by nature

	2014 12 Months $000	2013 14 Months $000
Park operating costs	**38,421**	37,903
Staff costs	**11,321**	6,995
Legal and professional costs	**1,717**	2,176
Travel	**883**	602
Marketing	**790**	556
Inventories and consumables	**3,354**	1,530
Other costs	**5,308**	1,983
Other operating leases	**541**	461
Depreciation - owned assets	**1,410**	1,348
Depreciation - finance leased assets	**48**	0
Amortisation	**3,094**	2,505
Research and development	**6,099**	3,428
Foreign exchange differences	**(12)**	(132)

Auditor's remuneration

During the period the following services were obtained from the group's auditor at a cost detailed below:

	2014 12 Months $000	2013 14 Months $000
Audit Services		
Fees Payable to the Company's auditors of the Parent Company and Consolidated Accounts	**80**	63
Fees payable to the company's auditors for the audit of subsidiaries	**34**	28
Non Audit Service		
Tax compliance	**66**	42
Tax advisory	**66**	35
Corporate finance services	**80**	63
Interim agreed upon procedures	**13**	8
Other non-audit services	**2**	2
	341	241

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

6. Finance income and expense

	2014 12 Months $000	2013 14 Months $000
Bank interest received	**2**	14
Finance costs:		
Bank interest	**(169)**	(92)
Loan note interest relating to acquisition of accesso LLC	**-**	(26)
Finance lease	**(12)**	-
Refinance costs	**(163)**	(130)
Total finance Costs	**(344)**	(248)
Net finance income	**(342)**	(234)

7. Tax

Analysis of the tax charge	2014 12 Months $000	2013 14 Months $000
UK corporation tax		
Current tax on income for the period	449	401
Adjustment in respect of prior periods	-	(150)
	449	251
Overseas tax		
Current tax on income for the period	**1,397**	(19)
Adjustment in respect of prior periods	**(250)**	-
	1,147	(19)
Total current taxation	**1,596**	**232**
Deferred taxation – see Note 17		
Original and reversal of temporary difference - for the current period	**(253)**	159
Original and reversal of temporary difference - for the prior period	**1**	
Effect of tax rate change on opening balances	**-**	(4)
	(252)	154
Total taxation charge	**1,344**	**386**

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Tax (continued)

The differences between the actual tax charge for the period and the theoretical amount that would arise using the applicable weighted average tax rate are as follows:

Profit on ordinary activities before tax	**5,129**	3,242
Tax at rate of 40% (2013 23.35%)	**2,052**	757
Effects of:		
Expenses not deductible for tax purposes	**294**	280
Income not chargeable for tax purposes	**(124)**	76
Profit subject to foreign taxes at a (lower)/ higher marginal rate	**(301)**	116
Capital allowances in advance of depreciation	**-**	10
Unrelieved tax losses and other deductions arising in the period	**-**	(113)
Additional deduction for R&D expenditure – current period	**(315)**	(143)
Additional deduction for R&D expenditure – prior periods	**(250)**	
Adjustment in respect of prior period – income statement	**-**	(148)
Adjustment in respect of prior periods – deferred tax	**1**	(58)
Share scheme deduction	**-**	(388)
Change in tax rates	**(13)**	(3)
Total tax charge	**1,344**	386

8. Profit of parent company

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial year ended 31 December 2014 was $1,215,196 (2013: $1,050,956).

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

9. Earnings per share

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share is calculated by dividing the net profit attributable to ordinary shareholders after adjustments for instruments that dilute basic earnings per share by the weighted average of ordinary shares outstanding during the period (adjusted for the effects of dilutive instruments).

The following reflects the income and share data used in the total operations, diluted and adjusted earnings per share computations.

	2014	2013
	12 months	14 months
Basic EPS		
Profit attributable to ordinary shareholders ($000)	**3,785**	2,856
Denominator		
Weighted average number of shares used in basic EPS	**20,469**	19,431
Basic earnings per share (cents)	**18.49**	14.70
Diluted EPS		
Denominator		
Weighted average number of shares used in basic EPS	**20,469**	19,431
Effect of dilutive securities		
Options	**377**	658
Weighted average number of shares used in diluted EPS	**20,846**	20,089
Diluted earnings per share (cents)	**18.16**	14.22
Adjusted earnings per share		
Profit before tax ($000)	**5,129**	3,242
Costs of acquisition and related refinancing	**728**	1,011
Amortisation relating to acquired intangibles from acquisitions	**2,273**	1,537
Share based compensation and social security costs on unapproved options	**415**	172
Adjusted profit before tax ($000)	**8,545**	5,962
Tax at effective rate of 26.2% (2013: 11.9%)	**(2,239)**	(710)
Adjusted profit attributable to ordinary shareholders ($000)	**6,306**	5,252
Denominator		
Weighted average number of shares used in basic EPS	**20,469**	19,431
Adjusted earnings per share (cents)	**30.81**	27.03

