KPMG Audit IS ERNST & YOUNG et Autres

This is a free translation into English of a report issued in French and it is provided solely for the convenience of English speaking users.
This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France

TDF Infrastructure
(Formerly Tyrol Acquisition 2)

Statutory auditors' report on the consolidated financial statements for the years ended March 31, 2015 and March 31, 2014

KPMG Audit IS
Immeuble le Palatin
3, cours du Triangle
92939 Paris-La Défense Cedex

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

ERNST & YOUNG et Autres
1/2, place des Saisons
92400 Courbevoie - Paris-La Défense 1
S.A.S. à capital variable

Commissaire aux Comptes
Membre de la compagnie
régionale de Versailles

TDF Infrastructure
(Formerly Tyrol Acquisition 2)

Statutory auditors' report on the consolidated financial statements for the years ended March 31, 2015 and March 31, 2014

To the Chairman,

In our capacity as statutory auditors of the company TDF Infrastructure and in accordance with your request in connection with your project of bond issuance, we have audited the accompanying consolidated financial statements of TDF Infrastructure, for the years ended March 31, 2014 and March 31, 2015 as they are enclosed to our present report.

The preparation of the consolidated financial statements of TDF Infrastructure is your responsibility. Our role is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with professional standards applicable in France. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements of TDF Infrastructure are free from material misstatement. An audit involves performing procedures, by audit sampling and other means of testing, to obtain audit evidence about the amounts and disclosures in consolidated financial statements of TDF Infrastructure. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion, the consolidated financial statements of TDF Infrastructure present fairly, in all material respects, the assets, liabilities and financial position of the group constituted by the persons or the entities included in the consolidation of TDF Infrastructure for the years ended March 31, 2014 and March 31, 2015 and the results of its operations for the years then ended, in accordance with the IFRS as adopted by the European Union.

This report is governed by French law. The courts of France shall have exclusive jurisdiction over any claim, dispute or difference resulting from the engagement letter or the present report or any related matters. Each party irrevocably waives its right to oppose any action being brought before French courts, to claim that the action is being brought before an illegitimate court or that the courts have no jurisdiction.

Paris-La Défense, May 28, 2015

The statutory auditors
French original signed by

KPMG Audit IS		ERNST & YOUNG et Autres
Marie Guillemot	Eric Lefebvre	Patrick Cassoux

TDF INFRASTRUCTURE SAS GROUP
(Formerly TYROL ACQUISITION 2 SAS)

CONSOLIDATED FINANCIAL STATEMENTS

Years ended March 31, 2015
And March 31, 2014

Consolidated statement of comprehensive income, Years ended March 31, 2015 and March 31, 2014

In thousands euros	*Notes*	March 2015	March 2014
Revenue	*8.1*	**742 978**	**805 246**
Other income	*8.2*	16 279	8 479
Consumed purchases	*8.3*	(67 673)	(80 138)
Personnel costs	*8.4*	(162 440)	(182 133)
External expenses	*8.5*	(132 818)	(145 405)
Profit/loss on disposal of non-current operating assets	*8.6*	1 463	1 668
Other expenses	*8.2*	(22 071)	(25 261)
EBITDA		**375 718**	**382 456**
Depreciation, amortisation and impairment losses	*8.7*	(190 175)	(191 145)
Current Operating Income		**185 543**	**191 311**
Impairment of goodwill & intangible assets identified in business combinations	*8.7/9.1/9.2*	(4 897)	(18 357)
Other operating income	*8.8*	7 299	4 599
Other operating charges	*8.8*	(3 261)	(15 984)
Share of net profits (losses) of associates	*16*	(6 738)	8
Operating Income (Loss)		**177 946**	**161 577**
Income from cash and cash equivalents		385	668
Gross finance costs		(257 182)	(245 577)
Net finance costs	*8.9*	**(256 797)**	**(244 909)**
Other financial income / charges	*8.9*	327	(510)
Income tax	*8.10*	(50 433)	(52 896)
Net income (loss) from continuing operations		**(128 957)**	**(136 738)**
Net income (loss) from discontinued operations	*7*	(264 239)	37 114
NET INCOME (LOSS) FOR THE YEAR		**(393 196)**	**(99 624)**
Other comprehensive income			
Currency translation differences		1 000	(1 320)
Cash flow hedge		69 727	55 631
Actuarial gains (losses)		(12 303)	3 907
Fair value of available for sale assets		809	(112)
Income tax on other comprehensive income		(21 477)	(20 453)
Income and expenses recognized directly in equity	*8.9/8.10*	**37 756**	**37 653**
TOTAL COMPREHENSIVE INCOME (LOSS) FOR THE YEAR		**(355 440)**	**(61 971)**

Net income (loss) for the year attributable to		
Owners of the company	(394 941)	(100 098)
Non controlling interests	1 745	474
Total comprehensive income (loss) for the year attributable to		
Owners of the company	(357 097)	(100 098)
Non controlling interests	1 658	(6 843)

Earnings per share		
Basic (in euros)	(0,05)	(0,06)
Earnings per share - continuing operations		
Basic (in euros)	(0,02)	(0,06)

In accordance with IFRS 5, March 2015 and March 2014 results disclosed are restated from discontinued operations (German operations of the group, see the notes 1 and 7.1), for which incomes and expenses have been reclassified on the line « Net income (loss) from discontinued operations ».

However, please note that income and expenses related to assets held for sales and disposed entities (notably Hungarian entities) are not reclassified, as these assets and subsidiaries are not material enough to be qualified as « discontinued operations » according to IFRS 5. Their contributions to the Group comprehensive income are detailed in the note 7.2.

Consolidated balance sheet as of March 31, 2015 and March 31, 2014

In thousands euros	*Notes*	March 2015	March 2014
Non-current assets			
Goodwill	*9.1*	1 622 087	2 006 010
Intangible assets	*9.2*	184 835	391 494
Property, plant and equipment	*9.3*	1 268 957	1 471 818
Shares in associates	*16*	3 280	10 008
Financial assets available for sale	*9.4*	233	840
Other non-current assets	*9.6*	19 093	27 084
Derivative financial instruments	*10.4*		
Deferred tax assets	*10.7*	282	477
TOTAL NON-CURRENT ASSETS		**3 098 767**	**3 907 731**
Current assets			
Inventories	*9.5*	3 902	8 577
Trade receivables	*9.6*	210 425	194 826
Other current assets	*9.6*	70 451	59 434
Derivative financial instruments	*10.4*		20 488
Cash and cash equivalents	*9.7*	67 899	173 282
Assets held for sale and discontinued operations	*7*	11 233	187 561
TOTAL CURRENT ASSETS		**363 910**	**644 168**
TOTAL ASSETS		**3 462 677**	**4 551 899**

In thousands euros	*Notes*	March 2015	March 2014
Share capital	*10.1*	749 979	165 819
Additional paid-in capital		1 511 157	1 511 157
Reserves	*10.1*	(2 511 753)	(2 420 917)
Cash flow hedging reserves	*10.1*	466	(31 585)
Net income (loss) of the year - attributable to owners of the company		(394 941)	(100 098)
Non-controlling interests		16 193	13 850
TOTAL EQUITY		**(628 899)**	**(861 774)**
Non-current liabilities			
Financial debt	*10.2 -10.3*	2 413 548	3 814 578
Provisions	*10.5 - 10.6*	56 406	83 365
Deferred tax liabilities	*10.7*	323 230	333 850
Other non-current liabilities	*10.8*	41 451	48 874
Accrued interest		216	26 706
Derivative financial instruments	*10.4*		26 209
TOTAL NON-CURRENT LIABILITIES		**2 834 851**	**4 333 582**
Current liabilities			
Financial debt	*10.1*	847 634	571 063
Provisions	*10.3 - 10.4*	45 320	67 683
Trade payables	*10.8*	118 338	139 553
Tax and social liabilities	*10.8*	130 488	114 186
Other current liabilities	*10.8*	111 547	120 210
Bank overdrafts	*9.7*	1 425	1 879
Accrued interest		200	2 713
Derivative financial instruments	*10.4*		44 557
Lliabilities held for sale and discontinued operations	*7*	1 773	18 247
TOTAL CURRENT LIABILITIES		**1 256 725**	**1 080 091**
TOTAL EQUITY AND LIABILITIES		**3 462 677**	**4 551 899**

NB: March 2014 figures include the assets and liabilities of German entities, which were sold during the financial year. Assets and liabilities of Hungarian entities, also disposed of during the period, were already reclassified in the lines "Assets and liabilities held for sale and discontinued operations» as of March 31, 2014. See notes 1 and 7.

Consolidated statement of cash flows, Years ended March 31, 2015 and March 31, 2014

In thousands euros	*Notes*	March 2015	March 2014
Net income (loss) from continuing operations		**(128 957)**	**(136 738)**
Non-cash items and other adjustments			
Depreciation, amortisation and impairment		195 072	209 502
Change in provisions and non-cash expenses		(10 556)	1 073
Gain (loss) on disposal of non-current assets		(9 209)	(3 734)
Total income tax		50 433	52 896
Finance income and expenses		269 505	256 091
Cash generated from operating activities before changes in working capital	*12.1*	**366 288**	**379 090**
Current income tax expense		(83 696)	(84 242)
Changes in income tax receivables, liabilities and provisions		(8 428)	(10 225)
Income tax paid		**(92 124)**	**(94 467)**
Change in inventories, accounts receivable & accounts payable	*12.2*	(10 515)	(38 799)
Change in other receivables and payables		21 690	4 481
Change in Working Capital		**11 175**	**(34 318)**
Net cash from operating activities		**285 339**	**250 305**
Acquisitions of non-current operating assets		(136 017)	(118 018)
Proceeds from disposal of non-current operating assets		2 102	4 707
Dividends from non consolidated companies			
Acquisition of controlling interests, net of cash & cash equivalents acquired			(100)
Net proceeds from disposals of subsidiaries formely controlled		192 190	(10 436)
Change in other financial assets		(4 623)	248
Net cash used in investing activities	*12.3*	**53 652**	**(123 599)**
Dividends paid to non-controlling interests		(1 272)	(5 829)
Proceeds from new loans		3 373 003	307 413
Loan repayments		(3 837 096)	(518 956)
Fees related to the refinancing		(15 020)	(478)
Balancing payment received (given) on financial instruments		(34 538)	1 210
Revenue from cash and cash equivalents		385	668
Finance costs (including financial lease)		(169 931)	(207 470)
Change in accrued interest		(29 558)	(8 869)
Changes of interest in controlled entities		0	(650)
Net cash used in financing activities	*12.4*	**(714 027)**	**(432 961)**
Effect of exchange rate changes on cash		113	243
NET CASH FROM (USED IN) CONTINUING ACTIVITIES		**(374 923)**	**(306 012)**
Net cash from discontinued activities		259 619	35 589
Net change in cash and cash equivalents		**(115 304)**	**(270 423)**
Cash & cash equivalents at opening		**181 778**	**452 201**
Cash & cash equivalents at closing		**66 474**	**181 778**

In accordance with IFRS 5, March 2015 and March 2014 cash flows disclosed are restated from cash flows from discontinued operations (German operations of the group, see the notes 1 and 7.1).
Cash flows from entities sold but which are not qualified as « discontinued operations » under IFRS 5 (Hungarian entities) remain included in the Group's cash flows statement. Their contributive figures are detailed in the note 7.2.

Opening and closing cash & cash equivalents include cash & cash equivalents from discontinued or held for sale activities, and from disposed entities:

In thousands euros	March 2015	March 2014
Cash and cash equivalent of continuing activities	66 430	165 052
Cash and cash equivalent of discontinued or held for sale activities	44	21 420
Cash & cash equivalents at closing	**66 474**	**186 472**

Consolidated statement of changes in equity

In thousands euros	Number of outstanding shares	Share capital	Additional paid-in capital	*Currency translation reserve*	*Cash flow hedging reserves*	Other reserves and Retained earnings	Total	**Non-controlling interests**	**Total Equity**
		Attributable to owners of the company							
At March 31st, 2013	1 658 189 195	**165 819**	**1 511 157**	**(30 414)**	**(80 446)**	**(2 378 592)**	**(812 476)**	**18 394**	**(794 082)**
Consolidated net income						(100 098)	(100 098)	474	**(99 624)**
Other comprehensive income				(1 145)	36 259	2 550	37 664	(11)	**37 653**
Total comprehensive income				**(31 559)**	**(44 187)**	**(2 476 140)**	**(874 910)**	**18 857**	**(856 053)**
Dividends paid							0	(5 829)	**(5 829)**
Capital increase							0		**0**
Stock options valuation							0		**0**
Changes of interest in controlled entities and changes in consolidation scope				(26)		(688)	(714)	822	**108**
At March 31st, 2014	1 658 189 195	**165 819**	**1 511 157**	**(31 585)**	**(44 187)**	**(2 476 828)**	**(875 624)**	**13 850**	**(861 774)**
Consolidated net income						(394 941)	(394 941)	1 745	**(393 196)**
Other comprehensive income				974	44 187	(7 317)	37 844	(87)	**37 757**
Total comprehensive income				**(30 611)**	**0**	**(2 879 086)**	**(1 232 721)**	**15 508**	**(1 217 213)**
Dividends paid								(1 272)	**(1 272)**
Capital increase	5 841 603 957	584 160					584 160		**584 160**
Stock options valuation									**0**
Changes of interest in controlled entities and changes in consolidation scope				31 077		(27 608)	3 469	1 957	**5 426**
At March 31st, 2015	7 499 793 152	**749 979**	**1 511 157**	**466**	**0**	**(2 906 694)**	**(645 092)**	**16 193**	**(628 899)**

Until May 30, 2014, the currency translation reserve mainly reflected changes in the Hungarian forint exchange rate.
The impact of changes in consolidation scope on this reserve corresponds to the disposal of Hungarian entities (see note 1.3).

On March 31, 2015, TDF Infrastructure Holding SAS subscribed for a €584.2m TDF Infrastructure SAS new share issue, which was paid by offset against a loan owed by TDF Infrastructure Holding SAS.

Notes to the consolidated financial statements

1. Highlights of the years ended Mars 31, 2015 and March 31, 2014

1.1 Change of shareholders and refinancing of the Group on March 31, 2015

On March 31, 2015, Brookfield Infrastructure Group, Public Sector Pension Investment Board (PSP Investments) and APG Asset Management N.V. acquired the TDF Infrastructure SAS Group. The acquisition was made through the French company Tivana France Holdings, which owns 100% of the share capital of TDF Infrastructure Holding SAS (formerly named Tyrol Acquisition 1 SAS), itself being the main shareholder of the TDF Infrastructure SAS Group (formerly named Tyrol Acquisition 2 SAS). Tyrol Acquisition 1 & Cie SCA does not keep any share in the capital of TDF Infrastructure Holding SAS. In addition, the acquisition of TDF Infrastructure Holding SAS (formerly named Tyrol Acquisition 1 SAS) by Tivana France Holdings was made after the disposal of the German subsidiaries to Tyrol Acquisition 1 & Cie SCA (see note 1.2).

