



NZ ME.

2017 INTERIM REPORT

For the six months ended 30 June 2017

All Blacks player Jerome Kaino on the charge in the first test between the All Blacks and The British & Irish Lions played at Eden Park in Auckland
Photographer – Alan Gibson (The New Zealand Herald)

NZME H1 2017 Results Summary

STATUTORY NPAT¹

\$7.8m

TRADING EBITDA²

\$28.2m

▲ 1% H1 16 PRO FORMA² \$27.9m²

TRADING NPAT²

\$9.9m

▲ 1% H1 16 PRO FORMA² \$9.8m²

TRADING REVENUE²

\$189.1m

▼ 3%

H1 16 PRO FORMA² \$195.3m

TRADING EARNINGS PER SHARE²

5.0cps

▲ 1%

H1 16 PRO FORMA² \$5.0cps

INTERIM DIVIDEND FULLY IMPUTED³

3.5cps

SCHEDULED FOR PAYMENT ON
27 OCTOBER 2017

(1) The H1 16 Statutory NPAT of \$60.8m was impacted by the demerger from APN (now HT&E), tax payments, and the inclusion of the previous ownership interest in the Australian Radio business and is therefore not comparable with the H1 17 result as explained and reconciled in the Supplementary Information on page 31 of the NZME Half Year 2017 Results Presentation dated 24 August 2017. (2) All Trading and Pro forma measures shown here are non GAAP measures that are explained and reconciled in the Supplementary Information on pages 31-34 of the NZME Half Year 2017 Results Presentation dated 24 August 2017. (3) A supplementary dividend of 0.6176 cents per share will be payable to shareholders who are not tax resident in New Zealand and who hold less than 10% of the shares in NZME Limited.



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LETTER FROM THE CHAIRMAN & CEO

24 August 2017

NZME delivers stable earnings and declares an interim dividend of 3.5 cents per share



Sir John Anderson



Michael Boggs

NZME is pleased to report stable earnings from its integrated media and entertainment business driven by retention of Print revenue, Digital revenue growth and effective cost management.

Net profit after tax for the six months ended 30 June 2017 (H1 2017) was \$7.8 million. Net profit after tax for the six months ended 30 June 2016 (H1 2016) was impacted by the demerger from APN (now HT&E) and earnings from discontinued businesses, and was \$60.8 million.

Trading EBITDA¹ was \$28.2 million, an increase of 1% on Pro forma¹ H1 2016 at \$27.9 million, after adjusting for standalone costs previously disclosed and incurred since listing on the NZX Main Board and ASX in June 2016. A 4% reduction in costs due to the ongoing benefits of integration, variable cost reductions and operational initiatives contributed to this stable result.

Trading Revenue¹ declined 3% compared to Pro forma¹ H1 2016, an improvement on the 6% decline in revenue for the full year 2016, due to strong dollar growth in Digital revenues mitigating the slowing rate of decline in Print advertising, and declines in Radio and e-Commerce revenues.

The NZME audience continues to grow; now reaching more than 3.3 million New Zealanders, up from 3.2 million at Q4 2016². It is estimated that 82% of New Zealanders now read, watch, listen to, or otherwise engage with NZME's brands². Our Print audience has remained stable, while our digital audience has grown 14% year on year².

We continue to focus on creative ways to grow our audience, improve our targeting and develop new revenue streams. We are really pleased with the performance of print in the first half. *The New Zealand Herald's* readership has remained on an upward trend, and the *Herald on Sunday* remains the most-read, and highest-selling Sunday Newspaper in the country.

Reflecting operational initiatives to grow our audience and revenue, including *The Hits* new breakfast shows and programming changes to address demographic opportunities in Q1, a momentum change in radio survey results saw NZME gain 4.1% share of the key 18-54 year old major market demographic in the first two surveys of 2017³.

In Digital we launched a redesigned *NZ Herald* website in the first half, utilising the highly regarded Washington Post content management system and other publishing tools. The new design and user experience are responsive and optimised for people on the go. For advertisers, there are new opportunities to engage with readers and enhanced ad visibility.

Capital expenditure for the half year was \$6.8 million and net

debt as at 30 June 2017 was \$106.8 million, up from \$95.9 million at 31 December 2016. Net debt was impacted by increased working capital at period end, due to the timing of digital receipts and seasonality of payables, however the reversal of these trends saw net debt decline to \$102.7 million at 31 July 2017.

Notwithstanding these intra period variations, the company has healthy operating cash flow, sound liquidity ratios and undrawn bank facilities of \$44.5 million.

NZME's continued focus on innovation and the ongoing benefits of integration have delivered great value for shareholders in the first half of 2017. We are happy to report a stable Trading NPAT¹ of \$9.9 million, up from \$9.8 million in H1 2016, and Trading EPS¹ of 5.0 cents.

Earnings stability has enabled the Board to declare fully imputed interim dividend of 3.5 cents per share, scheduled for payment on 27 October 2017. Once again, a supplementary dividend will be paid to qualifying non-resident shareholders.

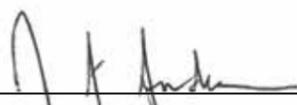
NZME and Fairfax New Zealand Ltd ("Fairfax") announced in May 2017 that they would appeal the New Zealand Commerce Commission's decision not to clear or authorise their proposed merger. This process begins on 16 October 2017 with a nine day hearing and still remains subject to shareholder approval.

Merging with Fairfax remains a priority to further improve efficiency, and to underwrite the competitiveness of New Zealand content generation and delivery, in an increasingly fragmented market.

OUTLOOK

In terms of current trading, the headwinds seen in recent years in traditional advertising markets have continued in 2017, with no respite immediately evident. First half revenue was slightly better than expected, largely due to NZME's strategy to capitalise on the occurrence of two significant events; the America's Cup and DHL Lions Series.

Trading revenue for the first six weeks of the second half was down approximately 5% on the same period last year, highlighting a slower market overall.