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

10. Intangible assets

	Goodwill $000	Customer relationships $000	Trademarks $000	Internally developed technology $000	Patent costs $000	IPR costs $000	Development costs $000	Totals $000
Group cost								
At 4 November 2012	-	-	-	-	395	257	3,423	4,075
Foreign currency translation	-	-	-	-	12	7	101	120
Acquired through acquisition	16,566	5,781	236	8,904	43	-	250	31,780
Additions	-	-	-	-	193	-	1,712	1,905
At 31 December 2013	16,566	5,781	236	8,904	643	264	5,486	37,880
Foreign currency translation	-	-	-	-	(32)	(15)	(267)	(314)
Acquired through acquisition	22,407	4,459	205	11,376	-	-	-	38,447
Additions	-	-	29	-	76	-	2,592	2,697
At 31 December 2014	**38,973**	**10,240**	**470**	**20,280**	**687**	**249**	**7,811**	**78,710**
Amortisation								
At 4 November 2012	-	-	-	-	118	213	1,757	2,088
Foreign currency translation	-	-	-	-	5	7	73	85
Acquired through acquisition	-	-	-	-	15	-	18	33
Charged	-	321	7	1,209	99	12	857	2,505
At 31 December 2013	**-**	**321**	**7**	**1,209**	**237**	**232**	**2,705**	**4,711**
Foreign currency translation	-	-	-	-	(10)	(15)	(153)	(178)
Acquired through acquisition	-	-	-	-	-	-	-	-
Charged	-	473	86	1,715	129	4	687	3,094
At 31 December 2014	**-**	**794**	**93**	**2,924**	**356**	**221**	**3,239**	**7,627**
Net book value								
At 31 December 2014	**38,973**	**9,446**	**377**	**17,356**	**331**	**28**	**4,572**	**71,083**
At 31 December 2013	16,566	5,460	229	7,695	406	32	2,781	33,169

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Intangible assets (continued)

	Patent costs $000	IPR costs $000	Development costs $000	Totals $000
Company cost				
At 4 November 2012	395	257	3,410	4,062
Foreign currency translation	11	7	110	128
Additions	146	-	972	1,118
At 31 December 2013	552	264	4,492	5,308
Foreign currency translation	(31)	(16)	(267)	(314)
Additions	59	-	945	1,004
At 31 December 2014	**580**	**248**	**5,170**	**5,998**
				-
Amortisation				
At 4 November 2012	118	213	1,755	2,086
Foreign currency translation	3	7	51	61
Charged	81	12	766	859
At 31 December 2013	202	232	2,572	3,006
Foreign currency translation	(10)	(15)	(153)	(178)
Charged	77	4	733	814
At 31 December 2014	**269**	**221**	**3,152**	**3,642**
Net Book Value				
At 31 December 2014	**311**	**27**	**2,018**	**2,356**
At 31 December 2013	350	32	1,920	2,302

Acquisition of VisionOne Worldwide Ltd.

On 28 November 2014, the group acquired 100% of the voting equity of VisionOne Worldwide Ltd. a leading US ticketing and e-commerce provider to the entertainment sector. The principal reason for this acquisition was to take advantage of the complimentary opportunities available within the sector in which the group operates.

The revenue included in the consolidated statement of comprehensive income since 28 November 2014 contributed by VisionOne Worldwide Ltd. and its subsidiaries was $0.7m and contributed gross profit of $0.18m over the same period.