This transaction enabled the TDF Infrastructure SAS Group to refinance its financial debts, and impacts in the financial statements are the following:

- Shareholder debts:
    - On March 31, 2015 the debt due to TDF Infrastructure Holding SAS and related accrued interests, which concern the cash convention related to the tax consolidation agreement, were capitalised for a global amount of €584.2m;
    - A new loan was drawn from TDF Infrastructure Holding SAS for an amount of €815m (7.7% fixed interest rate). See note 18, this loan was fully capitalised post-closing, on April 10, 2015;
    - A new loan was drawn directly from Tivana France Holdings for an amount of € 1 023.7m (10 years maturity, 7.7% fixed interest rate);

- Bank debt Tyrol SFA:
    - repayment of the senior debts contracted under the former bank agreement "Tyrol SFA" (see note 5.4), for a total amount of € 3,563.7m;
    - repayment of the outstanding amount on March 31, 2015 of the revolving debt contracted under the former Tyrol SFA, that is €30.0m;
    - repayment of accrued interest and loan issuance charges for € 35.6m;
    - these repayments have also resulted in the amortization of the part of loan issuance costs that was still not amortized as of March 31, 2015 (€ 1.5m amortized over the year);

- New bank agreement: a new bank debt was drawn for € 1 415.1m, including:
    - €1,400 m of term debt (maturities between 2.6 and 5 years, see note 5.4)
    - € 30m of revolving debt (this line can be drawn up to € 250m according to the bank agreement), which was repaid on April 21, 2015,
    - That is a total of €1,430m of debt, which is disclosed net from loan issuance costs that have been paid for an amount of € 14.9m and which are activated using the effective interest rate method in IFRS.

Prior to this operation, on March 26, 2015, the Group decided to terminate all the financial derivative instruments it had:

- cash payments were made for € 33.0m to terminate the swaps (excluding accrued coupon),
- impacts in the financial result and other comprehensive income are detailed in note 8.9.

Moreover, this operation also triggered bonuses for managers and re-invoicing to Tyrol Acquisition 1 & Cie SCA (former shareholder of TDF Infrastructure Holdings SAS) of costs incurred by the Group, see note 8.8.

See the notes 5.4, 8.8, 8.9, 10.1, 10.2 and 10.3 to follow these impacts in the accounts and for details about the new debts characteristics.

1.2 Disposal of German entities on March 31, 2015 (before the change of shareholders)

The Group's German subsidiaries (subgroup Mediabroadcast) were sold to Tyrol Acquisition 1 & Cie SCA on March 31, 2015, prior to the change of shareholders of TDF Infrastructure Holding SAS described above. These subsidiaries were both a major segment and a main geographical area of operations for the Group, so the sale of these subsidiaries is qualified as discontinued operations according to IFRS 5 (see note 7.1). Therefore:

- incomes and expenses of German entities have been reclassified on the line " Net income (loss) from discontinued operations " in the group's comprehensive income,

- the net capital loss realized on the sale over the period, that is a loss of € 340.0m, has also been reclassified on this line. This loss includes a receivable write-off of € 25.2m, and disposal costs for € 0.4m (€ 0.6 m of costs had already been incurred in 2013/2014).

From a cash point of view, the group received € 310.3m for repayment of the loan granted by TDF SAS to Taunus Verwaltungs II (including accrued interests), and repaid the current account advance granted by MediaBroadcast to TDF SAS, which was of € 45m as of the disposal date.

1.3 Disposal of Hungarian entities on May 30, 2014

On March 26, 2014, the Group had signed with NISZ (a Hungarian public company), an agreement to sell its subsidiaries Antenna Hungaria, Hungaro Digitel and Digitalis Atallasert. The effective disposal of the three Hungarian subsidiaries took place on May 30, 2014, resulting in a net capital gain of € 0.6m over the period (€ 5.4m of disposal fees were already recognised in the year 2013-2014). See also note 8.8.

From a cash point of view, the group received € 195.9m including the repayment of the loan granted by TDF SAS to its subsidiary Antenna Hungaria (including hedging) as well as the sale proceed of the shares. Net from the cash of these entities which is disposed of, the impact on the Group's cash position is of € 189.4m.

In addition, a charge of € 1.0m is recognised in the financial results and corresponds to the accounting for a currency option EUR / HUF which had been contracted to hedge the currency risk on the sale proceed (see notes 8.9 and 5.2).

1.4 Various points of the year 2014-2015

On July 29, 2014, the subsidiary Antalis TV was merged into TDF SAS, with no impact in the consolidated accounts.

On April 10, 2014, Media Broadcast signed an agreement with SES Astra to sell rights to use the orbital position 28.5°. In May 2014, approval of this transaction from the Bundesnetzagentur (Federal Network Agency for Electricity, Gas, Telecommunications, Post and Railway) has been received and published, and the outstanding conditions to the effective sale were fulfilled on July 10, 2014. This operation notably generated a cash inflow by Mediabroadcast of € 43.5m (see notes 7.1 and 12.5).

The effects of the application of new IFRS standards and amendments as of March 31, 2015 are detailed in note 4.1.

1.5 Highlights of the year ended March 31, 2014

On July 12, 2013, TDF Infrastructure SAS Group sold some equity interests in MCR, its Monaco-based subsidiary. This sale, which includes two stages, results in reducing TDF SAS's equity interests in MCR from 83.33% to 51% as of September 27, 2013. TDF also undertook to sell a further 2% with effect from March 31, 2016.
This transaction, treated as a single transaction in accordance with IFRS 10 "Consolidated Financial Statements", prompted the Group to recognise, from September 27, 2013, an advance payment received on sale of shares amounting to €4.0m. The net gain/loss on disposal, which we estimate to be approximately break-even, will be recognised after March 31, 2016, which means after the Group cedes control over MCR.

On November 22, 2013, Smartjog France signed a partnership agreement with Ymagis, specialist in Digital Cinema, so as to set up a joint venture, Smartjog Ymagis Logistics (SYL), with a view to becoming a leading European player for digital content delivery for cinema.
This transaction resulted in a €2.0m gain, which was recognised under Other operating income (see note 8.8) and corresponds to the difference between:

- €10.5m net reduction in Smartjog France's net assets following transfer of the Digital Cinema business to the joint venture (comprising €8.9m of goodwill (see note 9.1), €1.7m of tangible assets and -€0.1m of liabilities);
- Sale proceeds received by Smartjog France in the form of Smartjog Ymagis Logistics' shares valued at €10.0m and €2.5m of cash.

SmartJog France's 40%-held joint venture is consolidated under the equity method (see note 16), given that the Group exercises a significant influence.

2. General presentation

The parent company, TDF Infrastructure SAS (formerly Tyrol Acquisition 2 SAS), is a "société par actions simplifies" (simplified joint stock company) with registered office at 106, avenue Marx Dormoy, 92120 Montrouge.

As a partner to televisions, radios, telecommunication operators and local authorities, the Group provides know-how in the fields of broadcasting (TV broadcasting, digital TV and radio broadcasting), mobile phones technology (design, deployment, maintenance and management of telecom infrastructure networks 2G, 3G, 4G, ultra-high-speed transport offer, rooftop terraces hosting and data center, hosting of broadcasting and reception equipment on proprietary sites), management and dissemination of multimedia content to all fixed and mobile devices, based on a proven expertise and a fleet of approximately 9,900 terrestrial broadcasting sites mainly in France. The group is committed to developing new digital solutions: connected DTT (Digital Terrestrial Television), catch-up TV, ultra high-definition TV etc.

The Group operates in markets characterised by sweeping changes in both technology and regulations (for example, some businesses are subject to pricing constraints imposed by local regulatory authorities).

2.1 Presentation of the financial statements

The main performance indicators used by the Group are:

EBITDA (earnings before interest, taxes, depreciation and amortisation), which is equivalent to current operating income before depreciation, amortisation and impairment of assets.

Current operating income, which is equivalent to operating income before:

- Any impairment of goodwill,
- "Other operating income" and "other operating expenses", which may include,
  - Material and unusual gains or losses on sale and/or impairment of non-current tangible and intangible assets ;
  - Certain restructuring charges: this concerns only restructuring costs that would be likely, due to their unusual nature and their significance, to misstate current operating income ;
  - Gains or losses on sale of subsidiaries net of selling costs, liquidation costs and acquisition costs of subsidiaries ;
  - Other operating income and expenses, such as a provision for material litigation, changes in provisions for dismantling affecting income and related to changes in calculation assumptions.

3. Basis of preparation

3.1 Statement of compliance

The TDF Infrastructure Group (formerly Tyrol Acquisition 2 SAS) consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union and applicable at the reporting date, namely March 31, 2015.

IFRS can be downloaded from the following website:
http://ec.europa.eu/internal_market/accounting/ias/index_fr.htm

The TDF Infrastructure Group's financial statements were approved by the Chairman of TDF Infrastructure SAS on May 28, 2015.

3.2 Functional and presentation currency

The consolidated financial statements are stated in thousands of euros, which is the presentation and functional currency of the Group's consolidation head company.

3.3 Basis of measurement

The first financial statements of the TDF Infrastructure SAS Group (formerly Tyrol Acquisition 2 SAS Group) were established as of March 31, 2014. At this date, in accordance with IFRS 1, they were established by taking into account book values of assets and liabilities of the Group TDF Infrastructure SAS (excluding income tax for which the accounting treatment is described in the note 4.18) as they were in the financial statements of the group TDF Infrastructure Holding SAS (formerly Tyrol Acquisition 1 group) for the years ended March 31, 2014 and March 31, 2013.

On this basis, the consolidated financial statements have been drawn up on the historical cost basis, except for the following items that are recognised at fair value: financial instruments held for trading, available-for-sale financial instruments and liabilities arising from cash-settled share-based transactions. Methods applied to estimate the fair value are explained in note 4.4.

3.4 Judgments and estimates

In the process of drawing up the consolidated financial statements, the measurement of certain balance sheet items requires the use of assumptions, estimates or assessments. This is notably the case with tangible, intangible and financial assets, provisions, recognition of revenue, impairment tests and the valuation of financial instruments. These assumptions, estimates and assessments are made on the basis of information available or situations existing at the time the financial statements are drawn up, and may subsequently turn out different from future conditions.

At each closing date, the group identifies the assets for which a disposal has been initiated and assesses if the sale is highly probable as required by IFRS 5.
IFRS 5 states that an entity shall classify a non-current asset (or disposal group) as held for sale if its book value will be recovered principally through a sale transaction rather than through continuing use. For the sale to be highly probable the asset (or disposal group held for sale) must be available for immediate sale in its present condition and management must be committed to the sale.
In addition, the sale should be expected to qualify for recognition as a completed sale within one year from the date of classification. In this case the non-current asset (or disposal group) is valued at the lower of its carrying value and fair value less costs to sell.

Most Group entities have multi-year agreements with large customers. During the term of the agreements and upon expiry and/or renewal, discussions take place between those entities and their customers over the conditions, particularly financial, that have applied to these agreements. In view of this, where applicable, the entities record in their books the expected benefits and obligations under the agreements, including their best estimate of the effect of consequences deriving from the terms thereof. These estimates are uncertain by nature, and the final results may prove significantly different from estimates made at the date of preparation of the financial statements.

The group is not subject to significant seasonal fluctuations.

3.5 Error corrections

No error correction has been accounted for during the year.

4. Significant accounting policies

The accounting policies described hereunder have been applied by all Group entities throughout all the periods presented in the consolidated financial statements.

The accounting policies are unchanged compared to those used in the preparation of the consolidated financial statements for the year ended March 31, 2014, except for the points mentioned in note 4.1 below.

4.1 Standards and interpretations in force

The group has applied the standards, amendments to standards and interpretations as adopted by the European Union that are required to be applied from January 1, 2014:
The application of these standards did not have any material impact on the Group financial statements.

In addition, the Group has decided not to adopt the following new standards, amendments to standards and interpretations early:

- Standards and amendments adopted by the European Union but for which the mandatory application date is after this financial year:
  - IFRIC 21 "Levies charged by Public Authorities";
  - 2010-2012 and 2011-2013 Annual Improvements to IFRS.
  - Amendment to IAS 19 "Employee contributions".
- Standards and amendments not adopted by the European Union:
  - IFRS 9 "Financial Instruments",
  - IFRS 14 « Regulatory Deferral Accounts » ;
  - IFRS 15 « Revenue from contracts with customers » ;
  - Amendements to IFRS 11 « Joint Arrangements » ;
  - Amendments to IAS 16 and IAS 38 «clarification concerning appropriate amortisation methods» ;
  - Amendments to IAS 28 and IFRS 10 «Sale or Contribution of Assets between an Investor and its Associate or Joint Venture » ;
  - 2012-2014 Annual Improvements to IFRS.

The impact of applying these standards and amendments is currently being analysed.

4.2 Consolidation

The consolidated financial statements include the financial statements of TDF Infrastructure SAS and its subsidiaries, as well as the financial statements of associates and joint ventures. All those entities make up the Group, for which the consolidation scope is described in note 19.
Entities are included in the consolidation scope at the date when control is transferred to the Group. They are excluded from the consolidation scope at the date they cease to be controlled by the Group.

Subsidiaries

In compliance with IFRS 10, subsidiaries are all entities on which the Group exercises control, that is to say:

- power over the entity;
- exposure, or rights, to variable return from its involvement with the subsidiary;
- ability to use its power over the subsidiary in order to affect the expected returns.

Subsidiaries' financial statements are consolidated, and non-controlling interests are measured on the basis of percentage equity interest.

Joint arrangements

The Group is not engaged in any joint arrangements as described in IFRS 11.

Investments in associates

An associate is an entity over which the Group has significant influence, meaning the power to participate in the financial and operating decisions but not to exercise control over these policies. Significant influence is presumed when the Group holds directly or indirectly through its subsidiaries 20% or more of the voting rights. Investments in associates are accounted for under the equity method.
Under this method, investments in associates are reported as a separate item on the balance sheet and the net income of associates is reported as a separate item in the statement of comprehensive income.
If the Group's share of the losses of an associate exceeds the carrying value of the investment, the investment is written off. The Group continues to recognise its share of the losses of the associate only to the extent it has a binding obligation to make additional investments to cover the losses.

Transactions eliminated on consolidation

All intra-group transactions represented by balances, income and expenses and unrealised gains and losses are eliminated in the consolidation process.
Unrealised gains arising from transactions with associates and joint ventures are eliminated in proportion to the Group's interest in these entities.

Non-controlling interests

Non-controlling interests are identified separately within equity. The share of non-controlling interests in consolidated net income is reported as a separate item in the statement of comprehensive income.

4.3 Foreign currency translation

Transactions in foreign currencies

Transactions in foreign currencies are translated into the functional currency at the exchange rate prevailing at the time of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at exchange rate prevailing at the reporting date. Non-monetary items measured at historical cost are translated using the historical exchange rate as at the date of the transaction, while those measured at fair value are translated using the exchange rate as at the date on which fair value is determined.

Translation of foreign entities' financial statements

The functional currency of foreign companies is their local currency, which they use for most of their transactions.
The financial statements of foreign subsidiaries whose functional currency is not the euro are translated into euro as follows:

- Assets and liabilities, including related goodwill, are translated at the rate prevailing on the reporting date,
- Income and expense items are translated at the average exchange rate over the period (the average exchange rate is an approximate value of the transaction date rate when there is no significant fluctuations),
- The cash flow statement is translated at the average exchange rate over the period.

Exchange differences arising on translation are shown in the currency translation reserve included in equity. In case of a loss of control of a foreign entity, the cumulative amount in the currency translation reserve related to this foreign entity is taken to profit or loss. In the case of a partial disposal without loss of control, a proportional part of the cumulative amount of exchange differences related to this entity held in the currency translation reserve is reclassified from equity attributable to owners of the company to non-controlling interests.

Net investment in a foreign operation

When settlement of a monetary item which is an intra-group receivable or payable with a foreign operation is neither planned nor likely to take place in the foreseeable future, the net investment in the foreign operation is disclosed at its historical cost and exchange gains/losses are recognised in the currency translation reserve through the statement of other comprehensive income.

Hedging of the net investment in a foreign operation

Exchange differences arising on translation of a financial liability classified as a hedge of a net investment in a foreign operation are recognised in the currency translation reserve through the statement of other comprehensive income for the portion that is effectively hedged. Exchange differences on the portion not effectively hedged are taken to profit or loss.