Sir John Anderson Chairman

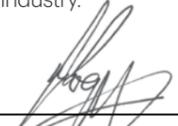
The rate of cost reduction is expected to ease, and EBITDA will therefore likely be pressured in the near term. In addition to efforts to retain revenue in the existing business, NZME will pursue a range of growth initiatives, with the intention of achieving revenue and EBITDA growth in the medium term.

NZME has identified initiatives in seven priority areas of focus for the current year, which are considered drivers of shareholder value:

1. Grow audience reach by focusing on leveraging the Washington Post platform and tools to enhance audience analytics, content performance and advertiser targeting;
2. Continue to retain Print revenue by further innovating the print proposition and leveraging integrated sales;
3. Return Radio revenue to growth by capitalising on improved ratings results and sales team transformation to deliver revenue;
4. Grow new revenue streams through the digital classifieds verticals of property, employment and motoring;
5. Effective cost and capital management through operational enhancements across the business such as completion of the closed loop colour printer project;
6. Develop our people and talent by further improving engagement and continuing with talent succession planning; and
7. Progress the Fairfax merger, subject to successful appeal and shareholder approval.

NZME will continue to work hard in these areas and looks forward to updating shareholders on progress against each of those at the full year.

We have an integrated media business that provides advertisers with a unique multi-media offering, through which they are able to engage with our growing audience. We believe that we have the right assets and the right strategy for growing long term shareholder value in this dynamic industry.


Michael Boggs CEO

(1) All Trading and Pro forma measures are non-GAAP measures that are explained and reconciled in the NZME Half Year 2017 Results Presentation dated 24 August 2017. (2) Nielsen CMI, May fused database: Q1 16 to Q1 17 (population 10 years +). Based on unduplicated weekly reach of NZME newspapers, radio stations, and monthly domestic unique audience of NZME's digital channels. (3) GfK Radio Audience Measurement, Commercial Stations. NZME and Partners in Major Markets Trended till T2 2017. Station Share % Mon-Sun 12mn - 12mn, 18 - 54.

NZME H1 2017

Achievements against Operational Priorities

- 1. Audience growth** 4% yoy to 3.3 million¹
- 2. Print revenue** decline slowed further
- 3. Radio revenue** audience share growth achieved, agency growth continues
- 4. Digital revenue** 20% YoY growth
- 5. Cost savings** 4% YoY²
- 6. Talent developed**
leadership engagement improved,
The Hits & Newstalk ZB talent enhancements
- 7. Merger progressed**
NZ Commerce Commission appeal process underway

(1) Nielsen CMI, May fused database: Q2 16 to Q1 17 (population 10 years +). Based on unduplicated weekly reach of NZME newspapers, radio stations, and monthly domestic unique audience of NZME's digital channels. (2) Please refer to page 31-34 of the NZME Half Year 2017 Results Presentation dated 24 August 2017 for further information.

NZME's reach is growing

82%¹ of New Zealanders now read, watch, listen to, or otherwise engage with our brands

NZME reaches:

85%

of the North Island¹

▲ 1% YoY

87%

of Auckland¹

▲ 1% YoY

74%

of the South Island¹

▲ 11% YoY

Our national and local presence allows us to offer advertisers broad access to their target markets

(1) Nielsen CMI, May fused database: Q2 16 - Q1 17 (population 10 years +). Based on unduplicated weekly reach of NZME newspapers, radio stations, and monthly domestic unique audience of NZME's digital channels.

Consolidated Interim Financial Statements

For the six months ended 30 June 2017

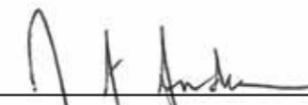
Directors' Statement

The directors are pleased to present the consolidated interim financial statements of NZME Limited (the "Company") and its subsidiaries (together the "Group") for the six months ended 30 June 2017, incorporating the consolidated interim financial statements and the auditor's independent review report.

The directors are responsible, on behalf of the Company, for presenting these consolidated interim financial statements in accordance with applicable New Zealand legislation and New Zealand equivalent to International Accounting Standard 34: *Interim Financial Reporting* and International Accounting Standard 34: *Interim Financial Reporting*.

The consolidated interim financial statements for the Group as presented on pages 11 to 32 are signed on behalf of the Board of Directors, and are authorised for issue on the date below.

For and on behalf of the Board of Directors



Sir John Anderson
Director



Carol Campbell
Director

Date: 24 August 2017

CONSOLIDATED INTERIM INCOME STATEMENT
for the six months ended 30 June 2017 (unaudited)

	NOTE	JUNE 2017 \$'000	JUNE 2016 \$'000
CONTINUING OPERATIONS			
Revenue	2.1	190,625	196,634
Finance and other income	2.1	480	1,971
Total revenue and other income	2.1	191,105	198,605
Expenses from operations before finance costs, depreciation, amortisation		(165,457)	(182,308)
Depreciation & amortisation		(12,057)	(12,240)
Finance costs		(2,370)	(6,829)
Profit / (loss) from continuing operations before income tax expense		11,221	(2,772)
Income tax expense		(3,455)	(61,522)
Profit / (loss) from continuing operations for the year		7,766	(64,294)
DISCONTINUED OPERATIONS			
Profit / (loss) after tax from discontinued operations		-	125,095
Profit / (loss) for the year		7,766	60,801
PROFIT / (LOSS) FOR THE YEAR IS ATTRIBUTABLE TO:			
Owners of the Company		7,766	46,876
Non-controlling interests		-	13,925
Profit / (loss) for the year		7,766	60,801

	NOTE	CENTS	CENTS
Earnings per share from continuing operations attributable to the ordinary shareholders of the Company			
Basic / diluted earnings per share	2.2	4.0	(35.0)
Earnings per share from profit for the year (continuing and discontinued operations) attributable to the ordinary shareholders of the Company			
Basic / diluted earnings per share	2.2	4.0	23.9

The above Consolidated Interim Income Statement should be read in conjunction with the accompanying notes.