Had VisionOne Worldwide Ltd. and its subsidiaries been consolidated from 1 January 2014 the consolidated statement of comprehensive income would have included revenue of approximately $8.4m and gross profit of $7.7m. Acquisition related costs of $0.72m were incurred in relation to this acquisition and are included within administrative expenses ($0.56m) and finance costs ($0.16m) within the statement of comprehensive income for the period.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Intangible assets (continued)

Details of the provisional fair value of identifiable assets and liabilities acquired, purchase consideration and goodwill are:

	Provisional book value $000		Provisional adjustment $000	Provisional fair value $000
Identifiable intangible assets				
Internally developed technology	1,526		9,850	11,376
Customer relationships	-		4,459	4,459
Trademarks	-		205	205
Property, plant and equipment	198			198
Receivables and other debtors	1,656		-	1,656
Payables and other liabilities	(956)		-	(956)
Cash	693		-	693
Deferred tax Liability	(622)		(5,806)	(6,428)
Total net assets	2,495		8,708	11,203
Cash paid at completion	18,781		-	18,781
Equity instruments (1,519,364 ordinary shares)	14,610	(1)	-	14,610
Working capital trueup	219	(2)	-	219
Total consideration	33,610		-	33,610
Goodwill on acquisition				22,407

(1) In accordance with IFRS 3 Business Combinations (revised 2008) the consideration paid in shares is based on the difference between the share price at the date on which the company obtained control of VisionOne Worldwide Ltd and the price determined in the Membership Interest Purchase Agreement for calculating the number of shares to be issued to the vendors. Shares are subject to certain lock-up restrictions, namely that one third is fully restricted until twelve months after the completion date; a further one third is fully restricted until 24 months after the completion date; and the final one third is fully restricted until 36 months after the completion date.
(2) Not paid at date of these accounts.

The main factors leading to the recognition of goodwill are the presence of certain intangible assets, such as the assembled workforce of the acquired entity and the expected synergies of the enlarged group which do not qualify for separate recognition.

The fair value uplift of intangible assets recognised will not attract tax deductions under applicable local tax jurisdictions.

The net cash outflow in the year in respect of acquisition comprised:

	Fair Value $000
Cash paid on completion	(18,781)
Net cash acquired	693
Total cash outflow in respect of acquisition	**(18,088)**

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Intangible assets (continued)

Impairment tests for goodwill

The group is required to test, on an annual basis, whether goodwill has suffered any impairment. The recoverable amount is determined based on value in use calculations. The use of this method requires the estimation of future cash flows and the determination of a discount rate in order to calculate the present value of the cash flows

Details of goodwill allocated to acquired cash generating units (CGU's) is as follows:

	2014	2013
Goodwill carrying amount	**$000**	$000
Acquired cash generating unit: accesso, LLC & Siriusware, Inc. (CGU 1)	**16,566**	16,566
Acquired cash generating unit: VisionOne Worldwide Limited and its subsidiaries (CGU 2)	**22,407**	-
Recoverable amount of CGU's		
Acquired cash generating unit: accesso, LLC & Siriusware, Inc. (CGU 1)	**69,636**	14,509
Acquired cash generating unit: VisionOne Worldwide Limited and its subsidiaries (CGU 2)	**35,704**	-
Excess of recoverable value of CGU above carrying value		
Acquired cash generating unit: accesso, LLC & Siriusware, Inc. (CGU 1)	**29,981**	14,509
Acquired cash generating unit: VisionOne Worldwide Limited and its subsidiaries (CGU 2)	**4,556**	-

The recoverable amounts of all the CGU's have been determined from value in use calculations based on cash flow projections based on budget and forecast projections and assumes a perpetuity based terminal value.

Recoverable amounts and excess on CGU's in 2013

In 2013 the carrying value of the accesso LLC and Siriusware Inc CGUs were appraised separately. This is because Siriusware Inc. was acquired on 4 December 2013 and the two CGUs were operating as fully discrete entities at that time.

- accesso LLC's goodwill carrying amount was $7,672m; its recoverable amount was $18,238m which was in excess of the carrying value by $4,125m.
- Siriusware Inc's goodwill carrying amount was $8,894m; its recoverable amount and carrying amount were materially in line as a result of the close proximity to the year end of the acquisition.

The key assumptions used for value in use calculations in 2014 are as follows:

	2014		**2013**	
	CGU 1	**CGU 2**	**accesso**	**Siriusware**
Post tax discount rate (%)	9.9	9.9	10.8	11
Average operating margin (%)	19.3	31.3	19.0	11.8
Terminal growth rate (%)	3	3	3	3
Forecast period (years)	8	8	8	5

Operating margins have been based on past experience, where possible, and future expectations in the light of anticipated economic and market conditions. Discount rates are based on the group's WACC adjusted to reflect management's assessment of specific risks related to the cash generating unit. Growth rates beyond the formally budgeted period are based on economic data pertaining to the region concerned.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Intangible assets (continued)

In respect of CGU 1, if any one of the changes indicated below were made to the above key assumptions, the carrying amount and recoverable amount would be equal.

