Catalyst Media Group plc

Report and financial statements for the year ended 30 June 2021

Contents

Directors

Michael Rosenberg, OBE	Non-executive Chairman
Mark Hawtin	Non-executive Director
Melvin Lawson	Non-executive Director
Christopher Mills	Non-executive Director

Secretary

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London E1W 1YW

Registered office and Company registration number

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Registration number: 03955206

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Nominated Adviser & Broker

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Bankers

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I am pleased to present the results for Catalyst Media Group plc ("CMG" or the "Company") for the year ended 30 June 2021, which incorporates our share of profits/losses for Sports Information Services (Holdings) Ltd ("SIS") in which CMG has a 20.54% interest.

The main asset of CMG continues to be its 20.54% shareholding in SIS, as detailed further below. CMG equity accounts for its share in the profits/losses of SIS.

After taking account of CMG's share in the loss (2020: profits) of SIS for its year ended 31 March 2021 of £1.47 million (2020: £0.13 million), CMG recorded a loss before taxation of £1.6 million (2020: loss of £1.1 million), with no impairment charge recognised against the carrying value of its interest in SIS (2020: charge of £1.2 million). Net assets at the year end were £11 million (52.3p per share) (2020: £12.8 million (60.7p per share)).

UK and Ireland Retail

SIS continues to provide a core service including Racecourse Media Group horseracing, the SIS British Greyhound Service, Irish Horseracing, Chelmsford City Horseracing, 49's and International Horseracing to almost the entire UK and Irish retail market, including all the major UK bookmaking groups and the majority of the independent operators market.

Additionally, SIS supplies content and services to its UK and Irish retail customers to cover early morning and additional evening products and has renewed several pre-existing arrangements.

In SIS's financial year to 31 March 2021, COVID-19 led to Licensed Betting Offices ("LBOs") being closed or operating under significant restrictions which resulted in no SIS Retail Services for a period of two months and significant disruption to retail services and revenue for a further six months.

International & Online

SIS has continued to expand both the content and customer base for its 24/7 racing channels covering horseracing, greyhound racing, virtual racing and mixed channels, and has improved the user experience. SIS now has over 50 channels with customers designed to maximise betting opportunities for international retail and online operators and has signed numerous international and online operators to multi-year agreements. SIS continues to progress its strategy to increase distribution, in both new and existing international and online markets, using proprietary production technology, as well as ultra-low latency streaming and data-pricing services.

The financial year also saw the launch of new online products outside of racing which included the launch of the SIS Competitive Gaming (e-sports) service during the UK lockdown in May 2020, with commitment from customers for multiple 24/7 service channels. Additionally, following the acquisition of the 49's business in June 2020, the numbers draws and virtuals products have been launched online and have experienced rapid growth.

SIS Results

The Company announced in March 2021 that the forecast annual loss before tax for SIS was between £9m and £10m, whereas the final result for its year ended 31 March 2021 was a loss before tax of £8.6 million. The main driver for the loss was the significant restrictions and disruptions to trading due to the COVID-19 pandemic.

SIS's cash balance on 31 March 2021 was approximately £38.9 million, down on the prior year due to the COVID-19-driven loss and the related unwind in working capital. There has been no dividend declared nor paid by SIS since the end of its financial year.

The results of SIS for its year ended 31 March 2021 were as follows:

	31 March 2021			**31 March 2020**		
	Before individually significant items*	Individually significant Items*	**Total**	Before individually significant items*	Individually significant Items*	**Total**
	£'000	£'000	**£'000**	£'000	£'000	**£'000**
Turnover	130,107	-	**130,107**	212,593	-	**212,593**
Operating expenses	(140,267)	(622)	**(140,889)**	(208,975)	(3,577)	**(212,552)**
Other operating income	1,863	-	**1,863**	-	-	-
Group operating profit / loss	(8,297)	(622)	**(8,919)**	3,618	(3,577)	**41**
Other interest receivable and similar income	310	-	**310**	756	-	**756**
Interest payable and similar expenses	(3)	-	**(3)**	(1)	-	**(1)**
Profit / (loss) before taxation	(7,990)	(622)	**(8,612)**	4,373	(3,577)	**796**
Tax on profit / (loss)	1,337	118	**1,455**	(695)	509	**(186)**
Profit / (loss) after taxation	(6,653)	(504)	**(7,157)**	3,678	(3,068)	**610**
Other comprehensive income	(917)	-	**(917)**	1,279	-	**1,279**
Total comprehensive income	(7,570)	(504)	**(8,074)**	4,957	(3,068)	**1,889**

*Notes: * - Individually significant items relate to litigation fees.*

Share of net assets and liabilities of associate

	31 March 2021	**31 March 2020**
Gross assets	100,419	97,150
Net liabilities	(47,771)	(36,428)
Net assets	52,648	60,722

India

An arbitration award was made in July 2020 in respect of the Indian project which the respondent has paid into court. These funds are now subject to appeals in the Delhi High Court by both parties: SIS continues to pursue claims disallowed by the arbitrators whilst the respondent attempts to nullify the award in its entirety. The overall outcome therefore remains uncertain.

The legal and associated costs relating to this claim have been significantly reduced but are still impacting SIS's profits.

Litigation

As previously announced on 9 October 2020, in the case brought by The Racing Partnership ("TRP") and others against SIS's subsidiary, Sports Information Services Limited ("SISL"), and others, the Court of Appeal handed down judgment in relation to the appeals against various elements of the High Court judgment of Mr Justice Zacaroli in respect of liability issues. The Court of Appeal:

1. Upheld SISL's appeal in relation to the finding of breach of confidence in relation to certain race day data supplied to SISL by a co-defendant; and

2. Upheld TRP's appeal against the dismissal of its claims for unlawful means conspiracy.

The Court of Appeal was concerned only with the appeals on the liability findings and consequently made no ruling as to damages.

SIS has applied to the Supreme Court and has been granted an appeal hearing which is currently expected to be held in the summer of 2022.

Current Trading and Outlook

Following the relaxation of COVID-19 restrictions in May 2021 the UK and Irish retail business has returned to normal operations whilst the Digital business has continued to operate at levels higher than pre-COVID-19 and has seen significant growth in its customer base. Additionally, the business has continued to scale its new products of Competitive Gaming (e-sports) and Numbers draws.

SIS's profitability for the year to 31 March 2022 will see a significant rebound and, although still impacted by the COVID-19 outbreak, SIS expects to make a profit for the year as a whole, albeit the magnitude of such profit is currently difficult to forecast given the uncertain nature of the new COVID-19 variants.

In June 2021, SIS extended its rights agreement with Racecourse Media Group for UK Retail Horseracing rights for a further 3 years through to March 2026 and has already secured two extended contracts for major customers of this content.

Also in June 2021, SIS completed an initial investment in, and long term partnership arrangement with, Racelab Pty Limited, a racing data science company in Australia, which added a range of market leading products across the SIS portfolio of international horse and greyhound racing

SIS's cash balance had risen to circa £52m as of 30 November 2021 and its working capital position has returned to normal levels.

As a result of the COVID-19 uncertainty SIS has deferred any dividend this year and will next consider a dividend in 2022.

The Directors consider that the most appropriate treatment for the Group's investment in its associate, SIS, as at 30 June 2021 is to hold the investment at the Group's share of SIS's net assets. For further details on this, please refer to notes 1 and 2.

CMG's outlook and Annual General Meeting

CMG continues to be cash positive with very low overheads. As stated above, it is hoped that SIS will be able to return to paying dividends in its next financial year.

The next Annual General Meeting of CMG will take place on Thursday, 27 January 2022. Formal Notice of the meeting is set out at the end of the annual report and accounts together with the form of proxy.

Michael Rosenberg, OBE
Chairman

30 December 2021

The Directors present their strategic report for the year ended 30 June 2021.

Principal activities and review of the business

The principal activities of the business are outlined in the Chairman's Statement. A review of the business is also included within the Chairman's Statement.

Principal risks and uncertainties

Investment in SIS

The principal strategic investment of the Group is its 20.54% shareholding in SIS. The Group is entitled to appoint one director to the board of SIS which currently comprises eight directors, of which five are appointed by shareholders, two are independent and one is the Chairman. Although it can influence the board on strategic decisions, the Group is not in a position to control the day-to-day business and affairs of SIS other than with the support of other directors and a majority of the shareholders of SIS.

There are a number of risks and uncertainties associated with the business of SIS which could potentially have an adverse impact on the value of the Group's investment. At a technical level this includes the fact that the customers of SIS rely upon real time data and uninterrupted content delivery. Loss of content would result in reduced quality of services and potentially reduced income. SIS has therefore adopted advanced disaster recovery solutions and has built back up facilities which are located around the UK.

Financial risk

The Group is subject to financial risk through its exposure to financial assets and liabilities. The Group's main financial risk is its exposure to its investment in SIS.