CONSOLIDATED INTERIM STATEMENT OF COMPREHENSIVE INCOME
for the six months ended 30 June 2017 (unaudited)

	NOTE	JUNE 2017 \$'000	JUNE 2016 \$'000
Profit for the period		7,766	60,801
OTHER COMPREHENSIVE INCOME			
<i>Items that may be reclassified to profit or loss</i>			
Exchange differences on translation of foreign operations		2	44,844
<i>Items that will not be reclassified to profit or loss</i>			
Exchange and other differences applicable to non-controlling interests		-	(14,683)
Other comprehensive income, net of tax		2	30,161
Total comprehensive income		7,768	90,962
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO:			
Owners of the Company		7,768	91,720
Non-controlling interests		-	(758)
		7,768	90,962
TOTAL COMPREHENSIVE INCOME ATTRIBUTABLE TO OWNERS OF THE COMPANY:			
Continuing operations		7,768	(23,782)
Discontinued operations		-	115,502
		7,768	91,720

The above Consolidated Interim Statement of Comprehensive Income should be read in conjunction with the accompanying notes.

CONSOLIDATED INTERIM BALANCE SHEET
as at 30 June 2017 (unaudited)

	NOTE	JUNE 2017 \$'000	DECEMBER 2016 \$'000
CURRENT ASSETS			
Cash and cash equivalents	4.3	8,400	16,242
Trade and other receivables		56,340	53,631
Inventories		2,053	2,226
Total current assets		66,793	72,099
NON-CURRENT ASSETS			
Intangible assets	3.1	333,387	329,776
Property, plant and equipment	3.2	66,809	75,677
Other financial assets		5,988	5,988
Total non-current assets		406,184	411,441
Total assets		472,977	483,540
CURRENT LIABILITIES			
Trade and other payables		59,798	66,379
Current tax provision		280	2,800
Total current liabilities		60,078	69,179
NON-CURRENT LIABILITIES			
Trade and other payables		13,397	13,423
Interest bearing liabilities	4.2	115,235	112,168
Deferred tax liabilities		2,530	3,211
Total non-current liabilities		131,162	128,802
Total liabilities		191,240	197,981
Net assets		281,737	285,559
EQUITY			
Share capital		360,363	360,363
Reserves		(5,025)	(5,198)
Retained earnings		(73,601)	(69,606)
Total equity		281,737	285,559

The above Consolidated Interim Balance Sheet should be read in conjunction with the accompanying notes.

CONSOLIDATED INTERIM STATEMENT OF CHANGES IN EQUITY
for the six months ended 30 June 2017 (unaudited)

GROUP	NOTE	Attributable to owners of the Company			TOTAL \$'000	NON-CON- TROLLING INTERESTS \$'000	TOTAL EQUITY \$'000
		SHARE CAPITAL \$'000	RESERVES \$'000	RETAINED EARNINGS \$'000			
Balance at 1 January 2016		360,363	(34,992)	104,584	429,955	201,869	631,824
Profit for the period		-	-	46,876	46,876	13,925	60,801
Other comprehensive income		-	44,844	-	44,844	(14,683)	30,161
Total comprehensive income		-	44,844	46,876	91,720	(758)	90,962
Transfers within equity		-	(15,176)	15,176	-	-	-
Dividends paid		-	-	(191,258)	(191,258)	-	(191,258)
Transactions with non-controlling interests		-	-	-	-	(3,630)	(3,630)
Acquisitions and divestments of subsidiaries and operations		-	-	(51,886)	(51,886)	(197,481)	(249,367)
Balance at 30 June 2016		360,363	(5,324)	(76,508)	278,531	-	278,531
Balance at 1 January 2017		360,363	(5,198)	(69,606)	285,559	-	285,559
Profit for the period		-	-	7,766	7,766	-	7,766
Other comprehensive income		-	2	-	2	-	2
Total comprehensive income		-	2	7,766	7,768	-	7,768
Dividends paid	4.1	-	-	(11,761)	(11,761)	-	(11,761)
Supplementary dividends paid	4.1	-	-	(1,904)	(1,904)	-	(1,904)
Tax credit on supplementary dividends		-	-	1,904	1,904	-	1,904
Share based payments expense		-	171	-	171	-	171
Balance at 30 June 2017		360,363	(5,025)	(73,601)	281,737	-	281,737

The above Consolidated Interim Statement of Changes in Equity should be read in conjunction with the accompanying notes.

CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS
for the six months ended 30 June 2017 (unaudited)

	NOTE	JUNE 2017 \$'000	JUNE 2016 \$'000
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		187,283	369,157
Payments to suppliers and employees		(169,649)	(316,473)
Dividends received		111	141
Interest received		77	110
Interest paid		(3,983)	(6,779)
Income taxes paid		(6,455)	(3,926)
Net cash inflows / (outflows) from operating activities	4.3	7,384	42,230
CASH FLOWS FROM INVESTING ACTIVITIES			
Payments for property, plant and equipment		(1,098)	(4,842)
Payments for intangible assets including software		(5,703)	(1,474)
Proceeds from sale of property, plant and equipment		-	2,271
Proceeds from divestment of subsidiaries, net of their cash, as part of internal restructure		-	95,936
Net loans repaid / (advanced) to other entities		-	2,278
Net cash inflows / (outflows) from investing activities		(6,801)	94,169
CASH FLOWS FROM FINANCING ACTIVITIES			
Loans advanced / (repaid) by related parties		-	(55,958)
Proceeds from borrowings		3,500	54,000
Repayments of borrowings		-	(127,595)
Payments for borrowing cost		-	(400)
Dividends paid to Company's shareholders		(11,925)	-
Net payments to non-controlling interests		-	(3,630)
Net cash inflows / (outflows) from financing activities		(8,425)	(133,583)
Net increase / (decrease) in cash and cash equivalents		(7,842)	2,816
Cash and cash equivalents at beginning of the period		16,242	11,065
Effect of exchange rate changes		-	(76)
Cash and cash equivalents at end of the period	4.3	8,400	13,805