	Per test	Change
	%	%
Post tax discount rate	9.9	+8.2
Average operating margin	19.3	(12.1)

Due to close proximity of the value in use calculation of CGU 2 to its acquisition, the headroom is invariably not significant and therefore relatively small changes to any of the assumptions above would result in such headroom being reduced to zero.

Acquisitions in 14 month period to 31 December 2013

The fair value of net assets and consideration related to the acquisitions of accesso, LLC and Siriusware, Inc. reported in the financial statements for 2013 are unchanged from those provisionally reported.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

11. Property, plant and equipment

Group	Installed systems $000	Plant, machinery and office equipment $000	Furniture & fixtures $000	Leasehold improvements $000	Totals $000
Cost					
At 4 November 2012	3,513	551	245	-	4,309
Foreign currency translation	102	5	7	-	114
Acquired through acquisition	-	838	198	426	1,462
Additions	835	236	364	30	1,465
At 31 December 2013	**4,450**	**1,630**	**814**	**456**	**7,350**
Foreign currency translation	(257)	(26)	(13)	-	(296)
Acquired through acquisition	345	1,553	13	561	2,472
Additions	440	114	271	-	825
Disposals	-	(5)	(3)	-	(8)
At 31 December 2014	**4,978**	**3,266**	**1,082**	**1,017**	**10,343**
Amortisation					
At 4 November 2012	1,361	490	117	-	1,968
Foreign currency translation	39	10	3	-	52
Acquired through acquisition	-	515	120	56	691
Charged	1,033	160	125	30	1,348
At 31 December 2013	**2,433**	**1,175**	**365**	**86**	**4,059**
Foreign currency translation	(146)	(22)	(10)	-	(178)
Acquired through acquisition	184	1,628	7	459	2,278
Charged	1,031	186	199	42	1,458
Disposals	-	(4)	(3)	-	(7)
At 31 December 2014	**3,502**	**2,963**	**558**	**587**	**7,610**
Net book value					
At 31 December 2014	**1,476**	**303**	**524**	430	**2,733**
At 31 December 2013	2,017	455	449	370	**3,291**

Company	$000	$000	$000	$000	$000
Cost					
At 4 November 2012	3,495	367	237	-	4,099
Foreign currency translation	99	11	7	-	117
Additions	708	68	-	-	776
At 31 December 2013	**4,302**	**446**	**244**	**-**	**4,992**
Foreign currency translation	(257)	(26)	(15)	-	(298)
Additions	439	34	-	-	473
At 31 December 2014	**4,484**	**454**	**229**	**-**	**5,167**
Amortisation					
At 4 November 2012	1,340	333	109	-	1,782
Foreign currency translation	39	10	4	-	53
Charged	984	38	49	-	1,071
At 31 December 2013	**2,363**	**381**	**162**	**-**	**2,906**
Foreign currency translation	(146)	(22)	(10)	-	(178)
Charged	989	34	39	-	1,062
At 31 December 2014	**3,206**	**393**	**191**	**-**	**3,790**
Net book value					
At 31 December 2014	**1,278**	**61**	**38**	-	**1,377**
At 31 December 2013	1,939	65	82	-	**2,086**

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

12. Investments

Investment in subsidiaries

Company

	$000
Cost	
At 31 December 2013	14,935
Additions	33,903
Foreign currency translation	(890)
At 31 December 2014	**47,948**
Net book value	
At 31 December 2013	14,935
At 31 December 2014	**47,948**

Name	Country of incorporation	% Ownership interest	% Voting Rights
Lo-Q, Inc.	United States of America	100	100
Lo-Q Service Canada Inc	Canada	100	100
Lo-Q (Trustees) Limited	United Kingdom	100	100
accesso, LLC.	United States of America	100	100
Siriusware, Inc.	United States of America	100	100
Lo-Q Limited	United Kingdom	100	100
VisionOne Worldwide Limited	British Virgin Islands	100	100
VisionOne, Inc.	United States of America	100	100
VisionOne do Brazil Ltda	Brazil	100	100
VisionOne S.A. de C.V	Mexico	100	100

accesso, LLC, Siriusware, Inc. and VisionOne, Inc. are 100% owned by Lo-Q, Inc. VisionOne do Brazil Ltda and VisionOne do Mexico Ltda are 100% owned by VisionOne Worldwide Ltd.

The trade for both Lo-Q, Inc. and Lo-Q Service Canada Inc is that of the application of virtual queue technologies. The trade of accesso, LLC, Siriusware, Inc. and the VisionOne subsidiaries is that of ticketing and point-of-sale software solutions.