Credit risk

The Group is not exposed to any credit risk.

Liquidity risk

There is a very low risk that the Group will encounter difficulty in meeting its financial obligations as they fall due, on the basis that the Group operates with minimal overheads and cash flow is well managed.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The principal liabilities of the Group and Company arise in respect of administrative expenditure and trade and other payables. Trade and other payables are all payable within three months.

The Board receives cash flow projections on a regular basis as well as information on cash balances.

Key Performance Indicators (KPIs)

The Company's key performance indicators used by the Board in monitoring the general performance of the Group and its investments are:

Net asset value per share

The net asset value per share of the Group was 52 pence as at 30 June 2021 (2020: 61 pence). The net asset value per share has therefore decreased during the year to 30 June 2021. The net asset value of the Group as at 30 June 2021 and 30 June 2020 is shown in the Group's consolidated statement of financial position on page 21.

Administrative expenses

The Directors closely monitor the anticipated overheads for the Group and ensure that these are kept to a minimum.

Earnings per share (EPS)

EPS shows the relative performance year-on-year of the Group's profitability measured as an amount of profit or loss attributable to one ordinary share. The calculation of earnings per share is based on the weighted average number of ordinary shares in issue for the financial year concerned and the profit/(loss) after taxation attributable to ordinary shareholders. EPS in respect of operations for the year and the prior financial year is shown in the Group consolidated statement of comprehensive income on page 20.

Key Performance Indicators of Associate

The Directors additionally monitor the performance of SIS in order to evaluate the general performance of the Group.

s172 Statement

CMG's directors are mindful of their responsibilities under section 172 of the Companies Act 2006 to promote the success of the business through operating in accordance with good corporate practice and with considered engagement with the Group's stakeholders. Several of the Group's major shareholders are also directors of the Group, as referenced in the Directors' Report on page 9, and are therefore actively involved in all key decision-making. Please see the Corporate Governance Statement on page 12 for further details of engagement with stakeholders.

The board of directors regularly review and identify other principal stakeholders of the business, and decisions in respect of the Group's activities are made only after reviewing, and discussing, the potential impact on such stakeholders. Furthermore, in terms of engagement with the Group's suppliers, the directors continue to actively monitor ethical standards and environmental issues to ensure that the wider business is compliant with global standards.

Energy and carbon report

For the financial year ended 30 June 2021, CMG is classified as a low energy user as its total energy usage for the year to 30 June 2021 was below 40,000kWh. The Company is therefore exempt from providing an energy and carbon report under section 20D(7a) of The Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018.

Michael Rosenberg, OBE
Chairman

30 December 2021

The Directors present their annual report and the audited financial statements for the year ended 30 June 2021.

Financial reporting

The financial statements for 2021 have been prepared in accordance with the Group's accounting policies under International Financial Reporting Standards (IFRS) as adopted by the European Union.

Results and dividends

The Group made a total comprehensive loss (including its share of other comprehensive income of its associate) after taxation of £1.8 million (2020: loss of £0.8 million). Further details are shown in the Group consolidated statement of comprehensive income on page 20.

Dividends totalling £Nil (2020: £1.1 million) were declared and paid during the year.

Directors

The Directors of the Company during the year were:

Michael Rosenberg, OBE	Non-executive Chairman
Mark Hawtin	Non-executive Director
Melvin Lawson	Non-executive Director
Christopher Mills	Non-executive Director

The Company has Directors' and Officers' liability insurance in place. Directors attendance at Board meetings over the year was as follows:

Michael Rosenberg, OBE	5
Mark Hawtin	0
Melvin Lawson	5
Christopher Mills	4

Significant shareholdings

The Directors are aware of the following shareholdings of 3% or more of the Company's issued share capital as of 4 November 2021:

Shareholder	Number of ordinary shares	% of issued ordinary share capital
Lombard Odier Investment Managers Group	5,521,875	26.25%
Melvin Lawson	3,615,486	17.19%
Harwood Capital LLP	3,125,000	14.86%
C R Mishon	2,396,992	11.40%
Mark Hawtin	2,010,117	9.56%
Bank Julius Baer & Co Ltd	1,146,533	5.45%
Jersey House (Development) Ltd	1,000,000	4.75%
Others	2,216,027	10.54%
Total	**21,032,030**	**100.00%**

Employees

The Group had no employees other than the Directors as at 30 June 2021.

The Directors' interests in the share capital of the Company are set out in note 24.

Going concern

The Directors can report that based on the Group's budgets and financial projections, they have satisfied themselves that the business is a going concern covering a period of at least twelve months from the date of approval of the financial statements. In assessing the Group as a going concern, the directors are also mindful of the business of SIS that provides the entire value of the Group. The directors are satisfied that SIS is a going concern. The Board has a reasonable expectation that the Company and its Group have adequate resources and facilities to continue in operational existence for the foreseeable future and therefore the accounts are prepared on a going concern basis.

Subsequent events

There were no events subsequent to the Statement of Financial Position which require disclosure.

Auditors

In the case of each person who was a Director at the time this report was approved:

- so far as that Director was aware there was no relevant available information of which the Company's auditors were unaware; and
- that Director has taken all steps that the Director ought to have taken as a Director to make himself or herself aware of any relevant audit information and to establish that the Company's auditors were aware of that information.

In accordance with section 489 of the Companies Act 2006, a resolution proposing that Haysmacintyre LLP be re-approved as auditors of the Company will be proposed at the Company's forthcoming Annual General Meeting.

Directors' responsibilities

The Directors are responsible for preparing the Strategic Report, Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare Group and Parent Company financial statements for each financial period. Under that law the Directors have elected to prepare the Group and the Parent Company financial statements in accordance with IFRS as adopted by the EU and applicable law.

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 Parent Company and of their profit or loss for that period.

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 IFRS as adopted by the EU; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Group and the Parent Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group and Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Group or Parent Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Group and Parent Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Financial statements are published on the Group'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 Group's website is the responsibility of the Directors. The Directors' responsibility also extends to the ongoing integrity of the financial statements contained therein.

Annual General Meeting

Notice of the 2021 Annual General Meeting of the Company is set out on page 45.

On behalf of the Board

Michael Rosenberg, OBE
Chairman
30 December 2021

As an AIM-quoted company, Catalyst Media Group plc ("CMG" or the "Company") is required to apply a recognised corporate governance code, demonstrating how the Company complies with such corporate governance code and where it departs from it.

The Directors of the Company have formally taken the decision to apply the QCA Corporate Governance Code (the "QCA Code"). The Board recognises the principles of the QCA Code, which focus on the creation of medium to long-term value for shareholders without stifling the entrepreneurial spirit in which small to medium sized companies, such as CMG, have been created. The Company provides annual updates on its compliance with the QCA Code in its Annual Report.

The Board

The Board is responsible to shareholders for the effective direction and control of the Company.

The Board recognises the importance of the high standards of good corporate governance prescribed in the QCA Code and seeks to apply its principles, insofar as practicable, having regard to the Company's current size, stage of development and resources. The Board is accountable to the Company's shareholders and takes account of their needs and expectations to the extent it is considered appropriate.

The Board comprises four Directors all of whom are non-executives, including the Chairman, reflecting a blend of different experience and backgrounds. The Board considers Michael Rosenberg, OBE, the Chairman, to be an independent non-executive director in terms of the QCA guidelines. Due to the size and shape of the Board, and the nature of the Group's operations, the Company has not appointed a senior independent director.

The Board meets on a regular basis, and at least four times a year, to discuss a whole range of significant matters including strategic decisions and performance. A procedure to enable Directors to take independent professional advice, if required, has been agreed by the Board and formally confirmed by all Directors. The Company's day-to-day operations are managed by Melvin Lawson and Alan Perrin, the Company Secretary. All Directors have access to the Company Secretary and any Director needing independent professional advice in the furtherance of his/her duties may obtain this advice at the expense of the Company.

There were five Board meetings during the year ended 30 June 2021. Michael Rosenberg, OBE and Melvin Lawson were present at all meetings. Christopher Mills was present at four of the Board meetings. Mark Hawtin was present at none of the Board meetings.

Given the size and nature of CMG as a holding company for a substantial investment in SIS, the Board considers it appropriate to have no executive directors.

In view of the fact that the principal asset of the business is its 20.54% stake in SIS the Directors role is to review the investment in SIS from time to time through regular reports from CMG's representative on the Board of SIS. This normally takes place through regular Board meetings of CMG. Accordingly, the Directors are considered to have sufficient time to perform their duties.

Details of the current Directors, their roles and backgrounds are as follows:

Michael Samuel Rosenberg, OBE – Non-executive Chairman
Michael Rosenberg, OBE joined the Board of CMG in May 2004 and was appointed non-executive Chairman in December 2006.