The Consolidated Interim Statement of Cash Flows includes cash flows from continuing and discontinued operations. Refer to the Consolidated Financial Statements for the year ended 31 December 2016 for further information on cash flows from discontinued operations. The above Consolidated Interim Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO THE **CONSOLIDATED INTERIM FINANCIAL STATEMENTS (UNAUDITED)**

1.0 BASIS OF PREPARATION

1.1 REPORTING ENTITY AND STATUTORY BASE

NZME Limited (NZX:NZM, ASX:NZM) is a for-profit company limited by ordinary shares which are publicly traded on the NZX Main Board and the Australian Securities Exchange as a Foreign Exempt Listing. NZME Limited is incorporated and domiciled in New Zealand. It is registered under the Companies Act 1993 and is a FMC reporting entity under Part 7 of the Financial Markets Conduct Act 2013. The entity's registered office is 2 Graham Street, Auckland, 1010, New Zealand.

NZME Limited (the "Company" or "Parent") and its subsidiaries' (together the "Group") principal activity during the financial period was the operation of an integrated print, radio and digital media and entertainment business.

1.2 GENERAL ACCOUNTING POLICIES

These consolidated interim financial statements have been prepared in accordance with New Zealand equivalent to International Accounting Standard 34: *Interim Financial Reporting*, International Accounting Standard 34: *Interim Financial Reporting* and the NZX Listing Rules.

The consolidated interim financial statements do not include all notes of the type normally included in an annual financial report. Accordingly, these consolidated interim financial statements should be read in

conjunction with the audited consolidated financial statements for the year ended 31 December 2016 and any public announcements made by NZME Limited during the interim reporting period and up to the date of these consolidated interim financial statements. These consolidated interim financial statements are presented for the Group.

The material accounting policies used in the preparation of these consolidated interim financial statements are consistent with those used in the audited consolidated financial statements for the year ended 31 December 2016.

Certain prior period information has been re-presented consistent with current period disclosures to provide more meaningful comparison. These consolidated interim financial statements are presented in New Zealand dollars, which is the Company's functional and the Group's presentation currency, and rounded to the nearest thousand, except where otherwise stated.

These consolidated interim financial statements were approved for issue by the Board of Directors on 24 August 2017.

These interim consolidated financial statements have not been audited, but have been reviewed in accordance with New Zealand Standard on Review Engagement 2410: *Review of Financial Statements Performed by the Independent Auditor of the Entity*.

1.3 SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the consolidated interim financial statements requires the use of certain significant judgements, accounting estimates and assumptions, including judgements, estimates and assumptions concerning the future. The estimates and assumptions are based on historical experiences and other factors that are considered to be relevant. The resulting accounting estimates will by definition, seldom equal the related actual results and are reviewed on an ongoing basis. Significant areas of estimation and judgment in these consolidated interim financial statements are consistent with those disclosed in the audited consolidated financial statements for the year ended 31 December 2016.

1.4 SIGNIFICANT CHANGES
1.4.1 Demerger from APN News & Media Limited (now HT&E Limited) and tax settlement

The Company completed its demerger from APN News & Media Limited (subsequently rebranded as HT&E Limited ("HT&E")) on 29 June 2016, marking the creation of a standalone NZ Group focused on the operation of an integrated print, radio and digital media and entertainment business. On 23 June 2016, the Company and HT&E reached a binding heads of agreement with the Inland Revenue Department ("IRD") to settle the Mandatory Convertible Note transaction, the Branch financing transaction, non-resident withholding tax and thin capitalisation issues, and a further matter that was under review by the IRD. The demerger and tax settlement had a significant impact on the audited consolidated financial statements for the year ended 31 December 2016 and the comparatives to these consolidated interim financial statements. The demerger and the tax settlement did not have a material impact on the current period. Detailed notes regarding the demerger and the tax settlement are included in the audited consolidated financial statements for the year ended 31 December 2016.

1.4.2 Proposed merger with Fairfax New Zealand Limited

On 3 May 2017 the Company was advised by the New Zealand Commerce Commission ("NZCC") of its decision to decline to grant clearance or authorisation for the proposed merger of the Company with Fairfax New Zealand Limited ("Fairfax").

On 26 May 2017 the Company and Fairfax announced that they will appeal the NZCC's decision in the High Court.

A nine day hearing has now been scheduled to begin on 16 October 2017.

1.5 NEW STANDARDS AND INTERPRETATIONS ADOPTED IN THE CURRENT PERIOD

There are no new or amended accounting standards that came into effect for the current reporting period that had a material impact on these consolidated interim financial statements.

1.6 STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE

NZ IFRS 15 *Revenue from contracts with customers* replaces NZ IAS 18 and NZ IAS 11 and is effective for periods commencing 1 January 2018. The new standard is based on the principle that revenue is recognised when control of a good or service transfers to a customer. The notion of control therefore replaces the existing notion of risks and rewards.

NZ IFRS 16 *Leases* replaces NZ IAS 17 and is effective for periods commencing 1 January 2019. It requires a lessee to recognise a lease liability reflecting future lease payments and a "right-of-use asset" for virtually all lease contracts. Included is an optional exemption for certain short-term leases and leases of low-value assets for lessees.

The Group is still assessing the potential impact of these standards.

All other standards, interpretations and amendments issued but not yet effective are either not applicable to the Group or not material.