Lo-Q (Trustees) Limited operates an employee benefit trust on behalf of accesso Technology Group plc to provide benefits in accordance with the terms of a joint share ownership plan. Further details of this can be found on page 19.

Immediately on the acquisition of VisionOne Worldwide Limited the shares of VisionOne, Inc. were transferred to Lo-Q Inc.

13. Inventories

	Group		Company	
	2014	2013	**2014**	2013
	$000	$000	**$000**	$000
Stock	**639**	669	**403**	332
Park installation	**9**	138	**-**	136
	648	807	**403**	468

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Inventories (continued)

The amount of inventories recognised as an expense and charged to cost of sales for the year ended 31 December 2014 was $1,796,084 (2013: 14 months $251,925). Park installation balances includes equipment installed at a theme or water park on a trial basis or during the phase prior to a new or updated operation commencing.

14. Trade and other receivables

	Group		Company	
	2014	2013	**2014**	2013
Current:	**$000**	$000	**$000**	$000
Trade debtors	**2,885**	2,060	**43**	82
Accrued income	**1,143**	864	**50**	-
Amounts owed by group undertakings	**-**	-	**20,150**	22,759
Financial assets	**4,028**	2,924	**20,243**	22,841
Social security and other taxes	**-**	-	**-**	11
Other debtors	**1,882**	877	**33**	35
VAT	**20**	38	**35**	43
Prepayments	**1,016**	414	**217**	110
	6,946	4,253	**20,528**	23,040

The group's financial assets are short term in nature. In the opinion of the directors, the book values equate to their fair value.

15. Cash and cash equivalents

	Group		Company	
	2014	2013	**2014**	2013
	$000	$000	**$000**	$000
Petty Cash	**1**	2	**1**	2
Bank accounts	**5,692**	5,487	**1,308**	2,939
	5,693	5,489	**1,309**	2,941

16. Trade and other payables

	Group		Company	
Current:	**2014**	2013	**2014**	2013
	$000	$000	**$000**	$000
Trade creditors	**1,062**	425	**337**	190
Sundry creditors	**776**	468	**219**	-
Accruals	**6,112**	4,487	**905**	651
Financial liabilities	**7,950**	5,380	**1,461**	841
Social security and other taxes	**49**	5	**-**	-
	7,999	5,385	**1,461**	841

The group financial liabilities are short-term in nature. In the opinion of the directors the book values equate to their fair value.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

17. Deferred taxation

Group	Asset	Liability
	$000	$000
At 31 December 2013	6,539	(2,670)
Foreign currency translation	(154)	129
Charged to income (see note 7)	90	162
Charged directly to equity	(779)	3
Business combinations	-	(6,428)
At 31 December 2014	**5,696**	**(8,804)**

Company	Asset	Liability
	$000	$000
At 31 December 2013	629	(116)
Foreign currency translation	93	2
Charged to income	(35)	82
Charged directly to equity	(492)	-
At 31 December 2014	**195**	**(32)**

Deferred taxation
The following table summarises the recognised deferred tax asset and liability.

Group	2014	2013
	$000	$000
Recognised asset		
Tax relief on unexercised employee share options	831	1,652
Losses and other deductions	-	30
Short term timing differences	289	98
Business combinations	4,576	4,759
Deferred tax asset	**5,696**	**6,539**
Recognised liability		
Depreciation in excess of capital allowances	(1,246)	422
Business combinations	(7,558)	2,248
Deferred tax liability	**(8,804)**	**(2,670)**

Company	2014	2013
	$000	$000
Recognised asset		
Tax relief on unexercised employee share options	195	597
Losses and other deductions	-	30
Short term timing differences	-	2
Deferred tax asset	**195**	629
Recognised liability		
Depreciation in excess of capital allowances	32	116
Deferred tax liability	**(32)**	(116)

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Deferred taxation (continued)

Deferred tax assets and liabilities have been measured at an effective rate of 20% and 40% in the UK and US respectively (2013: 20% and 40% respectively).

18. Financial liabilities

Certain office equipment in one of the group's properties is classified as a finance lease, and included within the group net book value of $2.7m are assets with a net book value of $0.1m held under finance lease arrangements. The depreciation charged in the year in respect of these assets was $0.05m.