Exchange rates used for the period

The following were the functional currencies used in the Group:

	March 2015		March 2014	
	Average	Closing	Moyen	Cloture
Polish zloty	0,238848	0,244774	0,237865	0,239699
US dollar	0,788550	0,929454	0,745995	0,725268
Hungarian forint*	3,268269	3,302401	3,335462	3,255420
Danish krone	0,134196	0,133874	0,134070	0,133942
Norwegian krone	0,118325	0,114896	0,124470	0,121139
Swedisk krone	0,108360	0,107641	0,114393	0,111753

** Figures are reported by Hungarian subsidiaries in millions of forint; average and closing rates correspond to rates at the end of May 2014, when the Hungarian entities were sold (see note 1).*

4.4 Financial instruments

The Group initially recognises loans, receivables and deposits on the date on which they are generated. All other financial assets are initially measured on the date on which the Group becomes a party to the contractual terms attaching to the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers substantially all the risks and rewards of ownership of the asset to another entity.

Financial assets and liabilities are netted and shown for the net balance if, and only if, the Group has the legal right to offset them.

Group financial instruments are detailed hereinafter:

Financial assets recognised at fair value

Financial assets at fair value comprise financial assets held for trading, namely financial assets held by the Group with the intention of selling in the short-term or which are part of a portfolio managed to generate short-term profits. Changes in fair value are recognised in profit or loss.

Loans and receivables

This heading includes receivables relating to non-consolidated equity holdings, other loans and receivables and trade receivables.
Trade receivables are recognised initially at fair value, which is generally the same as their nominal value unless the impact of discounting them to present value is significant, and thereafter at their amortised cost.
Nevertheless if the recoverable amount becomes lower than the net carrying value, an impairment charge is recognised under operating income.

Cash and cash equivalents

This comprises current account balances with banks as well as cash equivalents defined as short-term investments (the term of the investment is usually less or equal to 3 months) that are highly liquid (can be sold at any time without impact on their value), and readily convertible to known amounts of cash and which are subject to an insignificant risk of loss in value (with historical data confirming the regularity of their growth in result).
For purposes of the cash flow statement, cash and cash equivalents is stated net of bank overdrafts.

Financial assets available for sale

These mainly comprise the Group's equity holdings in non-consolidated companies.
Available for sale assets are measured in the balance sheet at fair value, and changes in value are recognised directly in equity except where an impairment test leads to the recognition of a material or ongoing unrealised loss relative to historical acquisition cost, in which case the impairment is recognised through profit or loss.
Amounts recognised in equity are taken to profit or loss upon disposal of available for sale financial assets.
Fair value corresponds to market price for listed securities or to estimated fair value for unlisted securities, determined in accordance with the financial criteria most appropriate to the particular circumstances of each investment.

Non-derivative financial liabilities

The Group has the following non-derivative financial liabilities: financial borrowings and debts, bank overdrafts, trade payables. After initial recognition at fair value less transaction costs, corresponding to the consideration received, these financial liabilities are measured at amortised cost under the effective interest method.

The effective interest rate is the rate that exactly discounts estimated future cash outflows over the expected life of the financial liability to the net carrying value on initial recognition.

Purchase of own equity instruments

If the Group buys back its own equity instruments, the value of the consideration paid, including directly attributable costs, is recognised in equity, net of tax.

Derivative financial instruments and hedge accounting

To hedge its exposure to interest rate and foreign exchange risk, the group uses derivative instruments. Certain transactions, which in accordance with the group's management policy do not meet hedge accounting criteria, are recognised as trading instruments and the changes in fair value are recognised directly through profit or loss.

Hedge accounting applies:

- as soon as any transaction is so designated and documented when put in place,
- to the extent that the effectiveness of the hedge is proven (in a range of 80% to 125%).

When a derivative is designated as a cash flow or a net foreign investment hedging instrument, the change in fair value of the derivative corresponding to the effective portion of the hedge is recognised in the cash flow hedge reserve through other comprehensive income in equity. The ineffective portion of the change in the fair value of the hedge is recognised directly in profit or loss.
Derivatives are initially recognised at fair value; attributable transaction costs are recorded in profit or loss when incurred. Following initial recognition, derivatives are measured at fair value and resulting changes are recognised in accordance with the methods described hereunder.

According to IFRS 13, derivative financial instruments are recognised in balance sheet at their fair value including the effect of the Group's net exposure to the counterparty credit risk (for asset derivative financial instruments) or the counterparty's net exposure to the Group credit risk (for liability derivative financial instruments). This credit risk estimate is based on likelihood of default observed in the market for Groups with a similar rating TDF Infrastructure SAS Group and on an estimation of recoverability rate specific to the TDF Infrastructure SAS Group.

Types of hedge

<u>Fair value hedges</u> aim to hedge exposure to changes in fair value that might affect a recognised asset or liability or an unrecognised firm commitment where such changes are attributable to a particular risk and may affect earnings. TDF Infrastructure Group SAS has no fair value hedges.

<u>Cash flow hedges</u> are intended to cover exposure to fluctuations in cash flows or to net foreign investments attributable to a particular risk associated with a recognised asset or liability that may affect earnings. The contractual flows associated with interest rate swaps are paid at the same time as those associated with variable rate borrowings, and the amount deferred in equity is taken to profit or loss over the period in which the interest on borrowings impacts profit or loss.

<u>Hedges of the net investment in a foreign operation</u> are intended to cover the risk of a diminution in the value of assets in the event of a fall in the exchange rate of the currency in which the financial statements of the subsidiary are established.

Fair value estimates

The fair value of financial instruments traded on active markets, such as derivatives and investments traded on public markets is based on the market price quoted as at the reporting date. This valuation method is classed as level 1 in the hierarchy defined by IFRS 7.
The fair value of financial instruments that are not traded on active markets, such as over-the-counter derivatives, is determined using valuation techniques. The assumptions used are observable either directly (i.e. prices) or indirectly (i.e. determined on the basis of prices). This valuation method is classed as level 2 in the hierarchy defined by IFRS 7.
The fair value of instruments classed as level 3 is determined in accordance with a valuation technique not based on observable market data. In this case fair value is based on estimates made using discounting and other techniques.

The levels used to estimate the fair value of financial instruments are stated under note 11.

Effectiveness tests

Two types of test exist:

Prospective tests: prospective tests are performed using the so-called "change in fair value changes" method. At each reporting date, a computation is made applying the new interest rate environment to demonstrate that the change in the present value of the hedged items (i.e. interest coupons) is correlated to the change in the present value of the cash flows of the variable portion of the hedging instrument.

Retrospective tests: retrospective tests are performed using the so-called "hypothetical derivative" method, which compares changes in:

- the value of the actual swap designated as the hedging instrument
- the value of a hypothetical swap that, based on its terms and conditions, hedges perfectly the risk and that had no value at the inception of the hedging relationship.

Results of these comparisons must be within a range of 80-125% throughout the term of the hedge for the hedge to be regarded as effective.

4.5 Property, plant and equipment

Recognition and measurement

Property, plant and equipment is stated at cost (of acquisition or production), less accumulated depreciation and impairment. Cost includes expenses directly attributable to the transfer of the asset to the place where it is to be used, and to preparing it for use.

Where applicable it also includes costs relating to the dismantling and removal of assets and to restoring sites to their original states where the Group is obliged to do so, without being subject to subsequent revaluation.

The total cost of an asset is broken down between its various components each of which is accounted for separately. Such is the case where different components of an asset have different useful lives.

Current maintenance and upkeep costs are expensed as incurred.

Depreciation is recognised as an expense based on the straight-line method over the estimated useful life of each component of property, plant and equipment.

Land is not depreciated.

Items of property, plant and equipment to be scrapped are fully depreciated before being derecognised.

Useful lives in years:

Buildings	18 to 50 years
Pylons	10 to 40 years
Transmitters	8 to 40 years
Microwave links	8 to 15 years
Office furniture, office and computer equipment	3 to 10 years
Other	4 to 24 years

The fair value of property, plant and equipment recognised following a business combination is based on market values and/or replacement cost where appropriate.

Leased assets

Lease agreements having the effect of transferring to the Group substantially all the risks and benefits inherent in ownership of an asset are classified as finance leases. An asset is recognised and measured at the lower of the fair value of the lease and the present value of the minimal lease payments, and is depreciated over the term of the agreement. The corresponding liability is shown under financial liabilities. All other lease agreements are treated as operating leases.

Safety inventories

The major safety and spare part inventories that are essential to maintain property, plant and equipment and to ensure its continuous use, that have no other use and that the Group intends to use over a period longer than 12 months are recognised as property, plant and equipment and depreciated over the same period as the principal asset to which they are related.
Spare parts for which use (consumption, capitalisation or sale) is not pre-specified are recognised under inventories.

4.6 Intangible assets

Goodwill

Goodwill represents the difference between the purchase price of the investment in the consolidated companies and the fair value of their identifiable net assets at the date of transfer of control to the Group. At the acquisition date the fair value of the assets and liabilities of the acquired entity are determined by reference to market values or, failing that, by using generally accepted methods such as those based on costs and revenues.

Costs incurred by the Group in relation to the acquisition are expensed as incurred and recognised in other operating expenses, except costs related to acquisition of non-controlling interests which are recognised in equity.

Except at the time of a business combination, assets and liabilities acquired are not revalued.

Negative goodwill arising from an acquisition is recognised immediately in profit or loss within operating income, under the heading “Impairment of goodwill”.

Goodwill recognised on associates is shown under “Shares in associates” on the balance sheet. Impairment of goodwill recognised on associates is shown in the statement of comprehensive income under “Share of net profits (losses) of associates”.

Acquisitions of non-controlling interests are recognised as transactions with shareholders and do not give rise to goodwill.

In accordance with IFRS 3 “Business combinations”, goodwill is not amortised and is subject to an impairment test at least once a year and whenever an indicator of loss of value occurs (see note 4.8).

Research and development costs

All research costs are recognised as expenses in the period in which they are incurred.
Development costs deriving from the application of the results produced by research are capitalised only to the extent that the Group can demonstrate that:

- It has the intention and ability to complete the project;
- The probability is that future economic benefits will accrue to the Group;
- Costs can be determined in a reliable manner.

On average, development costs related to the Media Services business are amortised over 3 to 5 years, and over 10 to 15 years concerning other activities. Amortisation is calculated under the straight-line method.
Other development and similar costs not meeting the above criteria are recognised as expenses in the period in which they are incurred.

Other intangible assets

This heading comprises:

- intangible assets recognised at the time that acquisition consideration is allocated: mainly order backlog, customer relationships, patents, technology and the benefits accruing from leases and trademarks. With the exception of trademarks, these assets are amortised, where appropriate, on a straight line basis over the economic life of the asset in question (primarily the average term of the contracts: see note 9.2).
- lease rights acquired for consideration represented by a guaranteed minimum payment to DFMG from Media Broadcast (see note 9.2), amortised over the duration of the first lease period.
- other intangible assets (mainly software and patents) are amortised using the straight-line method: ten years for patents and technologies and five years for software.

Intangible assets to be scrapped are fully amortised before being derecognised.

Subsequent expenditures

Subsequent expenditures relating to intangible assets are capitalised only to the extent that these expenditures will enable the asset to generate future economic benefits in excess of its originally assessed standard of performance. All other expenditures are expensed in the period in which they are incurred.

Measurement of intangible assets arising from a business combination

Fair value is defined as "the price at which an asset could be expected to be exchanged between knowledgeable, willing parties in an arm's length transaction".

The Group uses a revenue-based approach to estimate the fair value of intangible assets recognised following a business combination. This approach determines the value of an asset by reference to the present value of the future revenues attributable to it (or of the cost savings achieved from owning the asset).

The two main revenue-based methods are:

- The royalty method

This method consists in discounting to present value the future revenues that could be obtained by licensing the asset to a third party. The revenues that would be thus generated are estimated by applying a royalty rate appropriate to the total revenues generated from using the asset.

- The super-profits method

This method measures assets by reference to the discounted present value of the future super-profits to be made from use of the asset. It consists in discounting, over a sufficiently long period and at an appropriate rate, the super-profit flows generated by the asset, after deducting a fair return for the other assets and liabilities used to generate the flows.
The life of an asset is determined by taking the period during which the asset contributes directly or indirectly to the Group's future cash flows.

4.7 Inventories

Inventories are essentially composed of spare parts for which use (consumption, capitalisation or sale) is not pre-specified. They mainly concern TDF SAS.
Inventories are measured at weighted average unit purchase cost. Where the future use of an inventory item is uncertain, it is subject to an impairment adjustment, if necessary, to reduce its carrying value to its recoverable amount.
Assets that qualify as safety inventories are accounted for as property, plant and equipment.

4.8 Impairment

Financial assets

A financial asset is subject to impairment whenever there is an objective indication that an adverse event has occurred subsequent to its initial recognition and that this event has a negative impact on the future cash flows of the asset that can be reliably estimated.

Non-financial assets

Carrying values of the Group's non-financial assets are reviewed at each reporting date in order to assess whether there is any indication that an asset has suffered impairment. If there is such an indication, the recoverable amount of the asset is estimated, and if necessary an impairment expense is recognised to bring the carrying value of the asset down to its recoverable value, as described below.

For goodwill and intangible assets with an indefinite life, the recoverable amount is estimated on an annual basis during the last quarter of the fiscal year or during the year if an indicator of loss of value arises. For other non-current tangible and intangible assets, the recoverable amount is estimated if there is any indication that an asset has suffered impairment.

Estimation of the recoverable amount

The recoverable amount of an asset or group of assets is the higher of its fair value less costs to sell and its value in use.

Fair value less costs to sell is the best estimate of the amount obtainable from the sale of an asset or group of assets in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal. This estimate is determined by using available market information. Fair value is estimated on the basis of projected cash flows discounted to present value, using assumptions that any market player would make. In particular, account is taken of any restructuring, expansionary investment and development of new activities that would normally be envisaged by any market player.

The fair value thus determined is further corroborated by observing the EBITDA multiples resulting from recent transactions and a sample of comparable listed companies.

Value in use as generally used by the Group corresponds to the present value of the future cash flows expected to be derived from an asset or group of assets based on assumptions made by the Group's management regarding economic, regulatory and forecast operating conditions. These cash flows correspond to those generated by the assets in their current operating state.

In all cases, discounted cash flows are determined as follows:

- Cash flows are obtained from eight to ten-year plans; this period corresponds to the time needed for activities such as digital television to reach maturity;
- Beyond this horizon, cash flows are extrapolated using a growth rate to infinity that reflects the market's expected long-term growth rate;
- Cash flows are discounted to present value using rates that reflect the risks inherent to the activities and countries concerned.

Definition of Cash Generating Units

The Cash Generating Unit (CGU) is the smallest identifiable group of assets generating largely independent cash inflows.

Goodwill impairment tests are carried out at the level of CGU groups of CGUs corresponding to the level at which the monitoring of returns on investment is carried out, for internal management purposes, taking account in particular of the expected synergies between the CGUs. The groups of CGUs are equivalent to or no larger than the Group's operating segments (defined in note 4.20). The groups of CGUs that are selected for goodwill impairment tests are: France, Arkena AB (ex Qbrick), Bebanjo and Others. Germany and Hungaria have been sold over the period.

Tangible and intangible assets do not as a rule generate independent cash flows, and are therefore tested at the level of the CGUs to which they belong. These assets may nonetheless be subject to individual tests in cases where their fair value can be determined and/or it can be established that there is no reason why their value in use should exceed their fair value.

Recognition of impairment

If the carrying value of a CGU or a group of CGUs exceeds its recoverable value, an impairment loss is recognised, without any off-setting with other CGUs or groups of CGUs for which the carrying value is less than the recoverable value. Impairment losses are recognised as other operating expenses. An impairment loss is allocated first to reduce the carrying value of any goodwill allocated to the CGU or group of CGUs tested, and then against the carrying value of the CGU or group of CGUs' other assets.