2.0 GROUP PERFORMANCE
2.1 REVENUE AND OTHER INCOME

	JUNE 2017 \$'000	JUNE 2016 \$'000
FROM CONTINUING OPERATIONS		
Advertising revenue	136,167	142,228
Circulation and subscription revenue	41,917	43,947
Services revenue	6,124	5,232
Other revenue	6,417	5,227
Revenue from continuing operations	190,625	196,634
Dividends	111	110
Rental income from sub-leases	292	294
Profit / (loss) on disposal of properties and businesses	-	1,359
Other income	403	1,763
Interest income – related parties	-	91
Interest income – other entities	77	117
Finance income	77	208
Total finance and other income	480	1,971
Total revenue and other income	191,105	198,605
FROM DISCONTINUED OPERATIONS		
Total revenue and other income	-	127,542

2.2 EARNINGS PER SHARE

	JUNE 2017 \$'000	JUNE 2016 \$'000
RECONCILIATION OF EARNINGS USED IN CALCULATING BASIC / DILUTED EARNINGS PER SHARE ("EPS")		
Profit / (Loss) from continuing operations attributable to owners of the parent entity	7,766	(68,626)
Profit from discontinuing operations attributable to owners of the parent entity	-	115,502
Profit / (Loss) attributable to owners of the parent entity used in calculating EPS	7,766	46,876
WEIGHTED AVERAGE NUMBER OF SHARES		
	JUNE 2017 NUMBER	JUNE 2016 NUMBER
Weighted average number of shares in the denominator in calculating basic EPS	196,011,282	196,011,282
Adjusted for calculation of diluted EPS	-	-
Weighted average number of shares in the denominator in calculating diluted EPS	196,011,282	196,011,282
BASIC / DILUTED EARNINGS PER SHARE		
	JUNE 2017 CENTS	JUNE 2016 CENTS
From continuing operations attributable to owners of the parent entity	4.0	(35.0)
From discontinuing operations attributable to owners of the parent entity	-	58.9
Total basic / diluted earnings per share attributable to owners of the parent entity	4.0	23.9

2.3 SEGMENT INFORMATION
2.3.1 Determination and description of segments

The Group has one reportable segment – being “Integrated Media and Entertainment”. All significant operating decisions are based upon analysis of NZME as one operating segment. The Executive Team and the Board of Directors have been identified as the Chief Operating Decision Maker. The Group’s major products and services are split by channel only at the revenue level into Print, Radio & Experiential and Digital & e-Commerce which is the way in which revenue is reported to the Chief Operating Decision Maker. Although the Group operates in many different markets within New Zealand, for management reporting purposes the Group operates in one principle geographical area being New Zealand as a whole. Integrated Media and Entertainment incorporates the sale of advertising, goods and services generated from the audiences attached to the Group’s media platforms.

2.3.2 Segment revenues and results

The segment information provided to the Directors and Executive Team for the six months ended 30 June 2017 is as follows:

	JUNE 2017 \$'000	JUNE 2016 \$'000
REVENUES FROM EXTERNAL CUSTOMERS BY CHANNEL		
Print	110,561	116,893
Radio & Experiential	52,585	55,824
Digital & e-Commerce	25,973	23,917
Segment revenue from integrated media and entertainment activities	189,119	196,634
Revenue from shared services centre	1,506	-
Total revenues from external customers	190,625	196,634
Dividend income	111	110
Rental income from sub-leases	292	294
Expenses from operations before finance costs, depreciation, amortisation and exceptional items	(162,819)	(166,206)
Total Segment Adjusted EBITDA^A	28,209	30,832
Depreciation and amortisation	(12,057)	(12,240)
Interest income	77	208
Finance cost	(2,370)	(6,829)
EXCEPTIONAL ITEMS		
Gain on disposal of properties and businesses ^B	-	1,359
Masthead royalty charges ^C	-	(12,216)
Redundancies and associated costs ^D	(1,407)	(3,097)
Costs in relation to one off projects ^E	(1,231)	(789)
Profit / (Loss) before tax from continuing operations	11,221	(2,772)

(A) Adjusted Earnings before Interest, Tax, Depreciation and Amortisation (Adjusted EBITDA) from continuing operations which excludes exceptional items, is a non-GAAP measure that represents the Group’s total segment result which is regularly monitored by the Chief Operating Decision Maker. Exceptional items are those gains, losses, income and expense items that are not directly related to the primary business activities of the Group as it is regularly presented to the Chief Operating Decision Maker and include redundancies, impairment, one-off projects and the disposal of properties or businesses. These items are excluded from the segment result that is regularly reviewed by the Chief Operating Decision Maker. (B) Gains on disposal of properties is the gain on sale of the Wairarapa Times Age, Whakatane News offset by loss on sale of property in Nelson in 2016. (C) Costs charged from a subsidiary company of HT&E for use of NZ publishing mastheads. On 24 June 2016, the Group acquired certain NZ publishing mastheads on normal commercial terms from this subsidiary company of HT&E. As a result, masthead royalty charges have not been incurred by the Group from 24 June 2016 onwards. (D) The redundancies and associated costs relate to the restructuring and integration of the New Zealand operations. (E) The costs related to one off projects refers primarily to costs of external consultants assisting with the proposed merger with Fairfax New Zealand and the continuing integration and co-location of NZME. In 2016 this also included costs relating to listing.

As the Group has one operating segment, the assets and liabilities as reported on the consolidated balance sheet are also the segment assets and liabilities, and the income tax expense in the consolidated income statement is also the segment income tax.

3.0 OPERATING ASSETS & LIABILITIES
3.1 INTANGIBLE ASSETS

	GOODWILL \$'000	SOFTWARE \$'000	MASTHEAD BRANDS \$'000	RADIO LICENCES \$'000	BRANDS \$'000	TOTAL \$'000
AS AT 31 DECEMBER 2016						
Cost	166,397	49,309	146,976	77,457	59,079	499,218
Accumulated amortisation and impairment	(95,614)	(38,439)	-	(35,389)	-	(169,442)
Net book value	70,783	10,870	146,976	42,068	59,079	329,776
FOR THE PERIOD ENDED 30 JUNE 2017						
Opening net book amount	70,783	10,870	146,976	42,068	59,079	329,776
Additions	-	1,621	-	-	-	1,621
Amortisation	-	(2,744)	-	(1,475)	-	(4,219)
Transfers and other adjustments	-	6,209	-	-	-	6,209
Net book value	70,783	15,956	146,976	40,593	59,079	333,387
AS AT 30 JUNE 2017						
Cost	166,397	57,139	146,976	77,457	59,079	507,048
Accumulated amortisation and impairment	(95,614)	(41,183)	-	(36,864)	-	(173,661)
Net book value	70,783	15,956	146,976	40,593	59,079	333,387