Future lease payments are due as follows:

Group	Minimum lease payments	Interest	Present Value
	$000	$000	$000
Not later than one year	58	10	**48**
Repayable between one and five years	124	10	**114**
	182	**20**	**162**
Current liabilities			**48**
Non-current liabilities			**114**
			162

19. Borrowings

	Group		Company	
	2014	2013	**2014**	2013
	$000	$000	**$000**	$000
Bank loans	**20,000**	7,500	**20,000**	7,500
	20,000	7,500	**20,000**	7,500

On 7 November 2014 the group entered into an amendment and restatement agreement with Lloyds Bank plc in relation to a Revolving Loan Facility dated 4 December 2013. The amended facility includes a borrowing rate of 1.75 per cent above three month LIBOR on funds subject to drawdown and a commitment rate of 0.7 per cent on funds not drawndown. The facility is US dollar denominated and has been secured on accesso's assets and intellectual property in the US and UK. The carrying value of these borrowings approximate to the fair value.

The maximum available for drawdown through to its expiry on 31 December 2017 are as follows:

7 November 2014 to 31 October 2015: $29m
1 November 2015 to 31 October 2016: $22m
1 November 2016 to 31 December 2017: $8m

Lloyds Bank plc holds security in the form of a debenture, including a fixed charge over the freehold and leasehold property and a first floating charge over the other assets of the group.

The costs incurred in refinancing this facility are detailed in note 5.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

20. Called up share capital

Ordinary shares of 1p each	**2014 Number**	**2014 $000**	2013 Number	2013 $000
Opening balance	**20,203,011**	**335**	17,528,960	282
Foreign currency translation	**-**	**(20)**	-	8
Issued for acquisitions	**1,519,364**	**24**	2,275,376	38
Issued in relation to exercised share options	**202,162**	**3**	398,675	7
Closing balance	**21,924,537**	**342**	20,203,011	335

On 28 November 2014, the group issued 1,519,364 shares, with a nominal value of $23,686, in respect of the acquisition of VisionOne Worldwide Ltd., with a fair value of $14.6m ($9.62 per share). Shares are subject to certain lock-up restrictions, namely that one third is fully restricted until twelve months after the completion date; a further one third is fully restricted until 24 months after the completion date; and the final one third is fully restricted until 36 months after the completion date.

Also, during the period 202,162 shares, with a nominal value $3,152, were allotted following the exercise of share options.

Following the adoption of new Articles of Association on 12 April 2011 the company no longer has an authorised share capital.

Included in the called up share capital are 853,818 treasury shares registered in the name of Lo-Q (Trustees) Limited, a wholly owned subsidiary of company on behalf of the Lo-Q Employee Benefit Trust.

Share option schemes

At 31 December 2014 the following share options were outstanding in respect of the ordinary shares:

Scheme	Number of shares	Period of Option	Price per share
EMI Scheme	3,000	25 June 2010 to 24 June 2019	57.5p
	47,235	24 June 2013 to 23 June 2021	179p
	102,629	30 November 2014 to 29 November 2022	323.5p
	26,000	25 April 2015 to 25 April 2023	600p
	19,500	23 January 2017 to 22 January 2024	697.5p
US Scheme	40,000	(1)	57.5p
	160,000	10 March 2012 to 9 March 2021 (2)	156p
	32,370	24 June 2013 to 23 June 2021	179p
	18,460	30 November 2014 to 29 November 2022	323.5p
	15,000	26 March 2014 to 25 March 2022	292.5p
	171,000	25 April 2015 to 25 April 2023	600p
	180,000	23 January 2017 to 22 January 2024	697.5p
UK unapproved Scheme	110,000	10 March 2012 to 9 March 2021	156p
	30,400	25 April 2015 to 25 April 2023	600p
Long term incentive plan	182,206	8 July 2017	-p (3)
	40,400	27 October 2017	-p (3)

(1) Options vested in three equal tranches on the 25 June 2010, 2011 and 2012 and expire on the 10th anniversary of the grant.
(2) Options may only be exercised when the share price is above £1.82.
(3) Vesting is conditional on achievement of certain market based conditions.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

21. Reserves

The following describes the nature and purpose of each reserve within equity:

Reserve	***Description and purpose***
Share premium:	Amount subscribed for share capital in excess of nominal value.
Own shares held in trust:	Weighted average cost of own shares held by the EBT trust.
Other reserve:	Reserve to account for share option equity based transactions.
Merger:	The merger reserve, which arises on consolidation, represents the difference between the fair value and nominal value of shares issued on the acquisition of subsidiary companies where the company has elected to take advantage of merger relief.
Retained earnings:	All other net gains and losses and transactions not recognised elsewhere.
Translation reserve:	Gains/losses arising on retranslating the net assets of overseas operations into US dollars.