He began his career at Samuel Montagu and Co Ltd, the merchant bank in 1957 and joined its board in 1971. In 1974 he left the bank to co-found Allied Investments Ltd which became an international healthcare business over the subsequent few years.

He was a founding director and shareholder of TVam, the breakfast TV channel, in 1982 together with Sir David Frost and others. He has been a director of David Paradine Ltd, the holding company for the business interests of the late Sir David Frost since 1974.

Michael was a director and later chairman of Numis Corporation Plc from 1989 till 1999. He was chairman of Pilat Media Global plc from 2002, a media software company quoted on AIM, until its acquisition in March 2014 by Sintec Media. He is non-executive chairman of Starcom Systems Ltd, quoted on AIM, he was a non-executive director of Shefa Gems Ltd, listed on the Standard List of the London Stock Exchange, until ceasing as non-executive director in August 2021, and he was a former non-executive director of Amiad Water Systems Ltd also quoted on AIM. He was also a non-executive director of Dori Media Ltd which is a public but unlisted company previously quoted on AIM and non-executive chairman of Photon Kathaas Productions Ltd, an Indian film production company, previously quoted on AIM, until March 2014. He is an active mentor to the Princes Trust.

The role of the Chairman is to provide leadership of the Board and ensure its effectiveness on all aspects of its remit to maintain control of the Company. In addition, the Chairman is responsible for the implementation and practice of sound corporate governance. The Chairman is considered independent and has adequate separation from the day-to-day running of the Company.

Mark Hawtin – Non-executive Director
Mark Hawtin is an Investment Director at GAM International Limited with responsibility for long/short funds as well as a long only technology fund. He was formerly a partner of Marshall Wace LLP, one of Europe's leading hedge fund managers with more than $12 billion under management until July 2007. Mr. Hawtin is interested in 2,010,117 ordinary shares of 10p each in the Company ("Ordinary Shares") representing approximately 9.56% of the entire issued share capital.

Melvin Lawson – Non-executive Director
Melvin Lawson is an investor in technology companies and in Real Estate. He was managing director of A Beckman plc, a company formerly listed on the London Stock Exchange and is a non-executive director of Telecom Plus plc. Mr Lawson is interested in 3,615,486 Ordinary Shares representing approximately 17.19% of the entire issued share capital.

Christopher Mills – Non-executive Director
Christopher Mills was chief investment officer of J O Hambro Capital Management Limited, which he joined in 1993 and is currently Chairman and CIO of Harwood Capital Management. Mr Mills is also chief executive of North Atlantic Smaller Companies Investment Trust PLC (a UK listed investment trust) and a director and investment manager of Oryx International Growth Fund Limited. He is a member and chief investment officer of Harwood Capital LLP, which is interested in 3,125,000 Ordinary Shares representing approximately 14.86% of the entire issued share capital. Prior to joining the J O Hambro Capital Management group he worked from 1975 to 1993 for Samuel Montagu Limited, Montagu Investment Management Limited, and its successor company, Invesco MIM.

Application of the QCA Code

CMG seeks to grow shareholder value through its approximate 20.54% interest in SIS. SIS is a leading supplier of products and services to the online and retail betting markets. The Company seeks to promote long-term value for shareholders through both capital appreciation and the return of capital to shareholders as a result of its investment in SIS.

The Company remains committed to listening to, and communicating openly with, its shareholders to ensure that its strategy, business model and performance are clearly understood. The AGM is a forum for shareholders to engage in dialogue with the Board. Progress reports are also made via RNS and the main point of contact is Melvin Lawson, Non-Executive Director, who can be contacted on 020 7734 8111.

Board Committees

Audit Committee

The Audit Committee, which consists of Melvin Lawson (Chairman of the Committee), Michael Rosenberg, OBE, Mark Hawtin and Christopher Mills, is responsible for the relationship with the Company's auditors, an in-depth review of the Company’s financial reports, internal controls and any other reports that the Company may circularise. Its terms of reference are to be reviewed on an annual basis, thus ensuring that the Audit Committee’s duties adequately cover all those specific areas that are identified by the QCA Code, which includes a review of the cost effectiveness of the audit and non-audit services provided to the Company. The Committee meets twice a year, prior to the finalisation and announcement of interim and annual results and, should it be necessary, would convene at other times.

Remuneration Committee

The Remuneration Committee which consists of Mark Hawtin (Chairman of the Committee), Melvin Lawson and Christopher Mills, meets and considers, within its existing terms of reference, the Company’s remuneration policy.

The Audit and Remuneration Committees consist solely of Non-executive directors.

The Company does not currently have a Nominations Committee, which the Board considers to be appropriate given the Company’s size and nature, but it will continue to monitor the situation.

Internal financial control

The Group operates a system of internal financial control commensurate with its current size and activities, designed to ensure that the possibility of misstatement or loss is kept to a minimum. There is a comprehensive system in place for financial reporting and the Board receives a number of reports to enable it to carry out these functions in the most efficient manner. These procedures include the preparation of management accounts and other ad hoc reports. All transactions are subject to Director approval and all payments require approval by a minimum of two Directors. The Board has responsibility for the effectiveness of the internal financial control framework. Such a system can only provide reasonable and not absolute assurance against material misstatement.

The Group does not currently have, nor considers there is currently a need for, an internal audit function.

Departure from the QCA Code:

In accordance with the requirements of the AIM Rules for Companies, CMG departs from the QCA Code in the following ways:

Principle 3 - "Take into account wider stakeholder and social responsibilities and their implications for long-term success"

Given the size and nature of CMG as a holding company for a substantial investment in SIS, the Board has no direct interaction with wider stakeholders, which is not linked to long-term success. As such, the Board does not consider it appropriate to have a formal wider stakeholder procedure in place, as described and recommended in Principle 3 of the QCA Code.

Principle 7 - "Evaluate board performance based on clear and relevant objectives, seeking continuous improvement"

Given the size and nature of CMG as a holding company for a substantial investment in SIS, combined with the fact that it has no executive directors, the Board does not consider it appropriate to have a formal performance evaluation procedure in place, as described and recommended in Principle 7 of the QCA Code.

Principle 8 - "Promote a corporate culture that is based on ethical values and behaviours"

Whilst the Directors recognise their fiduciary duties to act in the best interest of all shareholders, as well as stakeholders, and set out to implement an effective corporate governance framework based on the QCA Code, the Company has no employees or customers so the Directors feel that the spirit of Principle 8 of the QCA Code is not applicable to CMG in its current business context.

Michael Rosenberg, OBE
Non-Executive Chairman

Opinion

We have audited the financial statements of Catalyst Media Group plc (the 'parent company') and its subsidiaries (the 'group') for the year ended 30 June 2021 which comprise the Consolidated Statement of Comprehensive Income, the Consolidated Statement of Financial Position, the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows, the Company Statement of Financial Position, the Company Statement of Changes in Equity, the Company Statement of Cash Flows, 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 the European Union.

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 30 June 2021 and of the group's loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) we identified, including those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- **Impairment in associate:** The Group's investment in Sports Information Services (Holdings) Limited (SIS) is accounted for as an associate. There is a risk associated with the valuation of the investment based on differences in relevant reporting dates and accounting standards applied. There is also a risk that given the impact of ongoing litigation, the investment value may be materially impaired. Our response to this risk was to evaluate the directors' impairment review of the investment in SIS by reviewing their assumptions to externally available information and data while also considering the reasonableness of their forecasts and the associated discount rates applied. We also conducted a review to consider the existence of significant events, as required by IAS 28, between the dates of the consolidated financial statements of SIS for 31 March 2021 until the Group's reporting date of 30 June 2021.

  We also considered the existences of differences between IFRS and UK GAAP (FRS 102) to consider the indication that appropriate adjustments may not have been made to account for a divergence in accounting policies between SIS and the Group for the purposes of reporting the latter's share of the former's losses.

Our application of materiality
We apply the concept of materiality both in planning and performing our audit, in evaluating the effect of misstatements and in forming an opinion. For the purpose of determining whether the financial statements are free from material misstatement, we define materiality as the magnitude of a misstatement or an omission from the financial statements, or related disclosures, that would make it probable that the judgement of a reasonable person, relying on the information would have been changed or influenced by the misstatement or omission. We also determine a level of performance materiality, which we used to determine the extent of testing needed, to reduce to an appropriately low level the risk that the aggregate of uncorrected and undetected misstatement exceeds materiality for the financial statements as a whole.

Materiality for the Group Financial Statements as a whole was £221k, which was determined with reference to a benchmark of the Group's gross asset position. We report to the Audit Committee any corrected or uncorrected misstatements arising exceeding £11k.