3.2 PROPERTY, PLANT AND EQUIPMENT

	FREEHOLD LAND \$'000	BUILDINGS \$'000	PLANT AND EQUIPMENT ^A \$'000	TOTAL \$'000
AS AT 31 DECEMBER 2016				
Cost or fair value	1,381	14,562	386,520	402,463
Accumulated depreciation and impairment	-	(2,217)	(324,569)	(326,786)
Net book amount	1,381	12,345	61,951	75,677
FOR THE PERIOD ENDED 30 JUNE 2017				
Opening net book amount	1,381	12,345	61,951	75,677
Additions	-	17	5,170	5,187
Disposals	-	(8)	-	(8)
Depreciation	-	(1,146)	(6,692)	(7,838)
Transfers and other adjustments ^A	-	125	(6,334)	(6,209)
Net book amount	1,381	11,333	54,095	66,809
AS AT 30 JUNE 2017				
Cost or fair value	1,381	14,696	385,356	401,433
Accumulated depreciation and impairment	-	(3,363)	(331,261)	(334,624)
Net book amount	1,381	11,333	54,095	66,809

(A) Included in plant and equipment is capitalised work in progress with a net book value of \$5,031,475 (31 December 2016: \$7,285,650) which is transferred to the relevant asset category (including software) once the project is complete. Transfers and other adjustments primarily comprise of transfers from work in progress during the period.

3.3 NET TANGIBLE ASSETS

Net tangible assets per share is a non-GAAP measure that is required to be disclosed by the NZX Listing Rules.

The calculation of the Group's net tangible assets per share and its reconciliation to the consolidated balance sheet is presented below:

	JUNE 2017 \$'000	DECEMBER 2016 \$'000
Total assets	472,977	483,540
Less intangible assets	(333,387)	(329,776)
Less total liabilities	(191,240)	(197,981)
Net tangible assets	(51,650)	(44,217)
Number of shares issued (in thousands)	196,011	196,011
Net tangible assets per share	(\$0.26)	(\$0.23)

4.0 CAPITAL MANAGEMENT

4.1 DIVIDENDS

4.1.1 Dividends paid

On 23 February 2017, the Board of Directors declared a fully imputed final dividend for the year ended 31 December 2016 of 6 cents per share, paid on 28 April 2017 to registered shareholders as at 11 April 2017. The Board of Directors also declared a supplementary dividend of 1.06 cents per share, paid on 28 April 2017 to registered shareholders as at 11 April 2017, to those shareholders who are not tax residents in New Zealand. The payment of a supplementary dividend effectively puts non-resident shareholders in the position they would have been had they received imputation credits (which are only available to resident shareholders).

4.1.2 Dividends declared after balance date

On 24 August 2017, the Board of Directors declared a fully imputed interim dividend of 3.5 cents per share, to be paid on 27 October 2017 to registered shareholders as at 17 October 2017. The Board of Directors also declared a supplementary dividend of 0.62 cents per share, to be paid on 27 October 2017 to registered shareholders as at 17 October 2017, to those shareholders who are not tax residents in New Zealand and who hold less than 10% of shares in the Company. The payment of a supplementary dividend effectively puts non-resident shareholders in the position they would have been had they received imputation credits (which are only available to resident shareholders).

4.1.3 Franking and imputation credits

	JUNE 2017 '000	DECEMBER 2016 '000
Imputation credits available for subsequent reporting periods based on the New Zealand 28% tax rate for the Group	NZ\$ 3,973	NZ\$4,739
Franking credits available to the Company for subsequent reporting periods based on the Australia 30% tax rate for the Group	AU\$ 0^A	AU\$ 0 ^A

(A) Although the Company does not have any franking credits available for use, other entities within the Group has AU\$10,828,676 (2015:AU\$10,828,676) available that might become available to the Company in future periods.

4.2 INTEREST BEARING LIABILITIES

	JUNE 2017 '000	DECEMBER 2016 '000
Non-current interest bearing liabilities		
Bank loans – secured	115,500	112,486
Deduct:		
Capitalised borrowing costs	(265)	(318)
Total non-current interest bearing liabilities	115,235	112,168
NET DEBT		
Non-current interest bearing liabilities	115,500	112,486
Capitalised borrowing costs	(265)	(318)
Cash and cash equivalents	(8,400)	(16,242)
Total debt less cash and cash equivalents	106,835	95,926

The Group is funded from a combination of its own cash reserves and NZ\$160 million bilateral bank loan facility, which NZME entered into on 29 June 2016, of which \$115.5 million is drawn and \$44.5 million is undrawn as at 30 June 2017. The facility expires on 1 January 2020.

The interest rate for the drawn facility is the applicable bank screen rate plus credit margin.

The NZME Bilateral Facilities contain undertakings which are customary for a facility of this nature including, but not limited to, provision of information, negative pledge and restrictions on priority indebtedness and disposals of assets. The assets of the Group are collateral for the interest bearing liability.

In addition, the Group must comply with financial covenants (a net debt to EBITDA ratio and an EBITDA to net interest expense ratio) for each 12 month period ending on 30 June and 31 December. The Group has complied with these covenants.