An impairment loss recognised against goodwill cannot be reversed in a subsequent period. For assets other than goodwill, the Group assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods may no longer exist or may have decreased, and if such is the case, the increased carrying value of the asset attributable to a reversal of an impairment loss may not exceed the carrying value that would have been determined, net of amortisation or depreciation, had no impairment loss been recognised for the asset in prior years.

4.9 Employee benefits

Employee benefits are provided through both defined contribution and defined benefit plans. Under a defined contribution plan, the Group is only obliged to pay contributions. Contributions paid in respect of these plans are recognised in profit or loss when incurred.

Post-employment benefit plans

Defined benefit plans are subject to actuarial measurement using the projected unit credit method. Under the projected unit credit method, each period of service gives rise to an additional unit of benefit entitlement and each unit is measured separately to build up the final liability, which is then discounted.
These actuarial calculations include demographic assumptions (retirement date, rate of increase in salaries, rate of employee turnover, etc.) and financial assumptions (discount rate, rate of inflation) defined at the level of each entity taking into account the local macroeconomic environment.
All actuarial gains and losses are recognised in other comprehensive income.

Termination benefits

Where applicable, benefits arising from the termination of an employment contract are measured and provided for to the extent of the resulting liability. Where termination benefits fall due more than 12 months after the reporting date, they are discounted to present value.

Short-term employee benefits

Short-term obligations are not discounted and are recognised when the corresponding service is rendered.

Share-based payments

If payment results in the delivery of equity instruments, the fair value of share-based payments at the grant date is recognised as a personnel expense, with a corresponding increase in equity, over the period during which the equity instruments vest in favour of the employees.

If payment results in a cash settlement, the fair value of amounts due to employees is recognised as a personnel expense, with a corresponding increase in financial liabilities over the period in which the rights vest. The fair value of this liability is revalued each year.

4.10 Provisions

A provision is recognised when:

- there exists a current, legal or implicit, obligation arising from a past event,
- it is likely that an outflow of resources representing economic benefits will be required in order to discharge this obligation, and
- the value of the obligation can be estimated with a sufficient degree of reliability.

Such obligations may be of a legal, regulatory, technical or contractual nature. They may also stem from the Group's practices or public commitments that have given rise to legitimate expectations on the part of the third parties concerned that the Group will assume certain responsibilities.

The amount recognised as a provision is the best estimate of the outflow of economic benefits required to settle the present obligation at the reporting date. If the value cannot be estimated reliably, no provision is recognised and the obligation is disclosed as a contingent liability in the notes to the consolidated financial statements.

4.11 Contingent liabilities

Contingent liabilities are disclosed in the notes and correspond to:

- Possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- A present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability.

4.12 Distinction between current and non-current items

Except for deferred taxes that are classified as non-current assets or liabilities, assets and liabilities are classified as current when the amounts are expected to be recovered or settled no more than 12 months after the reporting date. If this is not the case, they are classified as non-current.

4.13 Revenue recognition

Revenue consists in the sale of goods and services to third parties, net of discounts or rebates and sales related taxes. Intra-group sales are eliminated in the consolidation process.

Sales of goods and services (IAS 18)

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership have been transferred to the buyer.
No revenue is recognised if a major uncertainty exists as to the recoverability of the amount due by the buyer.
Revenue from services is recognised:

- Once the service has been rendered; or
- Based on the stage of completion at the reporting date, by reference to the work performed under a contract whose execution spans the reporting date; or
- On a straight-line basis over the period when the services will be rendered or, for advance one-time invoices for site access costs or for customers contributing to capital expenditure, over the term of the initial contract.

Construction contracts (IAS 11)

Revenue from construction contracts is recognised by reference to the stage of completion as measured by the proportion of the work that has been carried out.
When a loss is expected, it is recognised in profit or loss immediately.

Royalties (IAS 18)

Royalties are recognised in accordance with the economic substance of the relevant agreements.

Agency relationships (IAS 18)

When Group entities act as agent on behalf of a principal, the only revenue recognised is the value of the commission received, and the amounts collected on behalf of the principal are not considered as Group revenue.

4.14 Research Tax Credit

The *Crédit d'Impôt Recherche* (Research Tax Credit) is recognised as other income when the group is reasonably confident that its applications to be filed with the tax authorities will not be challenged.

4.15 Government grants (IAS 20)

Government grants are recognised when there is a reasonable assurance that they will be received and that the Group will comply with the conditions associated with the grant.

Grants related to assets (investment grants) are shown as a reduction in the carrying value of the asset and amortised over its useful life by a reduction in the depreciation charge.

Operating grants are credited to profit or loss in the periods associated with the related costs.

4.16 Leases

Operating leases

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the lease.

Finance leases

<u>Group as lessee</u>
Assets held under finance leases are recognised as Group assets at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments (using the implicit rate of interest for the relevant lease). The corresponding liability to the lessor is included in the balance sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability.

Group as lessor
Amounts due from lessees under finance leases are recorded as receivables at the amount of the Group's net investment in the leases. Revenue is recognised by reference to the conditions applied to a direct sale with immediate payment. Amounts receivable are apportioned between finance income and the repayment of the outstanding capital amount.

4.17 Financial income and charges

Financial income consists of interest on investments, dividends received from non-consolidated entities, increases in fair value of financial assets held at fair value through profit or loss, and gains on hedging instruments recognised in profit or loss.

Dividends are recognised when the shareholder's right to receive payment is established.

Financial charges consist of interest on borrowings, the unwinding of discounts on provisions, reductions in fair value of financial assets held at fair value through profit or loss, impairment losses recognised on financial assets and losses on hedging instruments recognised in profit or loss.

Exchange gains and losses are recognised at their net amount.

4.18 Income tax

TDF Infrastructure SAS (formerly Tyrol Acquisition 2) and TDF SAS are entities that are included in the tax consolidation group of which TDF Infrastructure Holding SAS (formerly Tyrol Acquisition 1) is the head company.
Income tax have been calculated in compliance with the tax consolidation convention in force, in which each entity of the tax consolidation group bears its own income tax charge and keep the benefits of its tax loss carried forward towards TDF Infrastructure Holding SAS, as if the entity was on its own from a tax point of view.

On this basis, income tax expense or income consists of current tax expense (income) and deferred tax expense (income). Current and deferred tax is recognised in profit or loss except if it relates to a business combination or to items recognised directly in equity or in other items in the statement of comprehensive income.

Current tax is the estimated amount of tax payable (or receivable) on the taxable profit (or loss) of a period and of any adjustments to the amount of current tax in respect of previous periods.
Deferred tax is recognised using the liability method for all temporary differences between the carrying value of assets and liabilities and their tax bases. Temporary differences linked to the Group's holdings in its subsidiaries do not give rise to recognition of deferred tax, to the extent that these differences will not be reversed in the foreseeable future. The measurement of deferred tax assets and liabilities depends on when the Group expects them to be reversed, using the tax rates in force or announced at the reporting date. Deferred tax assets are recognised only to the extent that the Group expects to have future profits to which they may be applied.

In accordance with IAS 12, deferred tax assets and liabilities are not discounted.

With effect from January 1, 2010, the French finance act replaced the *taxe professionnelle* with the *contribution économique territoriale* (CET), which is made up of two component parts: the *contribution foncière des entreprises* (CFE) based on the rateable value of the property occupied by the business, and the *cotisation sur la valeur ajoutée des entreprises* (CVAE) based on the value added of the business each year. The Group considers the CVAE as income tax. In accordance with IAS 12, this classification requires the Group to recognise related deferred tax since 2009, notably on depreciable non-current assets; the deferred tax liability related to the CVAE amounts to €8.5m.

4.19 Non-current assets held for sale and discontinued operations

In accordance with IFRS 5, when non-current assets and groups of assets are first classified as held for sale they are recognised at the lower of net carrying value and fair value less selling expenses.

4.20 Operating segments

Pursuant to IFRS 8, the Group reports its results and assets by operating segment (see note 6). The determination of the operating segments reflects the Group's internal reporting structure. The results of all operating segments are regularly reviewed by Group senior management with a view to assessing their performance and to taking decisions on the resources to allocate to each segment. Each CGU, or groups of CGUs, corresponds to an operating segment except Hungary, Qbrick, BeBanjo and Others (Finland, Estonia and Poland) which are not shown separately but are grouped together in the operating segment Other countries since they are below the materiality thresholds established by IFRS 8 (namely 10% of revenues, assets or profits taken individually, or 25% in aggregate).

This segmentation reflects the fact that the Group's operations are focused primarily on national markets in terms of both customer services, which are provided on a national or regional basis, and the legal and regulatory framework governing these services. Television and radio broadcasting, telecom operator services, filming and pre-transmission services are provided to national customers for populations and regions defined by the licences issued by national regulatory and administrative authorities.

4.21 Business line segments

Under IFRS 8, the Group discloses revenue by business line (see note 8.1) which breaks down as follows (even if the IFRS 5 impact concerning Hungarian and German entities, and their disposal, is to be considered, see note 7):

- Television: carrying and broadcasting analogue and digital signals and related services (TDF SAS, Antenna Hungaria, Media Broadcast, Levira, Antalis TV, MCR and PSN),
- Radio: carrying and broadcasting signals and related services (TDF SAS, Antenna Hungaria, Media Broadcast, PSN and MCR),
- Telecom and Services: hosting of broadcasting and reception equipment on proprietary sites, providing maintenance and engineering services, and locating sites (TDF SAS, MCR, Antenna Hungaria),
- Satellite: provision of uplink services, temporary or permanent rental of ‘space’ (satellite transponder time), allowing TV and radio broadcasting to given territories (Media Broadcast, TDF SAS and Antenna Hungaria),
- Contribution Networks: provision of broadcasting services and contribution to the implementation of television and radio production services; provision of lease-line type digital audio and video connections for emergency services; private network services for operators,
- Multimedia: pre-broadcasting/final control rooms (Arkena SAS (ex Cognacq-Jay Images), Levira, Media Broadcast, Bebanjo, Qbrick), smart transport activities (traffic information: Médiamobile in France and Scandinavian countries) and digital delivery of multi-media content (SmartJog and Media Broadcast),
- Other: royalties generated from intellectual property, income and interest from rentals

5. Financial risk management

5.1 Credit risk

The total carrying value of financial assets takes account of the maximum exposure to credit risk.

Trade receivables

For some major TV, Radio and Telecom customers, sales invoices are issued in advance in compliance with contractual terms. The income effect of such receivables is adjusted by cut-off journal entries (deferred income, invoices to be issued, etc.) so as to correctly allocate income to each period.
Trade receivables are subject to provisions for impairment depending on the risks incurred and on ageing.

Short–term investments

The TDF Infrastructure SAS Group places its cash with first class banking institutions, the objective being to generate a secure, as opposed to a speculative, return. Cash is invested in euro-denominated money market UCITS and in term deposits with a maturity of under 3 months.

5.2 Market risk

A. Management of interest rate risk

Exposure to the Group's interest rate risk can be analyzed below:

	March 2015		March 2014	
In thousands euros	**Outstanding**	**% of the debt**	**Outstanding**	**% of the debt**
Fixed interest rate debt	1 845 902	56,6%	123 384	2,8%
Variable interest rate debt	1 415 280	43,4%	4 262 257	97,2%
Total before hedging	**3 261 182**	**100,0%**	**4 385 641**	**100,0%**
Fixed interest rate debt	1 845 902	56,6%	2 023 384	46,1%
Variable interest rate	1 415 280	43,4%	2 362 257	53,9%
Total after hedging	**3 261 182**	**100,0%**	**4 385 641**	**100,0%**

Prior to the change of shareholders and to the refinancing of the group on March 31, 2015 (see note 1.1), on March 26, 2015, the Group decided to terminate all the financial derivative instruments it had, which were hedging the Tyrol SFA debt (which was subject to EURIBOR (1, 3, 6 months) plus a margin).
Following the refinancing that occurred on March 31, 2015, the group notably bears as of the closing date:

- €1 838.7m of debt with fixed interest rate towards its direct and indirect shareholders (see the notes 10.2 and 10.3), out of which €815m were capitalised post-closing on April 10, 2015 (see the note 18);
- €1 430.0m of debt with variable interest rate (excluding loan issuance costs) in the frame of the new bank agreement (see the note 5.4), which is for now not hedged by derivative financial instruments.

Sensitivity analysis of cash flows for variable rate instruments

As of March 31, 2015

No variable rate instrument is owned by the Group at closing date.

As of March 31, 2014

Sensitivity analysis of cash flows for variable rate instruments takes account of all variable flows from derivative and non-derivative instruments. The analysis was carried out on the assumption that the value of financial borrowings and derivatives and other variables (in particular exchange rates) as of March 31 remain constant throughout the year.

An increase / decrease of 25 basis points in variable rates would have the following impact on a forward-looking basis on the outstanding debt as of March 31, 2014:

In thousands euros	March 2014 Net income	March 2014 Equity
Increase of 25 pts in variable interest rate on debt	**874**	**8 386**
Decrease of 25 pts in variable interest rate on debt	**N/A (*)**	**N/A (*)**

(*)Interest rates are too low to perform tests for potential reductions in interest rates.

The Group does not recognise any fixed rate financial asset or liability at fair value through profit or loss (as per the fair value option); as such, a change in interest rates would have no effect on earnings.

B. Exchange risk

TDF SAS granted a loan to its subsidiary Antenna Hungaria with an outstanding balance of HUF 24.6 billion just before the disposal of this entity (same amount as at March 31, 2014).

This loan was hedged against the exchange risk by means of a cross currency swap at a fixed exchange rate of 245.68 HUF/euro for a notional amount of HUF 24 billion.

In the frame of the disposal of Hungarian entities which occurred on May 30, 2014 (see note 2), the loan was fully repaid, and the cross currency swap was ended, generating a global cash in of €100.2m for TDF SAS.

Furthermore, the currency option that was contracted at the end of March 2014 in order to cover the exchange risk on the sale proceeds receivable under the disposal of Hungarian entities, ensuring a minimum EUR/HUF exchange rate of 311 for a notional of HUF 30 billion, was not exercised, as the HUF exchange rate was in the end better.

The Group’s functionnal currency is euro. The Group has little exposure to exchange rate fluctuations in other currencies.

5.3 Liquidity risk

To ensure liquidity, the Group has available resources of €287.8m (€303.3m as of March 31, 2014 and €672.1m as of March 31, 2013):

- Cash and cash equivalents of €67.8m as of March 31, 2015 (€181.5m as of March 31, 2014 and €452.1m as of March 31, 2013);
- A Revolving Credit Facility negotiated within the new bank agreement put in place on March 31, 2015 (see note 1 and 5.4) usable for an amount of €250m by TDF Infrastructure SAS mainly in order to cover its own needs and those of its subsidiaries in respect of acquisitions, capital expenditure and working capital. At March 31, 2015, €30.0m of this facility has been drawn down (compared to €200m over €321.8m negotiated at March 31, 2014, and €180m over €400m negotiated at March 31, 2013, within the former bank agreement which ended on March 31, 2015).

Contractual maturities of financial debt break down as follows (including interest payments):

In thousands euros	March 2015 Book value	March 2015 Cash flow	Maturities < 1 year	Maturities 1 to 5 years	Maturities > 5 years
Non-derivative financial instruments					
Financial debts - Nominal	3 276 040	2 461 040	32 634	1 404 708	1 023 698
Loan issue expenses	(14 858)				
Financial interest		1 249 842	12 916	62 690	1 174 236
Trade payables	118 338	118 338	118 338		
Total financial liabilities	**3 379 520**	**3 829 220**	**163 888**	**1 467 398**	**2 197 934**

In thousands euros		March 2014 Book value	Cash flow	Maturities < 1 year	1 to 5 years	> 5 years
Non-derivative financial instruments						
Financial debts - Nominal		4 387 098	4 387 098	571 063	3 816 001	34
Loan issue expenses		(1 457)				
Financial interest			382 894	141 215	241 679	
Trade payables		139 553	139 553	139 553		
Derivative financial instruments						
Hedging	Liabilities	60 121	62 290	34 575	27 715	
Not qualified as hedging	Liabilities	10 772	11 023	11 023		
Total financial liabilities		**4 596 087**	**4 982 858**	**897 429**	**4 085 395**	**34**

See the notes 10.2 and 10.3 that describe the breakdown and the nature of financial debts, and see the note 5.4 hereafter that describes the bank agreement of the group.