22. Pension commitments

The group operates a defined contribution pension scheme in the UK and US. The assets of each scheme are held separately from those of the group in an independently administered fund. The pension charge represents contributions payable by the group to the fund and amounted to $315,416 (2013: $212,443). Contributions amounting to $38,990 (2013: $nil) were payable to the fund and are included in creditors.

23. Related party disclosures

Ultimate controlling party

There is no ultimate controlling party.

Subsidiaries

The company has outstanding balances and transactions with its subsidiaries as set out below:

	Outstanding balances		**Transactions in year**	
	2014	2013	**2014**	2013
	$000	$000	**$000**	$000
Lo-Q, Inc.	**15,627**	19,846	**6,040**	6,228
Lo-Q Service Canada Inc	**708**	705	**151**	172
Lo-Q (Trustees) Limited	**2,076**	2,208	**-**	-
accesso, LLC	**383**	-	**401**	-
VisionOne Worldwide Limited	**1,578**	-	**-**	-
VisionOne, Inc.	**(222)**	-	**-**	-
	20,150	22,759	**6,592**	6,400

Other related parties

IXXI Limited, a company in which Anthony Bone, an accesso Technology Group plc director, is a director invoiced the company in respect of directors fees $23,000 (2013: $46,360) of which $Nil (2013: $4,142) was outstanding at the period end.

Rockspring, a company in which David Gammon, an accesso Technology Group plc director, is a director invoiced the company in respect of directors fees $44,080 (2013: $46,360) of which $3,673 (2013: $4,142) was outstanding at the year end.

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Related party disclosures (continued)

Matt Cooper, an accesso Technology Group plc director, invoiced the company in respect of directors fees $44,080 (2013: $46,360) of which $3,673 (2013: $4,142) was outstanding at the year end.

Maven Creative, LLC., a company in which Steve Brown, an accesso Technology Group plc director, is a director and has a 33% interest, invoiced the group $56,382 (2013: $38,260) in respect of marketing services of which $3,818 (2013: $11,596) was outstanding at the period end.

All of the above outstanding amounts are included within trade creditors.

Key management compensation

The key management of the company staff are considered to be the directors and their remuneration is as follows:

	2014	2013
	12 months	14 Months
	$000	$000
Directors remuneration	**1,761**	1,803
Director's contribution to retirement scheme	**69**	74
Employer’s social security costs	**221**	128
Share based payments	**41**	12
	2,092	2,017

Included in employer’s social security costs is an amount of $72,000 related to the exercise of unapproved share options by directors. (2013: $nil)

24. Share-based payment transactions

Equity settled share option schemes

For details of share option schemes in place during the period see note 20. Details of the number of share options and the weighted average exercise price (WAEP) outstanding during the period are as follows:

	2014		2013	
	Number	**WAEP (pence)**	Number	WAEP (pence)
Outstanding at beginning of year	**977,159**	**284.56**	1,019,944	115.79
Granted during the year	**246,750**	**697.50**	413,772	498.51
Exercised during the year	**(202,162)**	**127.59**	(398,675)	73.28
Leavers, lapsed & other	**(66,153)**	**609.28**	(57,882)	295.38
Outstanding at end of the year	**955,594**	**395.56**	977,159	284.56
Exercisable at the end of the year	**528,694**	**193.69**	590,049	140.85
Weighted average share price at date of exercise for share options exercised during the year:		745.39		584.88

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Equity settled share option schemes (continued)

The exercise price of options outstanding at 31 December 2014 range between 57.5p and 697.5p (2013: 57.5p and 600.0p) and their weighted average contractual life was 7.5 years (2013: 9 years).

The weighted average share price at the date of exercise for share options exercised during the period was £7.45 (2013: £5.85).

The fair values were calculated using the Black-Scholes valuation method. The inputs to the model were as follows:

	2014	2013
Weighted average share price (pence)	**745.39**	584.88
Expected volatility %	**31.00**	38.00
Expected life years	**1.00**	1.00
Risk free rate (%)	**1.00**	1.00
Dividend yield (%)	**-**	-

The group did not enter into any share-based payment transactions with parties other than employees during the current or previous period.

Expected volatility was determined by calculating the historic volatility of the groups share price over the previous twelve month period. Expected life is based on the group's assessment of the average life of the option following the vesting period. The market vesting condition was factored into the valuation of shares issued under the EBT trust as explained on page 19.