4.3 CASH FLOW INFORMATION

	JUNE 2017 \$'000	JUNE 2016 \$'000
RECONCILIATION OF CASH		
Cash at end of the year, as shown in the statements of cash flows, comprises:		
Cash and cash equivalents	8,400	13,805
RECONCILIATION OF NET CASH INFLOWS (OUTFLOWS) FROM OPERATING ACTIVITIES TO PROFIT / (LOSS) FOR THE PERIOD:		
Profit / (loss) for the period	7,766	60,801
Depreciation and amortisation expense	12,057	14,587
Borrowing cost amortisation	53	-
Net gain / (loss) on sale of non-current assets	(8)	13
Gain on sale of business after tax	-	(192,519)
Reclassification of foreign currency translation reserve	-	65,326
Change in current / deferred tax payable	(3,455)	31,520
Current tax funded through related party balances	-	(12,842)
Foreign exchange losses / (gains)	-	1,086
Asset write offs and business closure	-	(149)
Revaluation/impairment of financial assets	-	(2,245)
Change in fair value of financial instrument	-	31,481
Share based payment expense	171	-
Changes in assets and liabilities net of effect of acquisitions:		
Trade and other receivables	(1,589)	49,859
Inventories	173	785
Prepayments	(99)	514
Trade and other payables and employee benefits	(7,685)	(5,987)
Net cash inflows/(outflows) from operating activities	7,384	42,230

4.4 FAIR VALUE MEASUREMENT

The Group measures and recognises the following assets and liabilities at fair value on a recurring basis:

- Financial assets at fair value through profit or loss (FVTPL);
- Land and buildings.

4.4.1 Fair value hierarchy

NZ IFRS 13 requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly or indirectly, and
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

4.4.2 Recognised fair value measurements

	JUNE 2017 \$'000	DECEMBER 2016 \$'000
RECURRING FAIR VALUE MEASUREMENTS (LEVEL 3)		
FINANCIAL ASSETS		
There are no financial assets carried at fair value. Other financial assets of \$5,988,765 (December 2016: \$5,988,765) are held at cost and therefore have been excluded from this table.		
NON-FINANCIAL ASSETS		
<i>Freehold land and buildings</i>		
Freehold land	1,381	1,381
Buildings	11,333	12,345
Total non-financial assets	12,714	13,726

All fair value measurements referred to above are in Level 3 of the fair value hierarchy and there were no transfers between levels. The Group's policy is to recognise transfers between fair value hierarchy levels as at the end of the reporting period.

4.4.3 Disclosed fair values

The Group also has a number of assets and liabilities which are not measured at fair value but for which fair values are disclosed in these notes.

The carrying amounts of trade receivables and payables are assumed to approximate their fair values due to their short-term nature. There are no outstanding non-current receivables as at 30 June 2017 or 31 December 2016 (level 3).

The fair value of interest bearing liabilities disclosed in note 4.2 is estimated by discounting the future contractual cash flows at the current market interest rates that are available to the group for similar financial instruments. For the period ending 30 June 2017, the borrowing rates were determined to be between 3.3% and 3.6% (December 2016: between 3.5% and 4%), depending on the type of borrowing. The fair value of borrowings approximates the carrying amount, as the impact of discounting is not significant (level 2).

4.4.4 Valuation techniques used to derive at level 2 and 3 fair values

Recurring fair value measurements

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The Group obtains independent valuations at least every three years for its freehold land and buildings (classified as property, plant and equipment in note 3.2), less subsequent depreciation for buildings. This is considered sufficient regularity to ensure that their carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period. All resulting fair value estimates for properties are included as Level 3.

5.1 NZME DEMERGER FROM APN (NOW HT&E)

On 11 May 2016, APN News & Media Limited (subsequently rebranded as HT&E Limited ("HT&E")), then the ultimate parent entity of the Company announced a demerger of 100% of the Group to HT&E shareholders ("Demerger"), subject to a majority shareholder vote held on 16 June 2016. The Demerger was approved by the requisite majority of HT&E Shareholders and all other conditions precedent to the Demerger were satisfied or waived. The Demerger was completed on 29 June 2016.

On 27 June 2016 the Company was listed as a separate standalone entity on the NZX Main Board and ASX under the ticker code NZM on a deferred settlement basis (on a post consolidation basis). Trading of NZME shares commenced on a normal settlement basis on 1 July 2016.

Detailed disclosures regarding the demerger which affects the comparative figures included in these consolidated interim financial statements are included in the audited consolidated financial statements for the year ended 31 December 2016.

5.2 CONTROLLED ENTITIES

The consolidated interim financial statements incorporate the assets, liabilities and results of the subsidiaries listed below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly by the Group, and the proportion of ownership interest held equals the voting rights held by the Group. All entities are incorporated in, and operate in, New Zealand unless otherwise stated. There were no changes in control during the period ended 30 June 2017.

NAME OF ENTITY	JUNE 2017	DECEMBER 2016
Adhub Limited	100%	100%
ESKY Limited	100%	100%
Grabone Limited	100%	100%
Idea HQ Limited	100%	100%
Mt Maunganui Publishing Co Limited	100%	100%
NZME 2014 Limited	100%	100%
NZME Australia Pty Limited ^A	100%	100%
NZME Digital Limited	100%	100%
NZME Educational Media Limited	100%	100%
NZME Finance Limited	100%	100%
NZME Holdings Limited	100%	100%
NZME Investments Limited	100%	100%
NZME Online Limited	100%	100%
NZME Print Limited	100%	100%
NZME Publishing Limited	100%	100%
NZME Radio Investments Limited	100%	100%
NZME Radio Limited ^B	100%	100%
NZME Specialist Limited	100%	100%
NZME Trading Limited	100%	100%
Regional Publishers Limited	100%	100%
Sell Me Free Limited	100%	100%
Sella Limited	100%	100%
Stanley Newcomb & Co Limited	100%	100%
The Hive Online Limited	100%	100%
The New Zealand Radio Network Limited	100%	100%
The Radio Bureau Limited	100%	100%
Trade Debts Collecting Co Limited	100%	100%
W & H Interactive Limited	100%	100%

(A) Incorporated in, and operate in, Australia. (B) One "Kiwi Share" held by the Minister of Finance. The rights and obligations are set out in the NZME Radio Limited constitution.