By prudence, maturities on financial debts correspond to contractual maturities, without taking into account any early repayments scenarios. Note that following the refinancing of the group on March 31, 2015:
- The shareholder debt, € 1 838.7m at closing, bears 7.7% fixed rate interests and :
    - € 815m were capitalised post-closing (in share capital and share premium) on April 10, 2015, see note 18;
    - For the remaining € 1.023,7m towards Tivana France Holdings, maturity is 10 years, that is March 31, 2025 (and the borrower also has an extension option);
- The senior debt of € 1,430m bears variable interest rates and breaks down as follows:
    - A term debt tranche of € 700m for which contractual maturity is November 6, 2017,
    - A term debt tranche of € 700m for which contractual maturity is November 6, 2019,
    - A revolving debt of €30m, which was repaid on April 21, 2015.

Concerning the € 815m capitalised on April 10, 2015, and the €1.7m of related interests also capitalised (see the note 18), these amounts are included in the column "Book value", but not in the columns Cash flow.
Except for this loan, financial expenses are calculated up to the contractual maturity of the liabilities to which they relate.
For debts with variable interest rates, interest rates used are the forward rates prevailing at the reporting date.
Concerning the shareholder loan of €1023.7m towards Tivana France Holdings, quarterly interests on that debt are capitalised, or can be paid if TDF Infrastructure SAS determines it, so in the disclosures of the table above it is considered that all interests are capitalised and reimbursed in the end on March 31, 2025.

Note that financial debts include €495.6 M at March 31, 2014 which are related to the tax group consolidation agreement cash convention (€ 405.7m at March 31, 2013), that are due to TDF Infrastructure Holding SAS, which is the main shareholder the TDF Infrastructure SAS (see note 10.1) and the head of the tax consolidation grouping TDF Infrastructure SAS, TDF SAS, Smartjog France, Antalis TV and Arkena SAS. Under this agreement, TDF Infrastructure SAS collects on behalf of TDF Infrastructure Holding SAS the tax installments and payments of member companies of the tax group.
This tax consolidation agreement has a nature of current account, so no interest on these debts is disclosed in the lines "financial interests" above. Note that these cash installments are nevertheless subject to the provisions of Article 39.1.3 ° of the General Tax Code, and that an interest corresponding to the annual average of the average effective rates applied by credit institutions for floating rate loans (with an initial term of over two years) is due.

Also, prior to the change of shareholders and to the refinancing of the group on March 31, 2015 (see note 1), on March 26, 2015, the Group decided to terminate all the financial derivative instruments it had.

5.4 Bank agreements

At March 31, 2015

At March 31, 2015, the TDF Infrastructure SAS Group has a bank financing agreement, which was put in place together with the change of shareholders on March 31, 2015 (see the note 1), called "Facilities Agreement", "FA". The Group's former bank agreement, the "Tyrol SFA", as amended on 22 July 2011 and which was in force during the period, is completely terminated at the closing date.

This bank agreement notably includes:

- the definition of a financial ratio ("Covenant"), that the group has to comply with at various defined periods (see below) ;
- the indexation of the cost of the debt, through the fact that the margins applied to some tranches are set up depending on the Group's rating as determined by rating agencies (the rating can be public or private), and the fact that margins also depends on the aging of the debts (increasing margins over time), see the note 10.3 for details;
- a floor Euribor rate of 0%, so that the global interest rate (margin + Euribor) paid by TDF Infrastructure SAS will never be lower than the applicable margin ;
- the application of anticipated repayments under certain conditions (notably in case of a change of control, IPO, in case of certain conditions of excess cash flow, or bond issuance),
- restrictive conditions (subject to exceptions included in the facility agreement) limiting the possibility for Group companies to perform certain transactions.

The bank agreement includes a leverage ratio covenant, disclosed hereafter:

Ratios	Limits	Contractual covenant as of March 31, 2015 FA	Calculated covenant as of March 31, 2015 FA
Leverage ratio (consolidated net debt / consolidated EBITDA)	This ratio has to be lower than or equal to the following limits	5.32	NA

The covenant is calculated and communicated to the lenders 'agent twice a year, and the first time for which the Group has to comply with this obligation is June 30, 2015 (no applicable covenant as of March 31, 2015).

Some adjustments, defined in the bank agreement, are applied to the consolidated aggregates for the ratio calculations. The scope is laid down under the agreement, so it might not match this financial statements scope.

At March 31, 2014

As at March 31, 2014, the TDF Infrastructure SAS Group is committed in one financing agreement called "Senior Facility Agreement Tyrol" hereafter "Tyrol SFA". Senior and revolving debt attached to this contract are presented in the notes 10.2 and 10.3. Note that TDF Infrastructure Holding SAS, main shareholder of the TDF Infrastructure SAS group (see note 10.1), is also involved in the contract, the repayment of its own debts being subordinated to the repayment of the Tyrol SFA debt.

The Tyrol SFA notably includes:

- the definition of progressive financial ratios (Covenants), that the group has to comply with at various defined periods ;
- a decrease cost of debt through lower margins applied to some tranches, in relation to the effective decrease in the "leverage ratio",
- anticipated repayments when Group operating cash exceeds a certain level ("excess cash flow" mechanism) or under certain conditions (notably in case of a change of control, IPO, certain disposals or bond issuance),
- restrictive covenants (subject to exceptions included in the facility agreement) limiting the possibility for Group companies to perform certain transactions.

Covenant definitions

The Tyrol SFA bank agreement includes four types of financial ratios (covenants), disclosed hereafter:

Ratios	Limits	Contractual covenant as of March 31, 2014 SFA Tyrol	Calculated covenant as of March 31, 2014 SFA Tyrol
Leverage ratio (consolidated net debt / consolidated EBITDA)	This ratio has to be lower than or equal to	8.25	7.31
Interest Cover ratio (consolidated EBITDA / Interests paid or to be paid)	This ratio has to be lower than or equal to the following limits	1.60	2.37
Fixed Charge Cover ratio (consolidated operating cash flow / debt service (principal repayment + interests paid or to be paid))	This ratio has to be lower than or equal to the following limits	1.00	2.66
Capital Expenditure covenant (maximum amount of capex approved during the financial year)	This ratio has to be lower than or equal to the following limits (in thousands of euros)	155 800	77 269

The first three ratios are calculated and reported to credit institutions every quarter, the Capital Expenditure covenant is calculated and reported once a year.

Some adjustments, defined in the bank agreement, are applied to the consolidated aggregates for the ratio calculations. The scope is laid down under the agreement, so it might not match this financial statements scope.

The contractual covenants are in compliance as of March 31, 2014, as certified by group auditors.

5.5 Operational risk

Compliance with Group policies is supported by a program of periodic reviews undertaken by Internal Audit. Conclusions are submitted to the Audit Committee and group senior management.

The group has taken out insurance policies to manage liabilities in respect of corporate officers, general third party liabilities and those concerning vehicle lease contracts, material damages and loss of profits.

6. Operating segments

	In thousands of euros	France		Other Countries		Total	
		March 2015	March 2014	March 2015	March 2014	March 2015	March 2014
Net income	**Revenue**	707 093	712 434	35 885	92 812	**742 978**	**805 246**
	Intersegment revenue	487	4 041	752	798	1 239	4 839
	EBITDA	**368 260**	**353 917**	**7 458**	**28 539**	**375 718**	**382 456**
	Depreciation, amortisation and impairment losses	(175 872)	(167 239)	(14 303)	(23 906)	(190 175)	(191 145)
	Current Operating Income	**192 388**	**186 678**	**(6 845)**	**4 633**	**185 543**	**191 311**
	Impairment of goodwill & intangible assets identified in business combinations			(4 897)	(18 357)	**(4 897)**	**(18 357)**
	Other operating income and charges	6 733	(9 759)	(2 695)	(1 626)	**4 038**	**(11 385)**
	Share of net profits (losses) of associates	(6 738)	8			**(6 738)**	**8**
	Operating Income (Loss)	**192 383**	**176 927**	**(14 437)**	**(15 350)**	**177 946**	**161 577**
Flow	**Net cash from operating activities (a)**	**278 529**	**225 779**	**6 810**	**24 526**	**285 339**	**250 305**
	Net operating capex or disposals (b)	**(125 613)**	**(99 780)**	**(8 302)**	**(13 532)**	**(133 915)**	**(113 311)**
	Operating cash available ((a) + (b))	**152 916**	**125 999**	**(1 492)**	**10 994**	**151 424**	**136 994**
	Financial investments	**196 100**	**(10 355)**	**(8 533)**	**67**	**187 567**	**(10 288)**
	Net cash from (used in) financing activities	**(713 744)**	**(429 687)**	**(283)**	**(3 274)**	**(714 027)**	**(432 961)**

	In thousands of euros	France		Other Countries		Total	
		March 2015	March 2014	March 2015	March 2014	March 2015	Mars 2014, excluding Germany
Balance Sheet	Goodwill	1 604 923	1 613 446	17 164	20 076	**1 622 087**	**1 633 522**
	Intangible assets - Property, plant and equipment	1 439 500	1 479 803	14 292	23 337	**1 453 792**	**1 503 140**
	Shares in associates	3 280	10 008			**3 280**	**10 008**
	Other non-current assets	19 187	15 639	421	485	**19 608**	**16 124**
	Current assets	338 066	413 207	14 611	11 910	**352 677**	**425 117**
	Intersegment net assets/liabilities	(6 811)	370 090	6 811	(87 291)		**282 799**
	Assets held for sales	11 233			187 561	**11 233**	**187 561**
	TOTAL ASSETS					**3 462 677**	**4 058 271**
	Equity - Owner of the company part					**(645 092)**	**(875 624)**
	Non-controlling interests					**16 193**	**13 850**
	Non-current liabilities	2 834 797	4 211 125	54	382	**2 834 851**	**4 211 507**
	Current liabilities	1 245 523	936 506	9 429	7 288	**1 254 952**	**943 794**
	Liabilities held for sales	1 773			18 247	**1 773**	**18 247**
	TOTAL LIABILITIES					**3 462 677**	**4 311 774**
	Workforce (full-time average equivalent)	**1 868**	**1 978**	**282**	**579**	**2 150**	**2 557**

NB :

- At March 31, 2015, the Germany segment is a discontinued operation under IFRS 5 : its incomes and expenses, and cash flows, are restated on a bottom line of the Group's comprehensive income and Cash Flow statement, for March 15 and March 2014 figures ; this segment is not disclosed anymore ;

- The segment Other countries include Hungarian entities in March 2014 (12 months activity) and partly in March 2015 (2 months activity). Hungarian entities were qualified as assets held for sale at March 31, 2014 closing under IFRS 5. Income and expenses, and cash flows, which remain included in the Group's comprehensive income and Cash Flow statement until their disposal (without being restated), are detailed in the note 7.2 hereafter.

7. Discontinued operations, assets held for sale and disposed entities

7.1 Discontinued operations

At March 31, 2015, German entities (MediaBroadcast sub-group) were disposed of (see note 1.2). These entities were a business segment, a CGU and a major geographical area of operations of the group, so they are classified as discontinued operations in accordance with IFRS 5 as of March 31, 2015.
Thus, according to the standard:

- Income and expenses (contributive figures excluding intercos) of German entities have been reclassified on the line "Net income (loss) from discontinued operations" in the Group's comprehensive income statement;
- For comparison requirements, this restatement was also performed on March 2014 comprehensive income;
- The net capital loss realized with the sale of these entities at March 31, 2015 is also reclassified on this line of the Group's comprehensive income;
- Similarly the Group's cash flow statement for March 2015 and March 2014 is disclosed after reclassification of cash flows from German entities, which are reclassified under the line " Net cash from discontinued activities";
- Finally, the assets and liabilities are no more consolidated in the Group's balance sheet at March 31, 2015 (entities sold), and the balance sheet at March 31, 2014 has not been retrospectively restated, in accordance with IFRS 5.

The detail of income and expenses reclassified under "Net income (loss) from discontinued operations" is presented below:

In thousands euros	**March 2015**	**March 2014**
Revenue	**314 343**	**354 074**
Other income	5 553	5 123
Consumed purchases	(71 872)	(90 191)
Personnel costs	(67 216)	(67 557)
External expenses	(69 443)	(70 811)
Profit/loss on disposal of non-current operating assets	233	0
Other expenses	(6 240)	(6 560)
EBITDA	**105 358**	**124 078**
Depreciation, amortisation and impairment losses	(91 464)	(80 404)
Impairment of goodwill & intangible assets identified in business combinations	(11 211)	
Other operating income and charges	(244 838)	6 390
OPERATING INCOME (LOSS)	**(242 155)**	**50 064**
Financial income and expenses	(12 178)	(13 172)
Income tax	(9 906)	222
NET INCOME (LOSS) OF DISCONTINUED OPERATIONS	**(264 239)**	**37 114**

At March 31, 2015, other operating income and charges include:

- The net capital loss realized on the sale of German entities, that is a loss of € 340.0m. This loss includes a receivable write-off of € 25.2m, and disposal costs for € 0.4m (€ 0.6 m of costs had already been incurred in 2013/2014);
- An income of € 104.2m corresponding to the agreement to sell rights to use the orbital position 28.5° signed by Mediabroadcast with SES Astra. This income corresponds to the following counterparts:
    - € 43.5m of cash received from SES Astra,
    - Recognition of an asset of € 60.7m corresponding to the right of use granted by SES Astra for two transponders for a duration of 16 ½ years.

Details of the German entities' assets and liabilities included in the Group balance sheet at 31 March 2014 are as follows:

In thousands euros	**March 2014**
Goodwill	372 488
Fixed assets	360 172
Financial assets	63
Other non-current assets	12 214
Trade receivables	18 945
Other receivables	1 025
Cash and cash equivalents	11 045
Assets from discontinued activities	**775 952**
Provisions	52 362
Financial debts	117 103
Deferred tax liabilities	(4)
Trade payables	31 109
Other payables	39 555
Liabilities from discontinued activities	**240 125**

7.2 Assets held for sale and disposed entities

<u>Hungarian subsidiaries</u>

The three Hungarian subsidiaries (Antenna Hungaria and its subsidiaries) have been classified as assets and liabilities held for sale under IFRS 5. A share purchase agreement was signed on March 26, 2014 (see note 1.3). Consequently:

- The assets and liabilities of these entities were presented on separate lines in the balance sheet for the year ended March 2014,
- Their income and expenses however remain included in the Group's comprehensive income for the financial years 2013-2014 and 2014-2015, as these entities are not material enough to be classified as discontinued activity according to IFRS 5.

The effective disposal of the three Hungarian subsidiaries took place on May 30, 2014, resulting in a net capital gain of € 0.6m over the period (€ 5.4m of disposal fees were already recognised in the year 2013-2014). See also note 8.8.
From a cash point of view, the group received € 195.9m including the repayment of the loan granted by TDF SAS to its subsidiary Antenna Hungaria (including hedging) as well as the sale price of the shares. Net from the cash of these entities which is disposed of, the impact on the Group's cash position is of € 189.4m.