An overview of the scope of our audit
Our audit scope included the Group company, with subsidiaries reviewed on consolidation. SIS was audited for the year ended 31 March 2021 by KPMG LLP. Our audit work included a review of the KPMG LLP's audit files. The Group's income and majority of its profits/losses, assets and liabilities are derived from its shareholding in SIS. Our audit procedures were therefore designed to reflect this, with our review of the KPMG LLP audit files conducted with reference to the materiality levels set out above. Our audit work covered all other group profits/losses, assets and liabilities directly and in total.

Other information
The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006
In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception
In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or the directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors
As explained more fully in the directors' responsibilities statement set out on pages 10 and 11, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Based on our understanding of the Group and industry, we identified that the principal risks of non-compliance with laws and regulations related to regulatory requirements for AIM-listed entities, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the preparation of the financial statements such as the Companies Act 2006, AIM regulations and income tax.

− Discussions with management including consideration of known or suspected instances of non-compliance with laws and regulation and fraud;
− Evaluating management's controls designed to prevent and detect irregularities;
− Discussions with management regarding any non-compliance with AIM regulations, as well as discussing this with the Company's Nominated Adviser.
− Identifying and testing journals, in particular journal entries posted with unusual account combinations, postings by unusual users or with unusual descriptions; and
– Challenging assumptions and judgements made by management in their critical accounting estimates.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report
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.

Christopher Cork (Senior Statutory Auditor)
For and on behalf of Haysmacintyre LLP, Statutory Auditors

10 Queen Street Place
London
EC4R 1AG

Date: 30 December 2021

Consolidated statement of comprehensive income

	Note	Year ended 30 June 2021 £	Year ended 30 June 2020 £
Revenue	**3**	25,000	25,000
Administrative expenses		(130,029)	(123,600)
Operating loss		(105,029)	(98,600)
Financial income	**9**	23	712
Financial costs	**10**	-	-
Net financial income		23	712
Share of (loss)/profit of equity-accounted associate, net of tax	**2**	(1,470,048)	125,294
Impairment of equity-accounted associate		-	(1,160,843)
Loss before taxation		(1,575,054)	(1,133,437)
Taxation	**11**	(4,934)	25,583
Loss for the year		(1,579,988)	(1,107,854)
Share of other comprehensive (loss)/profit of associate	**2**	(188,352)	262,707
Total comprehensive loss for the year		(1,768,340)	(845,147)
Attributable to equity holders of the Company		(1,768,340)	(845,147)
Loss per share:			
Basic	**12**	(7.51p)	(5.27p)
Diluted	**12**	(7.51p)	(5.27p)

The notes on pages 28 to 44 form part of these financial statements.

	Note	30 June 2021 £	30 June 2020 £
Assets			
Non-current assets			
Investment in associate	**2**	10,816,580	12,474,980
		10,816,580	12,474,980
Current assets			
Trade and other receivables	**14**	57,312	62,741
Cash and cash equivalents	**15**	167,830	270,654
		225,142	333,395
Total assets		11,041,722	12,808,375
Equity and liabilities			
Capital and reserves attributable to equity holders of the parent			
Share capital	**16**	2,103,202	2,103,202
Capital redemption reserve		711,117	711,117
Merger reserve		2,402,674	2,402,674
Retained profits		5,785,560	7,553,900
Total equity		11,002,553	12,770,893
Current liabilities			
Trade and other payables	**18**	39,169	37,482
Total equity and liabilities		11,041,722	12,808,375

The financial statements were approved by the Board of Directors and authorised for issue on 30 December 2021.

Michael Rosenberg, OBE
Director

Company registration number: 03955206

The notes on pages 28 to 44 form part of these financial statements.

Attributable to equity holders of the Group

30 June 2021	**Share Capital £**	**Share Premium £**	**Capital Redemption Reserve £**	**Merger Reserve £**	**Retained Profits £**	**Total Shareholders Equity £**
At 1 July 2020	2,103,202	-	711,117	2,402,674	7,553,900	12,770,893
Loss for the year	-	-	-	-	(1,579,988)	(1,579,988)
Other comprehensive income:						
Share of other comprehensive loss of associate	-	-	-	-	(188,352)	(188,352)
Total comprehensive loss for the period	-	-	-	-	(1,768,340)	(1,768,340)
At 30 June 2021	2,103,202	-	711,117	2,402,674	5,785,560	11,002,553

The notes on pages 28 to 44 form part of these financial statements.

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

Share capital	Amount subscribed for shares at nominal value.
Share premium	Amount subscribed for share capital in excess of nominal value.
Capital redemption reserve	Amounts arising from the purchase by the group of its own shares.
Merger reserve	Amounts arising from the merger of subsidiary investments.
Retained profits	Cumulative profit of the Group attributable to equity shareholders.

Attributable to equity holders of the Group

30 June 2020	**Share Capital**	**Share Premium**	**Capital Redemption Reserve**	**Merger Reserve**	**Retained Profits**	**Total Shareholders Equity**
	£	**£**	**£**	**£**	**£**	**£**
At 1 July 2019	2,103,202	-	711,117	2,402,674	9,450,670	14,667,663
Loss for the year	-	-	-	-	(1,107,854)	(1,107,854)
Other comprehensive income						
Share of other comprehensive profit of associate	-	-	-	-	262,707	262,707
Total comprehensive profit for the period		-		-	(845,147)	(845,147)
Dividends paid					(1,051,623)	(1,051,623)
At 30 June 2020	2,103,202	-	711,117	2,402,674	7,553,900	12,770,893

Consolidated statement of cash flows

	Note	Year ended 30 June 2021 £	Year ended 30 June 2020 £
Cash flow from operating activities			
Loss before taxation		(1,575,054)	(1,133,437)
Adjustments for:			
Share of loss / (profit) from associate		1,470,048	(125,294)
Impairment of investment in associate		-	1,160,843
Finance income		(23)	(712)
Corporation taxes recovered		29,941	-
Net cash flow used in operating activities before changes in working capital		(75,088)	(98,600)
(Decrease) / Increase in trade and other receivables		(29,446)	1,849
Increase in trade and other payables		1,687	7,820
Net cash flow used in operating activities		(102,847)	(88,931)
Investing activities			
Dividend received		-	1,026,884
Interest received		23	712
Net cash flow from investing activities		23	1,027,596
Financing activities			
Dividends paid		-	(1,051,623)
Net cash flow used in financing activities		-	(1,051,623)
Net decrease in cash and cash equivalents in the year		(102,824)	(112,958)
Cash and cash equivalents at the beginning of the year		270,654	383,612
Cash and cash equivalents at the end of the year	**15**	167,830	270,654

The notes on pages 28 to 44 form part of these financial statements.

Company statement of financial position

	Note	30 June 2021 £	30 June 2020 £
Assets			
Non-current assets			
Investments	**13**	10,816,580	12,474,980
		10,816,580	12,474,980
Current assets			
Trade and other receivables	**14**	57,312	62,741
Cash and cash equivalents	**15**	167,830	270,654
		225,142	333,395
Total assets		11,041,722	12,808,375
Equity and liabilities			
Capital and reserves attributable to equity holders of the company			
Share capital	**16**	2,103,202	2,103,202
Capital redemption reserve		711,117	711,117
Merger reserve		2,912,060	2,912,060
Retained profit		5,275,630	7,043,970
Total equity		11,002,009	12,770,349
Current liabilities			
Trade and other payables	**18**	39,713	38,026
		39,713	38,026
Total equity and liabilities		11,041,722	12,808,375

The Company has taken advantage of the exemptions allowed under section 408 of the Companies Act 2006 and has not presented its own income statement in these financial statements. The Group profit for the year included a loss on ordinary activities after tax of £1,768,340 (2020: £845,147) in respect of the Company which is dealt with in the financial statements of the Parent Company.

The financial statements were approved by the Board of Directors and authorised for issue on 30 December 2021.