5.3 INTERESTS IN OTHER ENTITIES
5.3.1 Associates, joint ventures and joint operations

The Group has the following associates, joint ventures and joint operations:

	OWNERSHIP INTEREST JUNE 2017	OWNERSHIP INTEREST DECEMBER 2016
Chinese New Zealand Herald Limited ^A	50%	50%
Eveve New Zealand Limited ^A	40%	40%
KPEX Limited ^A	25%	25%
New Zealand Press Association Limited ^A	38.82%	38.82%
Restaurant Hub Limited ^A	40%	40%
The Beacon Printing & Publishing Company Limited ^A	21%	21%
The Gisborne Herald Company Limited (held through Essex Castle Limited as a trust company for NZME Publishing Limited) ^A	49%	49%
The Radio Bureau ^B	50%	50%
The Wairoa Star Limited ^A	40.41%	40.41%
Ratebroker Limited ^A	20%	20%
The Newspaper Publishers Association of New Zealand Incorporated ^C	-	-
New Zealand Press Council ^C	-	-
Radio Broadcasters Association Incorporated ^C	-	-

(A) These entities are classified as joint ventures or associates. Because the effects of equity accounting are immaterial, these investments are carried at cost. (B) The Radio Bureau is classified as a joint operation and the Group has included its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses in these consolidated interim financial statements. (C) These are bodies with which entities in the Group have memberships, but no ownership interest.

6.0 OTHER NOTES

6.1 RELATED PARTIES

The Group purchased print services worth \$1,685,000 (2016: \$2,247,000) from Beacon Print Limited, a company in which the Group holds an interest in.

New Zealand entities in the Group offset tax losses to New Zealand entities outside the Group of \$0 (2016: \$20,001,378) for consideration of \$0 (2016: \$5,600,386).

In November 2015, the Company, Fairfax Media, TVNZ and MediaWorks launched a new local advertising exchange service, KPEX Limited, offering media agencies and clients a programmatic option for purchasing online advertising. The group received advertising revenue of \$1,299,000 (2016: \$841,000) and paid commission of \$195,000 (2016: \$130,000).

During 2016, the Group acquired interests in certain joint ventures and associates. The Group has entered into commitments to provide future services (such as house advertising, occupancy space at NZME offices, business as usual finance and human resources support). During the period such services were provided to Eveve, valued at \$13,996 (2016:\$nil), Restaurant Hub, valued at \$22,770 (2016:\$nil) and Ratebroker \$90,295 (2016:\$nil). The outstanding balances for future services are included in the table below.

	JUNE 2017 RECEIVABLES \$'000	DECEMBER 2016 RECEIVABLES \$'000	JUNE 2017 PAYABLES \$'000	DECEMBER 2016 PAYABLES \$'000
<i>Balances with related party</i>				
KPEX Limited	618	750	91	113
Chinese New Zealand Herald Limited	-	-	12	43
Eveve New Zealand Limited	-	-	180	194
Restaurant Hub Limited	-	-	581	604
Ratebroker Limited	-	-	1,610	1,700
Total related party receivables and payables	618	750	2,474	2,654

6.2 CONTINGENT LIABILITIES

6.2.1 Claims

Claims for damages are made against the Group from time to time in the ordinary course of business. Sky Network Television Limited initiated proceedings against NZME Publishing Limited and other NZ media companies alleging breaches of copyright in relation to the use of rugby video footage in news stories. The Directors cannot presently estimate a potential liability, if any. The Group continues to defend this claim.

6.3 SUBSEQUENT EVENTS

Refer to note 1.4.2 for a description of events relating to the proposed merger with Fairfax New Zealand. And note 4.1.2 for the dividend.

The Directors are not aware of any other material events subsequent to the balance sheet date.



Independent review report

To the Shareholders of NZME Limited

Report on the consolidated interim financial statements

We have reviewed the accompanying consolidated interim financial statements of NZME Limited (“the Company”) and its controlled entities (“the Group”) on pages 12 to 32, which comprise the consolidated interim balance sheet as at 30 June 2017, and the consolidated interim income statement, the consolidated interim statement of comprehensive income, the consolidated interim statement of changes in equity and the consolidated interim statement of cash flows for the period ended on that date, and selected explanatory notes.

Directors’ responsibility for the consolidated interim financial statements

The Directors are responsible on behalf of the Group for the preparation and presentation of these consolidated interim financial statements in accordance with New Zealand Equivalent to International Accounting Standard 34 Interim Financial Reporting (NZ IAS 34) and for such internal controls as the Directors determine are necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Our responsibility

Our responsibility is to express a conclusion on the accompanying consolidated interim financial statements based on our review. We conducted our review in accordance with the New Zealand Standard on Review Engagements 2410 *Review of Financial Statements Performed by the Independent Auditor of the Entity* (NZ SRE 2410). NZ SRE 2410 requires us to conclude whether anything has come to our attention that causes us to believe that the consolidated interim financial statements, taken as a whole, are not prepared in all material respects, in accordance with NZ IAS 34. As the auditors of the Company, NZ SRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial statements.

A review of financial statements in accordance with NZ SRE 2410 is a limited assurance engagement. The auditor performs procedures, primarily consisting of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with International Standards on Auditing (New Zealand). Accordingly, we do not express an audit opinion on these consolidated interim financial statements.

We are independent of the Group. Our firm carries out other services for the Group in the areas of taxation compliance and advisory services, advisory services in connection with the potential merger with Fairfax, and other assurance services. The provision of these other services has not impaired our independence.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these consolidated interim financial statements of the Group are not prepared, in all material respects, in accordance with NZ IAS 34.

Who we report to

This report is made solely to the Company's Shareholders, as a body. Our review work has been undertaken so that we might state to the Company's Shareholders those matters which we are required to state to them in our review 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 Shareholders, as a body, for our review procedures, for this report, or for the conclusion we have formed.

For and on behalf of:



Chartered Accountants
24 August 2017

Auckland

Directory

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SHARE REGISTRY CONTACT DETAILS

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