Incomes and expenses of these three Hungarian subsidiaries therefore remain included in the group's comprehensive income statement until the disposal date. Their contributions to the Group's comprehensive income statement and to the cash flows statement at March 31, 2014 and March 31, 2015 are the following:

In thousands euros	March 2015	March 2014
Revenue	**8 821**	**65 832**
Other income	13	63
Consumed purchases	(1 177)	(9 816)
Personnel costs	(2 281)	(12 088)
External expenses	(1 556)	(13 992)
Profit/loss on disposal of non-current operating assets	10	300
Other expenses	(1 079)	(6 684)
EBITDA	**2 751**	**23 615**
Other operating income and expenses	(781)	(1 610)
Depreciation, amortisation and impairment losses	(2 700)	(16 981)
OPERATING INCOME (LOSS)	**(730)**	**5 024**
Other finance revenues / expenses	(562)	(3 933)
Income tax	28	(1 027)
NET INCOME (LOSS) OF DISPOSED OPERATIONS	**(1 264)**	**64**
Net cash from operating activities of disposed operations	**1 851**	**21 003**

MCR

The Monaco subsidiary MCR becomes qualified as asset held for sale at the March 31, 2015 closing: indeed a decrease in ownership percentage bringing forth a loss of control is already signed, and will be effective on March 31, 2016.

As for the Hungarian entities, assets and liabilities are reclassified at the bottom of the balance sheet but its incomes and expenses, as well as its cash flows, remain included in the Group's comprehensive income and cash flows statement. The contributive figures as of March 31, 2014 and March 31, 2015 are the following:

In thousands euros	March 2015	March 2014
Revenue	**5 694**	**5 634**
Other income	8	1 600
Consumed purchases	(1 049)	(1 019)
Personnel costs	(859)	(751)
External expenses	(405)	(353)
Profit/loss on disposal of non-current operating assets	3	(20)
Other expenses	168	(287)
EBITDA	**3 560**	**4 804**
Other operating income and expenses		
Depreciation, amortisation and impairment losses	(207)	(212)
OPERATING INCOME (LOSS)	**3 353**	**4 592**
Other finance revenues / expenses	3	19
Income tax	(1 064)	(1 476)
NET INCOME (LOSS) OF DISPOSED OPERATIONS	**2 292**	**3 135**
Net cash from operating activities of disposed operations	**957**	**5 049**

Thus the assets and liabilities presented under lines "Assets/Liabilities held for sale and discontinued operations" correspond to:

- Hungarian entities as of March 31, 2014
- MCR as of March 31, 2015

Detail is the following :

In thousands euros	**March 2015**	**March 2014**
Goodwill	8 523	68 654
Fixed assets	1 263	97 214
Inventories		1 328
Trade receivables	1 014	8 842
Other receivables	288	1 145
Deferred tax assets	101	3
Cash and cash equivalents	44	10 375
Assets from held for sale activities	**11 233**	**187 561**
Provisions	940	1 309
Financial debts	34	547
Accrued interest		23
Deferred tax liabilities		443
Trade payables	211	8 529
Other payables	588	7 396
Liabilities from held for sale activities	**1 773**	**18 247**

8. Notes to the statement of comprehensive income

General comments :

- Incomes and charges of German entities, qualified as « discontinued operations » according to IFRS 5, are restated from March 2015 and March 2014 figures (see notes 1.2 and 7.1) ;
- Incomes and charges of Hungarian entities, disposed of on May 30, 2014 and classified since March 31, 2014 as « assets held for sale » according to IFRS 5, remain included in figures disclosed for March 2015 and March 2014 until the date of their disposal (see note 7.2).

8.1 Revenue

In thousands euros	March 2015	March 2014	March 2015 Proforma (unaudited)	March 2014 Proforma (unaudited)	Proforma variation
Analog Television		11 127			
Digital Television	224 951	231 449	221 280	208 799	6,0%
Radio	136 369	154 325	134 561	142 274	-5,4%
Telecoms & services	304 274	313 995	302 555	302 992	-0,1%
Satelite	2 609	8 207	1 642	1 659	-1,0%
Contribution networks					
Media Services	58 469	65 204	58 570	65 142	-10,1%
Other	16 306	20 939	15 925	21 923	-27,4%
Total revenue	**742 978**	**805 246**	**734 533**	**742 789**	**-1,1%**

NB :

- figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5),
- proforma figures correspond to revenues excluding contribution from German and Hungarian entities, and with constant exchange rates.

2014-2015 « proforma » revenue decreased by 1.1% compared to last year:

- TV : 6% growth (+€12.5m), mainly explained by the DTT network roll out for MHD7 and R8 muxes in France (+€8.8m), and increase in revenue from access given to competitors to TDF sites (+€4.7m)

- Radio: 5.4% decrease in revenue, due to the phase out of Short Waves activities in France (shutdown of SW sites for Radio France during summer 2014), and a decrease by €4.5m in FM broadcasting revenues (mainly Radio France for -€2.9m)

- Telecoms revenue remains flat, in spite of various effects :
    - 10.9% growth in site hosting revenues in France, reflecting a significant volume of business :
        - The full-year-effect from 2013-2014 PoS roll out and new PoS roll out during 2014-2015, mainly for Free Mobile network roll out and the network upgrade to 4G technology
        - The litigation settlement with SFR, as well as negotiations concerning SPH4 contract with Bouygues Telecom, partially offset by a pricing pressure from other customers
    - 38.4% decrease in other services revenue in France, due to the impact of "Proma" contract with SFR on maintenance activities (-€10.6m) and the GSM-R project slowdown (-€13.1m)

- Media services: 10.1% decrease, mainly due to CDN and OVP low performance in 2014-2015

- Other activities: 27.4% decrease, mainly due to patents and licenses royalties' revenue below the level of 2013-2014, as patents gradually transfer to the public domain.

8.2 Other income and expenses (in current operating income)

In thousands euros	March 2015	March 2014
Other income	**16 279**	**8 479**

NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

Other income and expenses mainly comprises insurance compensation, income from penalties received and operating grants received.
At March 31, 2015, it includes €12.0m of research tax credit income recognition.
At March 31, 2014, it also includes €4.1m of gains on sale of leases and leaseholds from former operating sites and €1.1m income coming from contract terminations.

In thousands euros	March 2015	March 2014
Business tax	(8 657)	(8 423)
Property tax	(8 361)	(8 220)
Other taxes	(4 105)	(3 987)
Provision on receivables - Prov. for risks and charges	6 270	4 088
Other operating expenses	(7 218)	(8 719)
Other expenses	**(22 071)**	**(25 261)**

NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

The line "Provision on receivables – Prov. For risks and charges" includes changes in provision for risks and charges and changes in provisions on trade receivable and other current assets. The reversals of provision for risks and charges correspond to previously recognised agreements reached for litigation, and the successful negotiations for the Group related to the provision for charges.

8.3 Consumed purchases

In thousands euros	March 2015	March 2014
Resold purchases	(26 250)	(37 905)
Energy and fuels	(39 598)	(38 646)
Other purchases including change in inventory	(13 499)	(14 840)
Capitalized purchases	11 674	11 253
Consumed purchases	**(67 673)**	**(80 138)**

NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

The €11.7m change in Resold purchases between March 2014 and March 2015 is primarily due to the following items:
- €3.0m coming from change in consolidation scope effects due to the disposal of Hungarian entities,
- €9.6m related to a charge decrease by TDF SAS, which concerns for €8.8m a Telecom network deployment (GSM-R).

The €1.0m increase in energy and fuels mainly corresponds to the following:
- €5.1m increase in expenses at TDF SAS, due to higher prices as well as to the increase of the number of sites,
- €4.2m reduction in expenses due to changes in the consolidation scope effects related to the disposal of Hungarian entities.

The change in "Other purchases including change in inventory" and in Capitalised purchases respectively include a reduction in expenses of €2.5m and a decrease in capitalised purchases of €1.0m which are related to the disposal of Hungarian entities (consolidation scope effects).

8.4 Personnel costs

In thousands euros	March 2015	March 2014
Salaries & wages	(116 849)	(126 444)
Social security contributions	(38 895)	(40 291)
Tax contributions on salaries & wages	(5 465)	(7 548)
Statutory employee profit sharing	(5 586)	(7 012)
Post-employment benefits : defined benefit plans	(1 491)	(1 452)
Post-employment benefits : defined contributions	(11 176)	(11 519)
Share based payments		
Other personnel costs	(9 505)	(15 000)
Capitalized personnel costs	26 527	27 133
Total personnel costs	**(162 440)**	**(182 133)**

NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

Change in consolidation scope related to the disposal of Hungarian entities amounts to €9.8m on the total personnel costs, out of which €7.2m on Salaries & wages.

Excluding change in consolidation scope effects, Salaries & wages decrease by €2.4m, including a decrease of €4.4m by TDF SAS which is notably due to a workforce reduction.

Other personnel costs largely comprise contractual employee profit sharing, various staff expenses (workers' council, lunch contribution, Committees for Occupational Health and Safety etc.), and accruals for vacation and other employee costs.

8.5 External expenses

In thousands euros	March 2015	March 2014
Real estate	(36 886)	(36 253)
Technical subcontracting	(52 155)	(54 324)
Administrative subcontracting	(12 388)	(16 391)
Expenses linked to personnel	(17 520)	(17 787)
Surveys & consulting fees	(8 946)	(10 078)
External & internal communication costs	(2 521)	(7 626)
Corporate fees	96	(128)
Insurance	(2 498)	(2 818)
External expenses	**(132 818)**	**(145 405)**

NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

The global change of €12.6m in these expenses includes a decrease of €12.4m due to change in consolidation scope related to the disposal of Hungarian entities, notably:
- €2.1m on technical subcontracting costs,
- €1.8m on administrative subcontracting costs,
- €1.3m concerning expenses linked to personnel,
- €1.0m on surveys & consulting fees,
- €5.2m on external & internal communication costs.

8.6 Profit on disposal of non-current operating assets

At March 31, 2015 as at March 31, 2014, profit on disposals mainly corresponds to sales realised by TDF SAS.

8.7 Depreciation, amortisation and impairment losses

In thousands euros	March 2015	March 2014
Amortisation of intangible assets	(52 397)	(56 732)
Depreciation of tangible assets	(122 237)	(136 157)
Write-back of investment subsidies	1 136	1 162
Impairment of intangible assets	(4 753)	
Impairment of tangible assets	(11 924)	582
Depreciation, amortisation and impairment losses	**(190 175)**	**(191 145)**

NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

The €18.2m total reduction in amortisation of intangible assets and depreciation of tangible assets is notably due to €14.2m from changes in consolidation scope related to the sale of Hungarian entities (out of which €3.9m concerning intangible assets and €10.3m concerning tangible assets).

Depreciations of intangible assets recognised at the end of March 2015 concern Bebanjo (€1.3m) and Arkena AB and its subsidiaries (€3.4m), and are due to a deterioration of growth and cash flows forecasts.

Depreciations of tangible assets of €11.9m have been recognised at the end of March 2015, and notably concern:
- Arkena AB (Sweden) and its subsidiaries, for a global amount of €0.5m, due to the reasons mentioned above,
- TDF SAS for €11.4m, notably due to the fact that the forecasted phase out of middle waves activities was shortened.

In thousands euros	March 2015	March 2014
Impairment loss of intangible recognised on business combinations	(2 061)	(2 525)
Impairment loss of goodwill	(2 836)	(15 832)
Impairment loss	**(4 897)**	**(18 357)**

NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

Over the period, impairment losses correspond to:
- A new and final depreciation of €2.1 m of Arkena AB (ex Qbrick) customer relationship, and an additional depreciation of €2.4m of the goodwill of Arkena AB CGU, for the reasons mentioned above,
- An additional depreciation of the goodwill of Bebanjo CGU for €0.4m.

The goodwills of these two CGU are thus totally depreciated (see also the note 9.1).

2013-2014:
- due notably to further losses of long-standing Arkena AB (ex Qbrick) customers, an additional impairment charge of €2.5m was booked against Arkena AB's customer relationship;
- Impairment of goodwill of €15.8 concerns Arkena AB (ex Qbrick) and Bebanjo CGU for €14.4m and €1.4m respectively.

8.8 Other operating income and charges

At March 31, 2015, other operating income and expenses principally correspond to the following items:

- €2.2m of fees and charges concerning previous disposals ;
- €1.6m of net capital gain for the disposal of Hungarian entities during the period, including €5.4m of additional disposal fees (€4.9m of fees were already incurred at the end of March 2014) ; in addition, a charge of € 1.0m is recognised in the financial results and corresponds to the accounting for a currency option EUR / HUF which had been contracted to hedge the currency risk on the sale proceed (see notes 8.9 and 5.2); the net impact in comprehensive income at March 31, 2015 for the disposal of Hungarian entities is thus €0.6m;
- €0.9m of additional allowance on Analog TV dismantling provision by TDF SAS, due to a change in actuarial assumptions (in compliance with IFRIC 1, these adjustments should be posted to the income statement because the underlying assets are fully depreciated) ;
- Otherwise the change of shareholders and the refinancing of the group also triggered :
    - o bonus due for managers, representing a net charge of €0.3m over the period, which corresponds to the actual expenses net from provisions releases and reinvoicing of part of the bonus to Tyrol 1 acquisition & Cie SCA (former shareholder of TDF Infrastructure Holding SAS);
    - o reinvoicing of fees incurred by the Group in the frame of this operation to Tyrol Acquisition 1 & Cie SCA, representing a net income of €6.0m.

At March 31, 2014, other operating income and expenses mainly include the following items:

- €10.5m of expenses on various strategic Group projects, and notably the group refinancing project, which led on March 31, 2015 to a bank refinancing, a change of shareholders, a capital increase, and a new shareholder loan (see note 1);
- €4.9m of expenses incurred in conjunction with the sale of Hungarian entities, see also note 1; a charge of €0.5m was also booked under financial items representing the recognition of a EUR/HUF currency option which was contracted in conjunction with the planned sale of the Hungarian entities, see note 8.9;
- €0.2m of remaining restructuring costs;
- €2.0m gain recognised on the Smartjog Ymagis Logistics transaction (see note 1);
- €2.6m of dismantling provision reversals concerning the analogue dismantling provision at TDF SAS. These reversals are mainly due to change of dismantling schedule (in compliance with IFRIC 1, these adjustments should be posted to the income statement because the underlying assets are fully depreciated), see also note 10.6.

8.9 Net finance costs

Net finance costs can be broken down as follows:

In thousands euros	March 2015	March 2014
Revenues from available funds placed	385	668
Total financial revenue (a)	**385**	**668**
Finance expenses linked to debt : Senior	(155 910)	(163 841)
Finance expenses linked to debt : Revolving	(2 893)	(4 606)
Finance expenses linked to debt : Shareholders	(14 857)	(12 569)
Finance expenses linked to debt : Financial lease	(292)	(475)
Finance expenses linked to debt : other debts	(257)	(230)
Refinancing costs	(15 020)	1 222
Result on financial instruments measured at amortized cost (b)	**(189 229)**	**(180 499)**
Capitalisation & amortisation of loan issue expenses (c)	**13 401**	**(941)**
Net change in fair value of financial assets at fair value through profit or loss	(107 892)	(98 522)
Ineffective portion of changes in fair value of cash flow hedges	(17)	374
Net change in fair value of trading financial asset	26 555	34 011
Profit (loss) related to derivatives (d)	**(81 354)**	**(64 137)**
Total finance expenses (e) = (b) + (c) + (d)	**(257 182)**	**(245 577)**
Net financial debt cost (a) + (e)	**(256 797)**	**(244 909)**

NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

The net financial debt cost variation compared to March 31, 2014 is primarily related to:

- A €9.6m decrease in interest expense on senior and revolving debt of the Tyrol SFA, explained by :
  - a decrease of €9.2m corresponding to a volume effect reflecting a diminution in the average value of debt compared to the previous year,
  - an increase of €(1.8)m corresponding to a margin effect (margins of tranches repaid over the previous year were slightly lower than the average margin of the tranches all together),
  - a decrease of €2.3m due to lower average Euribor interest rate over the period;

- a €1.9m decrease concerning refinancing costs and amortisation of loan issuance expenses that were activated when the group was created and for the refinancing operation of July 22, 2011; note that following the group refinancing on March 31, 2015, all previous loan issuance costs were fully amortised, and €14.9m of new loan issuance costs were activated;

- A total €17.2m increase in net expenses on financial instruments, which corresponds to the following effects:
  - On the line « Net change in fair value of financial assets at fair value through profit or loss » :
    - a decrease in swaps interest rate of €29.3m, principally due to a reduction in the swap portfolio (volume effect and decrease of the fixed rate);
    - an increase of €38.7m of crystallised reserves amortisation charges which are related to declassification of swaps, which is notably due to the fact that during the period, as the refinancing of the group was anticipated and then occurred on March 31, 2015, and as the former Tyrol SFA was repaid and all swaps were terminated on March 26, 2015 (the amount of debt on swaps at this date being repaid), all swaps still qualified as hedging at March 31, 2014 were declassified during the period, and all crystallised reserves were fully amortised: at March 31, 2015, cash flow hedge reserves of the group are equal to 0;
  - On the line « Net change in fair value of trading financial assets »: the decrease of €7.5m is mainly due to the reduction of the swap portfolio, which is partly offset by the change in fair value of declassified swaps (their change of value is now taken to income).
    Moreover, at March 31, 2015, this line includes a €1.0m charge concerning the EUR/HUF exchange rate option which was contracted in the frame of the disposal of Hungarian entities (see notes 1.3, 8.8 and 5.2).