Long term incentive plan

In addition to the above share options, the group has granted conditional share awards over 222,606 shares under the accesso Technology Group 2014 Long Term Incentive Plan which was approved by shareholders on 27 May 2014.

On 8 July 2014, the company granted conditional share awards ("Awards") over 182,206 ordinary shares of 1 penny and on 27 October 2014, the Company granted Awards over 40,400 ordinary shares of 1 penny.

The Awards vest three years from the date of grant and are required to be held for a further six months and are subject to certain performance conditions relating to the achievement of compound share price growth rates from a share price of 528.25p per share over the vesting period. 100% of the shares pursuant to the Award shall vest and the award shall be exercisable in full if the average share price ("ASP") during the thirty days prior to 8 July 2017 ("the Test Date") is 803.40 pence or more.

The Awards shall vest and become exercisable in respect of 30% of the shares comprised in it if the ASP is 748.37 pence. Between ASP of 748.37 and 803.40 pence, the Award shall vest and become exercisable on a straight line basis between 30% and 100%.

The Awards shall not vest at all if the ASP is less than 748.37 pence. No consideration will be paid for the conditional shares upon their vesting

The fair values of the Awards at the dates of grant were calculated using the Monte Carlo statistical modelling approach to reflect the market conditions within the Award conditions. The inputs to this model were as follows:

	2014	2013
Expected volatility (%)	**32.00**	-
Expected life years	**1.00**	-
Risk free rate (%)	**0.89**	-
Dividend yield (%)	**-**	-

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

25. Notes to cash flow

Reconciliation of profit before tax to cash generated from operations

Group	**2014 12 Months $000**	2013 14 Months $000
Profit before tax	**5,129**	3,242
Depreciation and amortisation charges		
Tangible fixed assets (excluding fnance leases)	**1,411**	1,348
Development costs	**687**	857
Acquired intangibles	**2,273**	1,537
Finance leased assets	**48**	-
Other intangibles	**133**	111
Share based payment	**353**	186
Foreign exchange	**445**	(206)
Finance costs	**344**	250
Finance income	**(2)**	(14)
	10,821	7,311
Decrease/(Increase) in inventories	**159**	(73)
(Increase)/Decrease in trade and other receivables	**(2,430)**	146
Increase in trade and other payables	**2,090**	382
Cash generated from operations	**10,640**	7,766

Company	**2014 12 Months $000**	2013 14 Months $000
Profit before tax	**1,620**	1,195
Depreciation and amortisation charges		
Tangible fixed assets	**1,062**	1,071
Development costs	**733**	766
Other intangibles	**81**	93
Share based payment	**323**	169
Foreign exchange	**(1,388)**	267
Finance costs	**332**	(86)
Finance income	**(2)**	14
	2,761	3,489
Decrease/(Increase) in inventories	**64**	(175)
Decrease/(Increase) in trade and other receivables	**2,505**	(15,116)
Increase in trade and other payables	**627**	79
Cash generated from operations	**5,957**	(11,723)

Notes to the consolidated financial statements (continued)
for the financial year ended 31 December 2014

Notes to cash flow (continued)

Reconciliation of net cash flow to movements in net funds and analysis of net funds

The amounts disclosed on the cash flow statement in respect of cash and cash equivalents are in respect of these balance sheet amounts.

	2013	Cash Flow	Exchange movement	**2014**
Group	$000	$000	$000	**$000**
Cash in hand & at bank	5,489	(241)	445	**5,693**
	5,489	(241)	445	**5,693**

	2013	Cash Flow	Exchange movement	**2014**
Company	$000	$000	$000	**$000**
Cash in hand & at bank	2,941	(244)	(1,388)	**1,309**
	2,941	(244)	(1,388)	**1,309**

26. Commitments under operating leases

Total of future minimum operating lease payments under non-cancellable operating leases:

	2014	2013
Group	**$000**	$000
Land & buildings		
Less than one year	**813**	432
Within 2 to 5 years	**1,730**	1,194
	2,543	1,626
Other		
Less than one year	**98**	117
Within 2 to 5 years	**24**	227
	122	344
Company		
Land & buildings		
Less than one year	**104**	113
Within 2 to 5 years	**-**	110
	104	223
Other		
Less than one year	**30**	53
Within 2 to 5 years	**24**	36
	54	89

Operating leases within 'Land & buildings' include the leases of company and group offices. Leasing arrangements from the respective lessors can be viewed as standard.