Michael Rosenberg, OBE
Director

Company registration number: 03955206

The notes on pages 28 to 44 form part of these financial statements

Attributable to equity holders of the Company

30 June 2021	**Share Capital**	**Share Premium**	**Capital Redemption Reserve**	**Merger Reserve**	**Retained Profits**	**Total Shareholders Equity**
	£	**£**	**£**	**£**	**£**	**£**
At 1 July 2020	2,103,202	-	711,117	2,912,060	7,043,970	12,770,349
Loss for the year	-	-	-	-	(1,768,340)	(1,768,340)
Total comprehensive income for the year	-	-	-	-	(1,768,340)	(1,768,340)
At 30 June 2021	2,103,202	-	711,117	2,912,060	5,275,630	11,002,009

Attributable to equity holders of the Company

30 June 2020	**Share Capital**	**Share Premium**	**Capital Redemption Reserve**	**Merger Reserve**	**Retained Profits**	**Total Shareholders Equity**
	£	**£**	**£**	**£**	**£**	**£**
At 1 July 2019	2,103,202	-	711,117	2,912,060	8,940,740	14,667,119
Loss for the year	-	-	-	-	(845,147)	(845,147)
Total comprehensive income for the year	-	-	-	-	(845,147)	(845,147)
Dividend paid	-	-	-	-	(1,051,623)	(1,051,623)
At 30 June 2020	2,103,202	-	711,117	2,912,060	7,043,970	12,770,349

	Note	Year ended 30 June 2021 £	Year ended 30 June 2020 £
Cash flow from operating activities			
Loss before taxation		(1,763,406)	(870,730)
Adjustments for:			
Impairment of investment in subsidiary		1,658,400	1,799,726
Finance income		(23)	(712)
Dividend received		-	(1,026,884)
Corporation taxes recovered		29,941	-
Net cash flow used in operating activities before changes in working capital		(75,088)	(98,600)
(Decrease) / Increase in trade and other receivables		(29,446)	1,849
Increase in trade and other payables		1,687	7,820
Net cash flow used in operating activities		(102,847)	(88,931)
Investing activities			
Interest received		23	712
Dividend received		-	1,026,884
Net cash flow from investing activities		23	1,027,596
Financing activities			
Dividend paid		-	(1,051,623)
Net cash flow used in financing activities		-	(1,051,623)
Net decrease in cash and cash equivalents in the year		(102,824)	(112,958)
Cash and cash equivalents at the beginning of the year		270,654	383,612
Cash and cash equivalents at the end of the year	**15**	167,830	270,654

The notes on pages 28 to 44 form part of these financial statements.

1 Basis of preparation and significant accounting policies

These consolidated financial statements of Catalyst Media Group plc have been prepared in accordance with accepted International Financial Reporting Standards (IFRSs), International Accounting Standards (IAS) and International Financial Reporting Interpretations Committee (IFRIC) interpretations (collectively "IFRSs") as adopted for use in the European Union and as issued by the International Accounting Standards Board and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The accounting policies listed below include those applicable to SIS, given its materiality to the Group as a whole.

Catalyst Media Group plc is an AIM quoted public limited company registered in England and Wales where it is domiciled for tax purposes.

The financial statements are prepared under the historical cost convention.

Going concern

The Directors can report that based on the Group's budgets and financial projections, they have satisfied themselves that the business is a going concern. In assessing the Group as a going concern, the directors are also mindful of the business of SIS, that provides the entire value of the Group. The directors are satisfied that SIS is a going concern. The Board has a reasonable expectation that the Company and Group have adequate resources and facilities to continue in operational existence for the foreseeable future and therefore the accounts are prepared on a going concern basis.

Companies Act s408 exemption

The Company has taken advantage of the exemptions allowed under section 408 of the Companies Act 2006 and has not presented its own income statement in these financial statements. The Group loss for the year included a loss on ordinary activities after tax of £1,768,340 (2020: £845,147) in respect of the Parent Company.

New financial reporting requirements

The Group including SIS have applied the following new financial reporting standards for the first time in preparing its financial statements for the year ended 30 June 2021. There has been no material impact on the Group's financial statements.

- IFRS 16 amendment: COVID-19 Related Rent Concessions (effective as of 1 June 2020)

Standards, interpretations and amendments to published standards not yet effective

At the date of authorisation of these consolidated financial statements, the IASB and IFRIC have issued the following standards and interpretations which are effective for annual accounting periods beginning on or after the stated effective date. These standards and interpretations are not effective for and have not been applied in the preparation of these consolidated financial statements:

- IFRS 17: Insurance Contracts (effective as of 1 January 2023)

The Directors anticipate that the adoption of such standards and interpretations will not have a material impact on the Group's financial statements in the period of initial adoption.

1 Basis of preparation and significant accounting policies (continued)

Basis of consolidation

The consolidated financial statements include the results of the Company and all of its subsidiary undertakings. A subsidiary is an entity controlled, directly or indirectly, by the Company. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The results of subsidiaries have been included from the date of acquisition using the merger method of accounting or the acquisition method of accounting as appropriate.

The consolidated financial statements present the results of the Company and its subsidiaries ("the Group") as if they formed a single entity. Inter-company transactions and balances between Group companies are therefore eliminated in full.

Investments in subsidiaries

Fixed asset investments in subsidiary undertakings are shown at cost less any necessary impairment. The cost of acquisition excludes directly attributable professional fees and other expenses incurred in connection with the acquisition, these costs are written off to the income statement.

Investment in associate

The Group's investment in its associate is accounted for using the equity method of accounting. An associate is an entity in which the Group has significant influence and which is neither a subsidiary nor a joint venture. Under the equity method, the investment in the associate is carried in the consolidated statement of financial position at cost plus post-acquisition changes in the Group's share of net assets of the associate. The consolidated statement of comprehensive income reflects the share of the results of operations of the associate. Where there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes and discloses this, when applicable, in the statement of changes in equity. Profits and losses resulting from transactions between the Group and the associate are eliminated to the extent of the interest in the associate. Any dividend or distribution received from an associate is used to reduce its carrying value.

The financial statements of the associate are prepared to 31 March 2021, a period not greater than three months different to the reporting period. Where necessary, adjustments are made to bring the accounting policies of associates in line with those of the Group. This is therefore considered to be a reasonable time period as to give an adequate reflection of the Group's investment. An amendment to IFRS 16 came into effect as of 1 June 2020, as noted above, and has been applied by the Group to these financial statements. A review was undertaken by the management of SIS to ascertain the impact of this amendment on the assets of SIS. From this review, it was concluded that there would be no material impact on the Group's financial statements.

The directors consider that the Group does not hold such influence as to exert control over its investment in SIS**.** The Group currently holds a 20.54% shareholding in SIS.

1 Basis of preparation and significant accounting policies (continued)

The carrying value of the Group's investment in its associate includes the excess consideration over net assets at the date of acquisition. Any excess value is analysed between separately identifiable intangible assets and goodwill. Goodwill is not amortised and is reviewed annually for impairment by way of a Directors' assessment. Any separately identified intangible assets are amortised over their useful economic life.

Impairment of non-financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. 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. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded subsidiaries or other available fair value indicators.

Impairment losses are recognised in profit or loss in those expense categories consistent with the function of the impaired asset, except for property previously revalued where the revaluation was taken to equity. In this case the impairment is also recognised in equity up to the amount of any previous revaluation. For assets excluding goodwill, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. If that is the case the carrying amount of the asset is increased to its recoverable amount. That increased amount cannot exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at revalued amount, in which case the reversal is treated as a revaluation increase.

The following criteria are also applied in assessing impairment of specific assets:

Associates

After application of the equity method, the Group determines whether it is necessary to recognise an additional impairment loss on the Group's investment in its associate. The Group determines at each reporting date whether there is any objective evidence that the investment in associate is impaired. If this is the case the Group calculates the amount of impairment as being the difference between the recoverable amount (being the higher of fair value less costs to sell and value in use) and carrying amount of the associate and recognises the amount in profit or loss.

Financial instruments

Financial assets

The Group classifies its financial assets into one of the categories discussed below, depending on the purpose for which the asset was acquired.

1 Basis of preparation and significant accounting policies (continued)

Cash and cash equivalents: These include cash in hand and deposits held at call with banks.

Trade and other receivables: These include amounts due to the Group and prepayments and accrued income.

Financial liabilities

The Group classifies its financial liabilities as:

Financial liabilities measured at amortised cost The Group's financial liabilities at amortised cost include trade payables and other financial liabilities.

Trade and other payables: These are initially recognised at fair-value and then carried at amortised cost. These arise from the receipt of goods and services.

Revenue

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Group and the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, and other sales taxes or duty. Revenue arising from the provision of services is recognised when and to the extent that the Group obtains the right to consideration in exchange for the performance of its contractual obligations. Income from the equity accounted associate is recognised as outlined in note 2 to the accounts.

Taxation

Tax expense or taxation recoverable represents the sum of the tax currently payable or recoverable and deferred tax.

The tax currently payable is based on any taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the statement of financial position date.

Tax recoverable comprises amounts receivable in respect of consortium tax relief arising from the surrender of taxable losses to the Group's associated undertaking.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

1 Basis of preparation and significant accounting policies (continued)

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 different Group entities which intend 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.

Operating profit and loss

Operating profit and loss comprises revenues less cost of sales and administrative expenses, including exceptional expenditures where relevant. Operating profit and loss attributed to discontinued operations is included as part of the net result of these operations and is disclosed separately.

Critical accounting estimates and judgements

The Group makes estimates and assumptions concerning the future, which by definition will seldom result in actual results that match the accounting estimate. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are set out below.

(i) Impairment of non-current assets

The value of non-current assets is considered by the Directors at the end of each reporting period. Impairments are recognised on the bases outlined in note 1 to the accounts.