At March 31, 2015, excluding shareholders debts, the average interest rate on financial debt is 6.80% (6.53% at March 31, 2014). This rate is impacted by non- recurrent effects on financial instruments (see above), and do not reflect the effect of the change of control and of the refinancing that occurred on March 31, 2015 (see note 1), as the new debt of the Group has sensibly lower interests rates than those in force until March 31, 2015.

Other financial income and charges are as follows:

In thousands euros	March 2015	March 2014
Net discounting costs excluding net debt	(1 132)	(1 184)
Forex gains (losses)	737	(1 055)
Other financial expense & Income	722	1 729
Other financial revenues / charges	**327**	**(510)**

NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

Net discounting costs mainly concern discounting effects on provisions.

Finance income and expenses recognised under other comprehensive income are as follows:

In thousands euros	March 2015	March 2014
Currency translation differences for foreign operations	1 000	(913)
Net loss on hedge of net investment in foreign operations		(407)
Net change in fair value of available-for-sale financial assets		(153)
Effective portion of changes in fair value of cash flow hedges	10 165	34 746
Net change in fair value of cash flow hedges transferred to profit or loss	59 562	20 885
Income tax on other comprehensive income	(24 728)	(19 160)
Finance income and expenses recognised in other comprehensive income	**45 999**	**34 998**

8.10 Income tax

In France, the entities TDF Infrastructure SAS, TDF SAS, Smartjog France, Antalis TV and Arkena SAS form with TDF Infrastructure Holding SAS, main shareholder of the Group (see note 10.1), a tax consolidation group. The scope of the tax consolidation group being therefore greater than the consolidation of TDF Infrastructure SAS Group, it should be noted that the effects of the tax consolidation (recognition of the tax group benefit and the Tax Group's tax loss carried forward) are not recognised in these consolidated financial statements. On the contrary, each entity calculates its tax expense on its own and recognizes its tax loss carried forward (or not) on its own, according to its own results and its own perspective to use or not the tax loss carried forward it generates.

Following the change of shareholders that took place on March 31, 2015, these companies are likely to form a new tax consolidation group with the company Tivana France Holdings SAS, which owns 100% of TDF Infrastructure Holding SAS share capital since March 31, 2015.

The income tax is analysed below:

In thousands euros	**March 2015**	**March 2014**
Current tax expense	(74 764)	(74 870)
Other income tax	(8 933)	(9 373)
Deferred tax expense	33 264	31 347
Income tax expense from continuing operations	**(50 433)**	**(52 896)**
Income tax from discontinued operations and disposed entities	(9 906)	222
Total income tax	**(60 339)**	**(52 674)**

Note that among the €74.8m of current tax expenses mentioned above (respectively €74.9m as of March 31, 2014), €72.8m concern TDF SAS (respectively €70.7m as of March 31, 2014), and are actually offset at TDF Infrastructure Holding SAS's tax consolidation group level by loss of other companies, such as TDF Infrastructure SAS, Arkena SAS or SmartJog France (see hereafter).

Income tax recognised in other comprehensive income is analyzed below:

	March 2015			**March 2014**		
In thousands euros	Pre-tax	Tax (Expense) / Credit	**Net of tax**	Pre-tax	Tax (Expense) / Credit	**Net of tax**
Currency translation differences for foreign operations	1 000		1 000	(913)	19	(894)
Net gain on hedge of net investment in foreign operation				(407)	140	(267)
Cash flow hedges	69 727	(25 540)	44 187	55 631	(19 372)	36 259
Actuarial gains (losses) on defined benefit plan	(12 303)	4 063	(8 240)	3 907	(1 293)	2 614
Others	809		809	(112)	53	(59)
Total	**59 233**	**(21 477)**	**37 756**	**58 106**	**(20 453)**	**37 653**

The reconciliation between the theoretical income tax and the actual income tax recognised is provided below:

	March 2015		March 2014	
In thousands euros	**Value**	**Rate**	**Rate**	**Value**
Profit (loss) for the period	(393 196)			(99 624)
Total income tax for the period	(60 339)			(52 674)
Profit (loss) excluding income tax	(332 857)			(46 950)
Theoretical income tax based on the French statutory income tax rate	**114 603**	**34,43%**	**34,43%**	**16 165**
Permanent differences on disposals	(105 699)	-31,76%	-6,33%	(2 971)
Non-deductible interest	(23 086)	-6,94%	-25,57%	(12 004)
Other income tax expense (CVAE, etc)	(5 894)	-1,77%	-13,44%	(6 308)
Impairment of tax loss carried forward	(45 567)	-13,69%	-94,12%	(44 190)
Impact of goodwill impairment and IFRS 5 loss	(2 277)	-0,68%	-7,66%	(3 598)
Effect of difference in foreign tax rates (theoretical rate)	(2 120)	-0,64%	-5,68%	(2 667)
Effect of tax rate changes	(1 645)	-0,49%	4,28%	2 009
Exceptional statutory charge	(6 840)	-2,05%	-13,82%	(6 487)
Deferred tax on "CVAE" (1)	875	0,26%	2,95%	1 387
Research Tax Credit	4 191	1,26%		
German entities (discontinued activities)	13 788	4,14%	16,97%	7 966
Other	(668)	-0,20%	-4,21%	(1 976)
Actual income tax	**(60 339)**	**-18,13%**	**-112,19%**	**(52 674)**

(1) This deferred tax income relates to the Group decision to classify CVAE as income tax.
NB: figures in March 2015 and March 2014 columns are disclosed excluding contribution of German entities (in accordance with IFRS 5)

At March 31, 2015: the permanent difference on disposals effect is explained by:
- €(108.2) m concerning the disposal of German entities : see note 7.1, the net consolidated capital loss on this disposal is of €340m,
- €2.4m concerning the disposal of Hungarian entities.

At March 31, 2014 : the permanent difference on disposals effect concerns the sale of the Digital Cinema business and arose from the fact that the goodwill transfer of €8.9m related to this business line was tax.

The increase of the tax effect on non-deductible interests between March 31, 2014 and March 31, 2015 is due to a reinforcement of the maximum deduction rule for loan interest in France, following the last French Finance Act. Interests are now deductible only up to 75% against 85% previously. This tax effect concerns interest costs on senior and revolving bank debt and on the shareholder loan.

At March 31, 2015, the changes related to depreciations or non-recognition of tax loss carried forward assets are notably explained by the following:
- €38.1m of deferred tax assets for the tax loss carried forward brought forth by TDF Infrastructure SAS over the period (€ 43.0m at March 31, 2014),
- €2.1m generated by Arkena SAS,
- €1.6m by SmartJog France.

These deferred tax assets are not recognised, since these entities do not have strong enough forecasts demonstrating consumption of tax loss carried forward, but note that a tax consolidation is actually done at TDF Infrastructure Holding SAS level (see above).

Effects related to tax rate changes and exceptional statutory charge primarily relate to TDF SAS and TDF Infrastructure SAS, which from financial year 2012 until March 31, 2016 are subject to an exceptional statutory charge, which increased the applicable tax rate to 38%. The deferred tax calculations and the current tax expense paid by TDF SAS to TDF Infrastructure Holding SAS (main shareholder of the group, and head company of the tax consolidation group, see above) are based on this statutory charge.

9. Notes to the balance sheet: assets

General comments :

- Assets and liabilities of German entities, qualified as « discontinued operations » according to IFRS 5, are included in March 2013 and March 2014 figures, but not in March 2015 figures, as these entities were sold on March 31, 2015 (see notes 1.2 and 7.1) ;
- Assets and liabilities of Hungarian entities, disposed of on May 30, 2014 and classified since March 31, 2014 as « assets held for sale » according to IFRS 5, are already not included in figures disclosed in the balance sheet since March 31, 2014 (see note 7.2).

9.1 Goodwill

At March 31, 2015, Group goodwill breaks down by CGU or group of GGUs as follows:

In thousands euros	March 2014	Change in consolidation scope : acquisitions	Impairment losses	Change in consolidation scope : disposals / IFRS 5	Currency translation adjustment	Reclassifi-cation and allocation	March 2015
France	**1 613 446**			(8 523)			**1 604 923**
Germany	**372 488**			(372 488)			**0**
Hungaria	**0**						**0**
Arkena AB (ex Qbrick)	**2 520**		(2 444)		(76)		**0**
Bebanjo	**392**		(392)				**0**
Others (*)	**17 164**						**17 164**
Total	**2 006 010**	**0**	**(2 836)**	**(381 011)**	**(76)**	**0**	**1 622 087**

(*): the CGU "Others" aggregates: Finland, Poland, and Estonia.

The change in consolidation scope of €8.5m on the CGU France corresponds to the reclassification of MCR's goodwill on the line « Assets held for sale and discontinued operations » of the Group's balance sheet, consequently to the classification of MCR as asset held for sale according to IFRS 5 on March 31, 2015 (see note 7.2).

Concerning the CGU Germany, the change corresponds to the disposal of German entities (see the notes 1 and 7.1).

About the impairment losses recognised on CGU Arkena AB (ex Qbrick) and Bebanjo, see the note on Impairment test at March 31, 2015 below.

At March 31, 2014, Group goodwill breaks down by CGU or group of GGUs as follows:

In thousands euros	March 2013	Change in consolidation scope : acquisitions	Impairment losses	Change in consolidation scope : disposals / IFRS 5	Currency translation adjustment	Reclassifi-cation and allocation	March 2014
France	**1 622 360**			(8 914)			**1 613 446**
Germany	**372 488**						**372 488**
Hungaria	**69 275**			(70 341)	1 066		**0**
Arkena AB (ex Qbrick)	**17 768**		(14 401)		(847)		**2 520**
Bebanjo	**1 823**		(1 431)				**392**
Others (*)	**17 164**						**17 164**
Total	**2 100 878**	**0**	**(15 832)**	**(79 255)**	**219**	**0**	**2 006 010**

(*): the CGU "Others" aggregates: Finland, Poland, and Estonia.

The €8.9m reduction in the France CGU between March 2013 and March 2014 relates to Smartjog France transferring Digital Cinema to Smartjog Ymagis Logistics in conjunction with the joint venture transaction (see note 1).

Hungaria CGU (see notes 1 and 7): given that the three Hungarian subsidiaries were classified as assets held for sale as March 31, 2014, the Hungaria CGU goodwill was reclassified under "Assets held for sale and discontinued operations".

About the impairment losses recognised on CGU Arkena AB (ex Qbrick) and Bebanjo, see the note on Impairment test at March 31, 2014 below.

A. Impairment test at March 31, 2015

In compliance with IAS36, the Group has performed an impairment test of goodwill at the reporting date of the period 2014/2015.
So as to determine recoverable values of CGU used for the impairment tests, the group relied on business plans of the various CGUs or groups of CGUs which were used by the new shareholders to evaluate the acquisition of the group as of March 31, 2015 (see note 1).
On France and Others CGUs, taking into account those business plan doesn't lead to any impairment. However on Arkena AB (ex Qbrick) and Bebanjo CGUs, the new business plans implied the recognition of additional impairment, on top of those already recognised at March 31, 2014 (total depreciation of goodwills for an amount of €2.8m, of all intangible and tangible assets).

Also regardless of impairment tests led on the basis of business plans, the transaction and the change of shareholders on March 31, 2015 (see note 1) also lead to the conclusion that it is not necessary to recognise any additional impairment on the CGUs France and Others.

B. Impairment test at March 31, 2014

In compliance with IAS36, the Group has performed an impairment test of goodwill at the reporting date of the period 2013/2014.
So as to determine recoverable values of CGU used for the impairment tests, the group relies on business plans of the various CGUs or groups of CGUs.
During the year 2013/2014, shareholders and management reviewed the business plan of the various Group CGUs (or groups of CGUs) in order to draw conclusions from:

- Variances between actual and forecast results of subsidiaries which have not matched their initial acquisition business plans;
- Capacity of some subsidiaries to expand geographically as originally planned in some business plans;
- Actual or anticipated developments in certain markets.

Business plan goals were rationalised which resulted in lower recoverable amounts for the Qbrick, Bebanjo and Germany CGU. As a result, goodwill impairment totalling €15.8m (Qbrick CGU €14.4m and Bebanjo CGU €1.4m) was recorded.

C. Assumptions underlying the impairment tests as of the reporting date

March 2015	Recoverable value based on	Projected periods	Discounting rates (WACC)	Long term growth rates
France	Value in use based on discounted cash flows	10 years	7,5%	2,0%
Arkena AB (ex Qbrick)			11,5%	2,0%
Qbrick			12,5%	2,0%
Bebanjo			9,5%	2,0%

March 2014	Recoverable value based on	Projected periods	Discounting rates (WACC)	Long term growth rates
France	Value in use based on discounted cash flows	8 years	8,5%	2,0%
Germany			7,5%	2,0%
Arkena AB (ex Qbrick)			11,5%	2,0%
Bebanjo			12,5%	2,0%
Other (*)			9,5%	2,0%
Hungaria	Test realised based on the transaction value given in the SPA of March 26, 2014			

The discount rate corresponds to the weighted average cost of capital, determined on the basis of observable market data, in particular a sample of comparable listed companies carrying on business as operators in the fields of satellites and telephone, radio or television infrastructures/networks. The rate is an after-tax rate applied to the cash flows after tax.

D. Sensitivity analysis

Sensitivity analysis was carried out on the key assumptions (+ or – 0.5 bp. on discount rate, growth rate to infinity and the EBITDA margin terminal value) both individually and using a combination of scenarios

At March 31, 2015 reasonable potential changes in key assumptions listed above:

- would have no impairment impact on France and Others CGU goodwills,
- would not lead to any reduction of impairment or additional impairment charges concerning goodwills of Arkena AB (ex Qbrick) CGU and Bebanjo CGU, as their goodwill are totally depreciated at March 31, 2015.