The directors consider the forecast income statements, statements and financial position and cash flows of SIS for an appropriately foreseeable period to review whether an impairment is required. This takes into consideration the forecast EBITDA, future cash flows, future events projected by management and the cash position of SIS.

(ii) Differences in reporting dates of associates

The accounting reference date of SIS is 31 March 2021. The directors have considered preparing co-terminous financial statements for SIS but have concluded that it is impractical to do so. In preparing the financial statements of the Group the directors consider the existence of significant events as defined by IAS 28 to determine whether any adjustment is required to the SIS results included in the Group’s financial statements. The directors have considered the trading results of SIS between 31 March 2021 and 30 June 2021 and have reviewed the impact of SIS’s investments made in that period. The directors consider that no adjustment is required in respect of activity in SIS since 31 March 2021 as the impact of this activity is immaterial to the Group.

2 Investment in associate

Year Ended 30 June 2021	**Group** **£**
Cost	
At 1 July 2020	**12,474,980**
Share of loss – 2021	(1,470,048)
Share of other comprehensive loss – 2021	(188,352)
Dividend received – 2021	-
Impairment of equity-accounted associate	-
At 30 June 2021	**10,816,580**

Year Ended 30 June 2020	**Group** **£**
Cost	
At 1 July 2019	**14,274,706**
Share of profit – 2020	125,294
Share of other comprehensive loss – 2020	262,707
Dividend received – 2020	(1,026,884)
Impairment of equity-accounted associate	(1,160,843)
At 30 June 2020	**12,474,980**

The Group's interest in its associate, SIS, a company incorporated in England and Wales, is held by Alternateport Limited. Alternateport Limited holds an investment of 20.54% in the equity share capital of SIS and is entitled to appoint a director and alternate director to the SIS board. This right has been exercised since acquisition. Alternateport Limited is a wholly owned subsidiary of Catalyst Media Holdings Limited, a wholly owned subsidiary of Catalyst Media Group plc.

A copy of the strategic forecasts prepared by SIS was made available to the Directors of CMG showing management forecasts of the income statement, statement of financial position and statements of cash flow. SIS's management have assumed a growing level of future profits at a steady rate over a period of five years. CMG's management have used these assumptions and further applied a discount rate of 15% to arrive at a present value. In conjunction with these forecasts, the potential impact of the settlement of the ongoing TRP litigation has also been considered and CMG's management have applied further sensitivities in respect of other commercial factors including the risk of renewal of several media rights contracts over the forecast period, and the impact of the forecast growth of SIS on the level of its support costs.

After reviewing the forecasts and other factors detailed above, the Directors concluded that the carrying value of the investment in SIS of £10.8m is appropriate and no impairment is required to this value. The Directors have also concluded that there is insufficient indication or circumstances justifying a reversal of previously recognised impairment charges.

2 Investment in associate (continued)

Share of profit of associate	**2021**	**2021**	**2020**
	SIS Total	**CMG share**	**CMG share**
	£'000	**£'000**	**£'000**
Revenue	130,107	26,724	43,667
Operating (loss) / profit after individually significant items	(8,297)	(1,704)	743
Net interest receivable	307	63	155
Profit / (losses) on individually significant items	(622)	(128)	(735)
(Loss) / Profit before tax	(8,612)	(1,769)	163
Taxation	1,455	299	(38)
Share of loss / (profit) after taxation	(7,157)	(1,470)	125
Net income from associate	(7,157)	(1,470)	125
Other comprehensive income:			
Actuarial (loss) / gain	(1,411)	(290)	404
Deferred tax	494	101	(141)
	(917)	(188)	263
Share of net assets and liabilities of associate			
Gross assets	100,419	20,629	19,957
Net liabilities	(47,771)	(9,812)	(7,482)
Net equity	52,648	10,817	12,475

As at 30 June 2021, SIS was continuing to deal with tax and legal issues that arose from the 2010 Commonwealth Games (CWG) in Delhi, India. SIS, via a partnership in the name of SIS Live, delivered the host broadcast production and facilities contract for the 2010 CWG. Given continuing scrutiny of the entire CWG project immediately after the closure of the Games, approximately 40% of the contract has still not been paid. A provision of £5.9 million was made in respect of this non-payment in SIS's financial statements for its financial year ended 31 March 2011. There has been no subsequent movement on this provision to 30 June 2021.

SIS Live received a draft assessment in March 2014 from Indian tax authorities in relation to the year ended March 2011. SIS has strongly rejected the draft assessment, and continues to appeal it through the Indian judiciary system. As appeal proceedings continue it is not possible to quantify the potential tax liability that may arise or the subsequent recoverability of that amount through the courts and therefore no further provision has been made in the accounts of SIS.

As at 30 June 2021, SIS continued to be involved in a litigation case brought by The Racing Partnership ("TRP") and others against SIS's subsidiary, Sports Information Services Limited ("SISL"), and others. SISL has successfully defended two of the three claims and, following the year end, both SISL and TRP have been granted permission by the judge to appeal elements of the judgement. SISL have been ordered by the judge to pay 20% of TRP's costs. The full outcome of the litigation was still unknown at the year end of CMG. The Directors of SIS included an estimate of the total costs of the claim within SIS's results to 31 March 2021.

No adjustment has been made to 30 June 2021 on the basis that there have been no further developments to either case since 31 March 2021.

On 30 June 2021, SIS acquired 25% of the share capital of Racelab Pty Limited for a net consideration of £2.9m with a potential to acquire a further shareholding in future years. While the acquisition of Racelab Pty Limited is a significant event arising after SIS's financial reporting date of 31 March 2021, the Directors have concluded that its impact on the Group's share of SIS's results to 30 June 2021 is immaterial and therefore does not require adjusting for.

3 Revenue

An analysis of the Group's revenue is as follows:

	2021 £	2020 £
Business administrative services	25,000	25,000
Total revenue	25,000	25,000

4 Segmental analysis

The Directors have determined the Group's operating segments based on the management information that is reviewed in order to strategically operate the business. The Group operates in one segment; business administrative services. Business administrative services focuses on managing the strategic investment in SIS, including the provision of non-executive director services to SIS and the management of overheads, this segment's results include SIS's investment results.

Segmental performance is assessed based on the segment result after results of equity accounted investments, impairment charges, financial income, financial costs and before taxation expense

Year ended 30 June 2021	**Business administrative services** **£**	**Total** **£**
Segment revenue	25,000	25,000
Operating loss	(105,029)	(105,029)
Financial income	23	712
Financial costs	-	-
Share of loss of associate (note 2)	(1,470,048)	(1,470,048)
Impairment of associate	-	-
Segment loss	(1,575,054)	(1,575,054)
Tax	(4,934)	(4,934)
Share of other comprehensive income of associate	(188,352)	(188,352)
Consolidated profit for the year	(1,768,340)	(1,768,340)
Segment assets	11,041,722	11,041,722
Segment liabilities	(39,169)	(39,169)
Net assets	11,002,553	11,002,553

4 Segmental analysis (continued)

Year ended 30 June 2020	**Business administrative services (including SIS investment) £**	**Total (per consolidated financial statements) £**
Segment revenue	25,000	25,000
Operating loss	(98,600)	(98,600)
Financial income	712	712
Financial costs	-	-
Share of profit of associate (note 2)	125,294	125,294
Impairment of associate	(1,160,843)	(1,160,843)
Segment loss	(1,133,437)	(1,133,437)
Tax	25,583	25,583
Share of other comprehensive income of associate	262,707	262,707
Consolidated loss for the year	(845,147)	(845,147)
Segment assets	12,808,375	12,808,375
Segment liabilities	(37,482)	(37,482)
Net assets	12,770,893	12,770,893

5 Operating loss

	2021 £	**2020 £**
Operating loss for the year is stated after charging:		
Auditors' remuneration (note 8)	17,500	13,300

6 Staff numbers and costs

There were no staff other than the Non-executive Directors during the current and prior year.

7 Directors' emoluments

Directors' emoluments for the year that each individual served as a director were as follows:

	2021 £	**2020 £**
Directors' fees (note 24)	45,240	45,240

8 Auditors' remuneration

	2021 £	2020 £
Fees payable for the audit of the Group's financial statements	13,500	10,200
Fees payable for the audit of the Company's financial statements	4,000	3,100
	17,500	13,300

9 Financial income

	2021 £	2020 £
Interest receivable	23	712

10 Financial costs

	2021 £	2020 £
Interest payable	-	-

11 Taxation (Group)

	2021 £	2020 £
Current tax	-	18,200
Over provision in respect of prior periods	(4,934)	7,383
Total tax (charge)/credit for the year	(4,934)	25,583

The difference between the total tax credit shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax is as follows:

Factors affecting tax charge for the year
The tax assessed for the year is lower than the standard rate of corporation tax in the UK of 19.00% (2020: 19.00%).

	2021 £	2020 £
Loss before tax	(1,573,054)	(1,133,437)
Tax on (loss) / profit at standard rate of 19.00% (2020: 19.00%)	(298,881)	(215,353)
Expenses not deductible for tax purposes	1,092	470
Losses not deductible	278,930	196,754
Unutilised tax losses	18,917	-
(Over) / under provision in respect of prior periods	4,934	(7,383)
Other items	(58)	(71)
Current tax charge/(credit)	4,934	(25,583)

Factors that may affect the future tax charge

Deferred tax has not been provided in respect of timing differences relating primarily to revenue losses and management expenses as there is insufficient evidence that the benefit of the losses will be recovered. The amount of the asset not recognised is £871,351 (2020: £847,500). The above deferred tax asset has been calculated based on a future UK tax rate of 19% (2020: 19%).

In the Spring Budget 2021 on 3 March 2021, the Government announced that from 1 April 2023 the corporation tax rate would increase to 25% for companies with profits of over £250,000. A small profits rate will also be introduced for companies with profits of £50,000 or less so that they will continue to pay corporation tax at 19%. From this date companies with profits between £50,000 and £250,000 will pay tax at the main rate reduced by a marginal relief providing a gradual increase in the effective corporation tax rate. This new law was substantively enacted on 24 May 2021.

Had the unrecognised deferred tax asset disclosed above been stated at the 25% corporation tax rate applicable from 1 April 2023 the amount unrecognised at 30 June 2021 would be £1,146,514.

12 Earnings per share (diluted, undiluted and before impairment)

The calculation of the basic and diluted earnings per share is based upon the net loss after tax and minority interests attributable to ordinary shareholders of £1,579,988 (2020: £1,107,854) and a weighted average number of shares in issue for the period of 21,032,030 (2020: 21,032,030).

Reconciliation of shares in issue:

	Year ended 30 June 2021	**Year ended 30 June 2020**
Issued ordinary shares at 30 June 2021	21,032,030	-
Issued ordinary shares at 30 June 2020	-	21,032,030
Weighted average number of ordinary shares	21,032,030	21,032,030

13 Investments

Company **Year Ended 30 June 2021**	**Shares in subsidiaries** **£**
Cost	
At 30 June 2020 and 30 June 2021	16,750,000
Provision for diminution in value	
At 30 June 2020	(4,275,020)
Impairment charge for the year	(1,658,400)
As 30 June 2021	(5,933,420)
Net book value	
At 30 June 2021	10,816,580

Details of the investments are as follows:

	Activity	Percentage of ordinary shares held (%)	Registered office
Catalyst Media Holdings Limited	Investment Company	100	Quadrant House, Floor 6 4 Thomas More Square London E1W 1YW
Alternateport Limited*	Investment Company	100	Quadrant House, Floor 6 4 Thomas More Square London E1W 1YW

* - A subsidiary of Catalyst Media Holdings Limited

Year Ended 30 June 2020	Shares in subsidiaries £
Cost	
At 30 June 2019 and 30 June 2020	16,750,000
Provision for diminution in value	
At 30 June 2019	(2,475,294)
Charge for the year	(1,799,726)
As 30 June 2020	(4,275,020)
Net book value	
At 30 June 2020	12,474,980

14 Trade and other receivables

	2021 Group £	2020 Group £	2021 Company £	2020 Company £
Prepayments	27,312	27,131	27,312	27,131
Other debtors	30,000	35,610	30,000	35,610
	57,312	62,741	57,312	62,741

15 Cash and cash equivalents

	2021 Group £	2020 Group £	2021 Company £	2020 Company £
Cash at bank	167,830	270,654	167,830	270,654
Cash and cash equivalents	167,830	270,654	167,830	270,654

Cash and cash equivalents comprise cash only.

16 Share capital

	2021 Group and Company £	2020 Group and Company £
Authorised:		
65,711,223 ordinary shares of 10 pence each	6,571,122	6,571,122
	6,571,122	6,571,122
Allotted, issued and fully paid:		
21,032,030 ordinary shares of 10 pence each	2,103,202	2,103,202
	2,103,202	2,103,202

17 Interest-bearing cash balances

Effective interest rates and repricing analysis

In respect of income-earning financial assets, the following table indicates their effective average interest rates in the year to 30 June 2021.

	Effective interest rate	Group Total £ 2021	Group Current £ 2021
Cash at bank and other deposits	0.01%	167,830	167,830

	Effective interest rate	Company Total £ 2021	Company Current £ 2021
Cash at bank and other deposits	0.01%	167,830	167,830

18 Trade and other payables

	2021 Group £	2020 Group £	2021 Company £	2020 Company £
Trade payables	6,221	11,770	6,221	11,770
Amounts due to Group companies	-	-	549	549
Other creditors	1,466	-	1,466	-
Bank overdraft	5	5	-	-
Accruals and deferred income	31,477	25,707	31,477	25,707
	39,169	37,482	39,713	38,026

Trade payables are all due within one year.

19 Financial instruments

In common with other businesses, the Group is exposed to risks that arise from its use of financial instruments. This note describes the Group's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout these financial statements.

The significant accounting policies regarding financial instruments are disclosed in note 1.

There have been no substantive changes in the Group's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous periods unless otherwise stated in this note.

Principal financial instruments

The principal financial instruments used by the Group, from which financial instrument risk arises, are as follows:

Group	**2021** **£**	**2020** **£**
Financial assets		
Loans and receivables		
Trade and other receivables	30,000	35,610
Cash and cash equivalents	167,830	270,654
Financial liabilities		
Financial liabilities measured at amortised cost		
Trade and other payables	(7,692)	(11,775)

Company	**2021** **£**	**2020** **£**
Financial assets		
Loans and receivables		
Trade and other receivables	30,000	35,610
Cash and cash equivalents	167,830	270,654
Financial liabilities		
Financial liabilities measured at amortised cost		
Trade and other payables	(8,236)	(12,319)

19 Financial instruments (continued)

General objectives, policies and processes

The overall objective of the Board is to set policies that seek to reduce risk as far as possible without unduly affecting the Group's flexibility. Further details regarding these policies are set out below:

Credit risk

Credit risk with cash and cash equivalents is reduced by placing funds with banks with high credit ratings.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Loans and receivables	**2021** **£**	**2020** **£**
Trade receivables	30,000	35,610
Cash and cash equivalents	167,830	270,654
	197,830	306,264

The Group policy is to make a provision against those debts that are overdue, unless there are grounds for believing that all or some of the debts will be collected. No provision was made with respect to bad and doubtful debts during the year (2020: £Nil).

Liquidity risk

Liquidity risk arises from the Group's and Company's management of working capital. There is a risk that the Group will encounter difficulty in meeting its financial obligations as they fall due.

The Group's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due. The principal liabilities of the Group and Company arise in respect of administrative expenditure and trade and other payables. Trade and other payables are all payable within three months.

The Board receives cash flow projections on a regular basis as well as information on cash balances.

Fair value of financial liabilities	**2021** **£**	**2020** **£**
Trade and other payables	7,692	11,775
	7,692	11,775

The fair value of trade and other payables is equal to the book values.

Capital

The Group considers its capital to comprise its ordinary share capital, capital redemption reserve, merger reserve and the retained profit. In managing its capital, the Group's objectives are to provide a return for its equity shareholders through distributions and capital growth. Going forward the Group will seek to maintain a sufficient funding base to enable the Group to meet its working capital needs.

Details of the Group and Company's capital are disclosed in the Group and Company statement of changes in equity.

19 Financial instruments (continued)

There have been no other significant changes to the Group's management objectives, policies and processes in the period nor has there been any change in what the Group considers to be capital.

Currency risk

The Group and the Company are not exposed to any significant currency risk.

20 Capital commitments

There were no capital commitments outstanding at 30 June 2021 or 30 June 2020 for the Group or the Company.

21 Ultimate Controlling party

There was no ultimate controlling party in the current or prior year.

22 Post balance sheet events

There were no events subsequent to the Statement of Financial Position which require disclosure.

See note 2 for a description of the impact of the post balance sheet events as they relate to SIS's reporting date (31 March 2021) on the Group's valuation of its investment in associate as at 30 June 2021.

23 Contingent liabilities

There were no contingent liabilities of the Group at 30 June 2021.

Contingent liabilities in respect of SIS are discussed in note 2.

24 Related party transactions

During the year, SIS paid the Group £25,000 (2020: £25,000) in respect of fees for the services of the Directors. In addition, SIS paid the Group £29,941 (2020: £Nil) in respect of consortium relief payments.

As at the balance sheet date, Melvin Lawson, and his associated companies, had an interest in 3,615,486 ordinary shares of the Company, representing approximately 17.19% of the Company's total issued share capital.

As at the balance sheet date, Mark Hawtin had an interest in 2,010,117 ordinary shares of the Company, representing approximately 9.56% of the Company's total issued share capital.

As at the balance sheet date, Michael Rosenberg had an interest in 10,520 ordinary shares of the Company, representing approximately 0.05% of the Company's total issued share capital.

24 Related party transactions (continued)

Harwood Capital LLP acts as the investment manager to Oryx International Growth Fund Limited which holds an interest in 3,125,000 ordinary shares of the Company representing approximately 14.86% of the Company's total issued ordinary share capital, and, accordingly, Harwood Capital LLP is a substantial shareholder of the Company. Christopher Mills is the Chief Investment Officer of Harwood Capital LLP and holds 99.97% of the share capital of Harwood Capital Management Limited, a member of Harwood Capital LLP.

	Salary and fees 2021 £	**Total 2021 £**	**Total 2020 £**
M Rosenberg, OBE	15,240	15,240	15,240
M Hawtin	10,000	10,000	10,000
C Mills	10,000	10,000	10,000
M Lawson	10,000	10,000	10,000
	45,240	45,240	45,240

NOTICE OF ANNUAL GENERAL MEETING

CATALYST MEDIA GROUP PLC
(Registered in England and Wales with number 03955206)

Notice is hereby given that the twentieth Annual General Meeting (the "AGM") of Catalyst Media Group plc (the "Company") will be held on Thursday, 27 January 2022 at 6 Stratton Street, London, W1J 8LD at 11.00 a.m. for the purposes of considering and, if thought fit, passing the following resolutions of which resolutions 1 to 5 are ordinary resolutions and resolution 6 is a special resolution.

In light of the current status of the evolving COVID-19 situation and any UK government restrictions on public gatherings that may be introduced and in force at the date of the AGM, the Directors strongly encourage all Shareholders to vote electronically or lodge a form of proxy appointing the Chair of the AGM as their proxy prior to the meeting and not attend in person. The Chairman may adjourn the meeting where the number of attendees may lead to a breach of any relevant local public health laws and regulations in place on the day of the meeting.

Ordinary Resolutions

1. To receive the audited financial statements including the report of the directors and the auditors for the Company for the year ended 30 June 2021.

2. To approve the directors' remuneration report for the Company for the year ended 30 June 2021.

3. To reappoint Haysmacintyre LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting.

4. To authorise the directors to fix the remuneration of the auditors.

5. To re-elect Christopher Mills as a director.

Special Resolution

6. Subject to, and in accordance with the Company's articles of association, the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of the Company provided that:

   (a) the maximum number of ordinary shares hereby authorised to be acquired is 3,154,805 (being 15 per cent of the issued ordinary shares of the Company as at the date of this notice);

   (b) the minimum price which may be paid for an ordinary share is the nominal value of such share;

   (c) the maximum price which may be paid for an ordinary share is an amount equal to 105 per cent. of the average of the middle market quotations for an ordinary share in the Company as derived from the AIM Appendix to The London Stock Exchange Daily Official List for the five business days immediately preceding the day on which such ordinary share is contracted to be purchased;

   (d) the authority hereby conferred shall expire on the date which is 12 months from the date of the passing of this resolution;

(e) the Company may make any purchase of its ordinary shares pursuant to a contract concluded before the authority hereby conferred expires and which will or may be executed wholly or partly after the expiry of such authority; and

(f) all ordinary shares purchased pursuant to the authority conferred by this resolution shall be cancelled immediately on completion of the purchase or held in treasury (provided that the aggregate nominal value of shares held as treasury shares shall not at any time exceed ten per cent. of the issued ordinary share capital of the Company at any time).

By order of the Board

Michael Rosenberg, OBE
Chairman

Registered Office:
Quadrant House,
Floor 6, 4 Thomas More Square,
London
E1W 1YW

Date: 30 December 2021

Notes:

1. Only the holders of ordinary shares are entitled to attend the meeting and vote, subject to note 4 below. A member entitled to attend and vote may appoint one or more proxies to attend, speak and vote on his/her behalf at the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by the member. A member need not be a member of the Company but must attend the meeting to represent him.

2. A form of proxy is provided. To be effective, a form of proxy (together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or other authority) must be completed, signed and lodged with the Company's registrar, Neville Registrars, Neville House, Steelpark Road, Halesowen, B62 8HD no later than 48 hours before the time of the meeting. Depositing a completed form of proxy will not preclude a member from attending the meeting and voting in person.

3. A shareholder which is a corporation (including a company) (a "corporation") and which wishes to be represented at the meeting by a person with authority to speak, vote on a show of hands and vote on a poll (a "corporate representative") must submit a certified copy of the resolution giving the relevant authority to that corporate representative to the registered office (for the attention of the directors) by the same deadline as in note 2 above. A corporate representative has the same powers on behalf of the corporation he/she represents as that corporation could exercise if it were an individual member of the Company. Alternatively, a corporation may complete and return a form of proxy.

4. Pursuant to regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to attend and vote at the meeting (and for the purposes of the determination by the Company of the number of votes they may cast), members must be entered on the Company's register of members by 11.00 a.m. on Tuesday, 25th January 2022. Any changes to the register of members after such time shall be disregarded in determining the rights of any person to attend or vote at the meeting.

5. In the case of joint holders, the signature of only one of the joint holders is required on the form of proxy, but the vote of the senior (by order in the register of members) who tenders a vote will be accepted to the exclusion of the others.

6. Copies of the following documents will be available for inspection at the Company's registered office, during normal business hours, on any day (Saturdays, Sundays and public holidays excepted) from the date of this notice until the day of the meeting and at the place of the meeting for 15 minutes prior to and during the meeting:

   (a) the register of directors' interests in the share capital of the Company; and

   (b) copies of the directors' service contracts.

FORM OF PROXY

CATALYST MEDIA GROUP PLC
(registered in England and Wales with number 03955206)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING

COMPLETE IN BLOCK CAPITALS PLEASE

I/We,……… being (a) holder(s) of ordinary shares of 10p each in the capital of the Company HEREBY APPOINT the Chairman of the Meeting (see Note 1) or ………………………………………………………………………………..to be my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 6 Stratton Street, London W1J 8LD on Thursday, 27 January 2022 at 11.00 a.m. or any adjournment thereof.

I/We request such proxy to vote on the following resolutions as set out below and as indicated by an X in the appropriate box below and otherwise as my/our proxy shall think fit (see Note 2).

	For	**Against**	**Vote Withheld**
ORDINARY RESOLUTIONS			
1. To receive the audited financial statements including the report of the directors and the auditors for the Company for the year ended 30 June 2021.			
2. To approve the directors' remuneration report for the Company for the year ended 30 June 2021.			
3. To reappoint Haysmacintyre LLP as auditors of the Company to hold office until the conclusion of the next Annual General Meeting.			
4. To authorise the directors to fix the remuneration of the auditors.			
5. To re-elect Christopher Mills as a director.			
SPECIAL RESOLUTION			
6. To grant the Company authority to make market purchases of its own ordinary shares			

Signature (see note 4)………………………………………… Dated …………………………………………….

Notes

1. To appoint as a proxy a person other than the Chairman of the Meeting insert the full name in the space provided. A proxy need not be a member of the Company. You can also appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. The following options are available:

    (a) To appoint the **Chairman** as your **sole proxy** in respect of all your shares, simply fill in any voting instructions in the appropriate boxes and sign and date the Form of Proxy

    (b) To appoint a **person other than the Chairman as your sole proxy** in respect of all your shares, delete the words 'the Chairman of the Meeting (see Note 1) or' and insert the name of your proxy in the spaces provided. Then fill in any voting instructions in the appropriate boxes and sign and date the Form of Proxy

    (c) To appoint **more than one proxy**, you may photocopy this form. Please indicate the proxy holder's name and the number of shares in relation to which they are authorised to act as your proxy (which, in aggregate, should not exceed the number of shares held by you). Please also indicate if the proxy instruction is one of multiple instructions being given. If you wish to appoint the Chairman as one of your multiple proxies, simply write 'the Chairman of the Meeting'. All forms must be signed and should be returned together in the same envelope.

2. Unless otherwise indicated the proxy will vote as he or she thinks fit or, at his/her discretion, abstain from voting.

3. The executed Form of Proxy must arrive by no later than 48 hours before the time set for the Meeting at Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD during usual business hours accompanied by any Power of attorney under which it is executed (if applicable).

4. A corporation must execute the Form of Proxy under either its common seal or the hand of a duly authorised officer or attorney.

5. Completion and return of the Form of Proxy will not preclude you from attending and voting in person at the Meeting should you subsequently decide to do so.

6. If you prefer, you may return the proxy form to the Registrar in an envelope addressed to Neville Registrars Limited, Neville House, Steelpark Road, Halesowen, B62 8HD.