At March 31, 2014 reasonable potential changes in key assumptions:

- would not have impacted France and Others CGU goodwill impairment,
- would have impacted Germany CGU goodwill impairment as follows:

In M€	Germany	Long term growth rate		
		-0,5 pt		+0,5 pt
Discount rate (WACC)	-0,5 pt	--	--	--
		(12,7)	--	--
	+0,5 pt	(63,8)	(30,1)	--

In M€	Germany	EBITDA margin rate		
		-1,0 pt		+1,0 pt
Discount rate (WACC)	-0,5 pt	--	--	--
		(1,7)	--	--
	+0,5 pt	(56,8)	(30,1)	(3,4)

- Arkena AB (ex Qbrick) and Bebanjo CGUs: goodwill impairment at March 31, 2014 would have increase or decrease as follows:

In M€	**Qbrick**	**Long term growth rate**		
		-0,5 pt		+0,5 pt
Discount rate (WACC)	-0,5 pt	0,4	0,7	1,1
		(0,3)	--	0,3
	+0,5 pt	(0,8)	(0,6)	(0,4)

In M€	**Qbrick**	**EBITDA margin rate**		
		-1,0 pt		+1,0 pt
Discount rate (WACC)	-0,5 pt	(0,2)	0,7	1,6
		(0,8)	--	0,8
	+0,5 pt	(1,4)	(0,6)	0,1

In M€	**Bebanjo**	**Long term growth rate**		
		-0,5 pt		+0,5 pt
Discount rate (WACC)	-0,5 pt	0,1	0,1	0,2
		--	--	--
	+0,5 pt	(0,1)	(0,1)	(0,1)

In M€	**Bebanjo**	**EBITDA margin rate**		
		-1,0 pt		+1,0 pt
Discount rate (WACC)	-0,5 pt	--	0,1	0,1
		(0,1)	--	--
	+0,5 pt	(0,2)	(0,1)	--

9.2 Intangible assets

Intangible assets are analysed below:

In thousands euros	Capitalized development expenditure & Patents	Lease right	Backlog	Customer relationship	Other	**Total**
Gross value at March 31, 2013	**93 438**	**285 143**	**247 300**	**391 598**	**272 870**	**1 290 349**
Acquisitions	3 572				21 481	**25 053**
Disposals					(5 520)	**(5 520)**
Reclassifications					1 125	**1 125**
Changes in consolidation scope	(57)			(46 433)	(15 640)	**(62 130)**
Currency translation adjustments	(296)			(249)	166	**(379)**
Gross value at March 31, 2014	**96 657**	**285 143**	**247 300**	**344 916**	**274 482**	**1 248 498**
Acquisitions	1 589				23 832	**25 421**
Disposals					(9 017)	**(9 017)**
Reclassifications	2 612				(2 421)	**191**
Changes in consolidation scope		(285 143)	(48 800)	(58 200)	(41 238)	**(433 381)**
Currency translation adjustments	(188)			(494)	(45)	**(727)**
Gross value at March 31, 2015	**100 670**		**198 500**	**286 222**	**245 593**	**830 985**

Changes in consolidation scope during 2014-2015 correspond to the disposal of German entities (see note 7.1).

Changes in consolidation scope during 2013-2014 consist of the Hungarian subsidiaries intangible assets being reclassified as assets held for sale (see also note 7.2).

Order backlog and customer relationships

During the purchase price allocation process, the Group recorded order backlog, which is amortised over the average term of the contracts per business (between 4 and 14 years) and customer relations, which are amortised over periods ranging from 6 to 22 years.

"Other"

It includes:
- €137.0m of software (€144.6m at March 31, 2014),
- €28.8m of trademarks with an indefinite life (gross value, €44.3m as of March 31, 2014),
- €34.7m concerning a technology recognised during purchase price allocation (unchanged since March 31, 2014).

Intangible assets accumulated amortisation and impairment is broken down as follows:

In thousands euros	Capitalized development expenditure & Patents	Lease right	Backlog	Customer relationship	Other	**Total**
Amortisation at March 31, 2013	**(49 043)**	**(149 209)**	**(211 703)**	**(111 216)**	**(160 877)**	**(682 048)**
Charge of the period	(9 973)	(28 618)	(20 286)	(15 506)	(20 640)	**(95 023)**
Disposals					5 520	**5 520**
Reclassifications						
Changes in consolidation scope	17			21 331	10 135	**31 483**
Currency translation adjustments	113			(70)	(124)	**(81)**
Amortisation at March 31, 2014	**(58 886)**	**(177 827)**	**(231 989)**	**(105 461)**	**(165 986)**	**(740 149)**
Charge of the period	(10 462)	(28 618)	(7 539)	(12 802)	(29 402)	**(88 823)**
Disposals					9 015	**9 015**
Reclassifications					248	**248**
Changes in consolidation scope		206 445	43 639	22 500	24 112	**296 696**
Currency translation adjustments	105			150		**255**
Amortisation at March 31, 2015	**(69 243)**		**(195 889)**	**(95 613)**	**(162 013)**	**(522 758)**

	Capitalized development expenditure & Patents	Lease right	Backlog	Customer relationship	Other	Total
Impairment losses at March 31, 2013				**(107 745)**	**(10 069)**	**(117 814)**
Charge of the period				(2 525)		**(2 525)**
Disposals						
Changes in consolidation scope				3 022	163	**3 185**
Currency translation adjustments				302	(3)	**299**
Impairment losses at March 31, 2014				**(106 946)**	**(9 909)**	**(116 855)**
Charge of the period	(2 816)			(9 172)	(6 491)	**(18 479)**
Disposals						
Changes in consolidation scope				7 111	4 554	**11 665**
Currency translation adjustments	19			255	3	**277**
Impairment losses at March 31, 2015	**(2 797)**			**(108 752)**	**(11 843)**	**(123 392)**
Carrying amount at March 31, 2013	**44 395**	**135 934**	**35 597**	**172 637**	**101 924**	**490 487**
Carrying amount at March 31, 2014	**37 771**	**107 316**	**15 311**	**132 509**	**98 587**	**391 494**
Carrying amount at March 31, 2015	**28 630**		**2 611**	**81 857**	**71 737**	**184 835**

Impairment of intangible assets

Intangible asset impairment is detailed below:

In thousands euros	France	Germany	Other Countries	Total
Trademarks with indefinite lives		(4 100)		(4 100)
Backlog				
Other intangible assets		(7 565)	(6 814)	(14 379)
Total March 31, 2015		**(11 665)**	**(6 814)**	**(18 479)**

In thousands euros	France	Germany	Other Countries	Total
Trademarks with indefinite lives				
Backlog				
Other intangible assets			(2 525)	(2 525)
Total March 31, 2014			**(2 525)**	**(2 525)**

Trademarks with an indefinite life are subject to an annual impairment test. The following were the main assumptions used as of March 31, 2015:

	France
Recoverable value based on	Fair value
Valuation Method	Royalties
Projected periods	10 years
Discount rates	7,5%
Long term growth rates	2,0%
Royalty rate on the revenues	0,3%

The following were the main assumptions used as of March 31, 2014:

	France	Germany
Recoverable value based on	Fair value	
Valuation Method	Royalties	
Projected periods	8 years	
Discount rates	8,5%	7,5%
Long term growth rates	2,0%	2,0%
Royalty rate on the revenues	0,3%	0,3%

The net book value of trademarks with indefinite lives amounts to €23.0m (for France, Germany was sold). Sensitivity analysis carried out showed that any deterioration in the key criteria would not lead to further impairment.

At March 31, 2015

Impairments of this financial year correspond to:

- Depreciations of intangible assets concerning Bebanjo (€1.3m), and Arkena AB and its subsidiaries (€5.5m, of which €2.1 concerning a new and final depreciation of Arkena AB customer relationship), due to a deterioration of growth and cash flows forecasts.
- €11.7m of depreciations in Germany (disposed of on March 31, 2015), following changes in forecasted cash flows on some activities.

At March 31, 2015 accumulated impairment on other intangible assets includes €5.8m related to trademarks and €1.4m related to software.

At March 31, 2014

The €2.5m impairment charge relates to the depreciation of Arkena AB (ex Qbrick)'s customer relationship, which was primarily required due to contract losses with long-standing Qbrick customers during the year.

At March 31, 2014 and March 31, 2013 accumulated impairment on other intangible assets includes €5.8m related to trademarks and €1.2m related to software.

9.3 Property, plant and equipment

Property, plant and equipment is analysed below:

In thousands euros	Land & buildings	Broadcasting network	Office furniture, office and computer equipment	Other	**Total**
Gross value at March 31, 2013	**675 470**	**1 954 717**	**101 513**	**519 202**	**3 250 902**
Acquisitions	16 415	56 901	6 767	59 348	**139 431**
Sorties	(12 006)	(122 674)	(9 526)	(30 223)	**(174 429)**
Reclassifications	1 162	11 037	2 593	(13 538)	**1 254**
Changes in consolidation scope	(46 877)	(88 543)	(4 086)	(32 314)	**(171 820)**
Currency translation adjustments	707	1 295	(63)	390	**2 329**
Gross value at March 31, 2014	**634 871**	**1 812 733**	**97 198**	**502 865**	**3 047 667**
Acquisitions	21 335	58 890	6 519	111 659	**198 403**
Sorties	(1 700)	(37 944)	(6 569)	(13 175)	**(59 388)**
Reclassifications	836	14 084	1 123	(12 354)	**3 689**
Changes in consolidation scope	(95 174)	(341 246)	(33 350)	(78 415)	**(548 185)**
Currency translation adjustments	15	68	(68)	322	**337**
Gross value at March 31, 2015	**560 183**	**1 506 585**	**64 853**	**510 902**	**2 642 523**

In thousands euros	Land & buildings	Broadcasting network	Office furniture, office and computer	Other	**Total**
Depreciation at March 31, 2013	**(211 038)**	**(993 049)**	**(75 835)**	**(294 838)**	**(1 574 760)**
Charge of the period	(24 502)	(113 805)	(11 410)	(27 398)	**(177 115)**
Sorties	9 259	122 734	8 240	29 427	**169 660**
Reclassifications	(9)	(1 944)	160	131	**(1 662)**
Changes in consolidation scope	10 774	57 593	3 476	18 922	**90 765**
Currency translation adjustments	(148)	(795)	11	(252)	**(1 184)**
Depreciation at March 31, 2014	**(215 664)**	**(929 266)**	**(75 358)**	**(274 008)**	**(1 494 296)**
Charge of the period	(19 409)	(99 803)	(7 781)	(32 654)	**(159 647)**
Sorties	975	37 827	6 486	13 075	**58 363**
Reclassifications	950	9 585	30	(1 990)	**8 575**
Changes in consolidation scope	19 306	216 230	21 014	5 425	**261 975**
Currency translation adjustments	(13)	(55)	43	(242)	**(267)**
Depreciation at March 31, 2015	**(213 855)**	**(765 482)**	**(55 566)**	**(290 394)**	**(1 325 297)**

	Land & buildings	Broadcasting network	Office furniture, office and computer equipment	Other	**Total**
Impairment losses at March 31, 2013	**(57 288)**	**(28 897)**	**(8)**	**(4 717)**	**(90 910)**
Charge of the period	(63)	(13)		643	**567**
Sorties			15		**15**
Reclassifications			(15)	15	
Currency translation adjustments	8 495	357		57	**8 909**
	(127)	-6		(1)	**(134)**
Impairment losses at March 31, 2014	**(48 983)**	**(28 559)**	**(8)**	**(4 003)**	**(81 553)**
Charge of the period	(4 287)	(17 661)	(3 282)	(30)	**(25 260)**
Sorties					
Reclassifications					
Currency translation adjustments	46 665	9 074	2 807		**58 546**
		(3)	3	(2)	**(2)**
Impairment losses at March 31, 2015	**(6 605)**	**(37 149)**	**(480)**	**(4 035)**	**(48 269)**
Carrying amount at March 31, 2013	**407 144**	**932 771**	**25 670**	**219 647**	**1 585 232**
Carrying amount at March 31, 2014	**370 224**	**854 908**	**21 832**	**224 854**	**1 471 818**
Carrying amount at March 31, 2015	**339 723**	**703 954**	**8 807**	**216 473**	**1 268 957**

Broadcasting networks comprise pylons, antennas, transmitters, microwave links and site fixtures, satellite equipment (terrestrial stations), pre-broadcasting equipment for master control rooms. “Other” includes vehicles, equipped vehicles and assets in progress.
The gross value of property, plant and equipment held under finance leases (group as lessee) and included in non-current assets amounts to €28.2m (€ 29.4m as of March 31, 2014). It mainly consists of DVRN towers rented from France Telecom and a car fleet. Accumulated depreciation regarding those assets amounts to €16.2m (€15.7m as of March 31, 2014).

The Group does not lease any of its assets to third parties under finance leases (group as lessor).

March 31, 2015

Changes in consolidation scope mainly correspond to the disposal of German entities (see the note 7.1).

March 31, 2014

Changes in consolidation scope correspond to reclassifying the Hungarian subsidiaries’ tangible assets as assets held for sale (see note 7.2).
Disposals include €1.7m of Digital Cinema tangible assets that Smartjog France transferred to Smartjog Ymagis Logistics (which is consolidated under the equity method see note 1).

9.4 Financial assets available for sale

In thousands euros	March 2015	March 2014
Gross value at opening	**840**	**1 251**
Acquisitions	25	160
Sorties	(632)	(418)
Currency translation adjustments		
Fair value AFS		(153)
Changes in consolidation scope	230	
Gross value at closing (A)	**463**	**840**
Impairment at opening	**0**	**(75)**
Charge for the year	(230)	
Reversal		75
Currency translation adjustments		
Changes in consolidation scope		
Impairment at closing (B)	**(230)**	**0**
Net carrying amount at closing	**233**	**840**

Financial assets available for sale mainly comprise the Group’s investment in non-consolidated companies.

9.5 Inventories

	March 2015			March 2014		
In thousands euros	Gross	Depreciation	Net	Gross	Depreciation	Net
Inventories,including items in progress	6 183	(2 281)	3 902	12 064	(3 487)	8 577
Total inventories	**6 183**	**(2 281)**	**3 902**	**12 064**	**(3 487)**	**8 577**

Inventories comprise spare parts for which use (consumption, capitalisation or sale) is not pre-determined.

9.6 Trade receivables and other current and non-current assets

	March 2015			March 2014		
In thousands euros	Gross	Depreciation	Net	Gross	Depreciation	Net
Trade accounts receivables	217 880	(8 147)	209 733	205 815	(11 453)	194 362
Trade receivables on disposal of assets	736	(52)	684	586	(122)	464
Total trade accounts receivables	**218 616**	**(8 199)**	**210 417**	**206 401**	**(11 575)**	**194 826**

Trade receivables impairment is based on the probability of bad debts.

The breakdown of past due amounts on trade receivables is as follows:

	March 2015	March 2014
	Net	Net
Not yet due	182 625	180 689
Less than 3 months past due	20 535	13 857
More than 3 months and less than 1 year past due	1 618	(75)
More than one year and less than 3 years past due	4 014	649
More than 3 years past due	1 625	(294)
Net trade account receivables	**210 417**	**194 826**

Other current and non-current assets are as follows:

	March 2015			March 2014		
In thousands euros	Gross	Depreciation	Net	Gross	Depreciation	Net
Credit notes not yet received	257		257	222		222
Advance payment - corporate income tax	443		443	1 316		1 316
Tax and social security receivables	36 003		36 003	25 175		25 175
Prepaid expenses	10 378		10 378	12 376		12 376
Escrow account	146		146	78		78
Other receivables	23 959	(735)	23 224	20 656	(389)	20 267
Total other current assets	**71 186**	**(735)**	**70 451**	**59 823**	**(389)**	**59 434**
Non-current receivables	198	0	198	71		71
Loans, security deposit, guaranty	18 895	0	18 895	27 333	(320)	27 013
Total other non current assets	**19 093**	**0**	**19 093**	**27 405**	**(320)**	**27 084**

9.7 Cash and cash equivalents

In thousands euros	March 2015	March 2014
Cash and cash equivalents	67 899	173 282
Bank overdrafts used for cash management purposes	(1 425)	(1 879)
Cash of continued activities	**66 474**	**171 403**

The Group’s cash is largely denominated in euros.

10. Notes to the balance sheet: equity and liabilities

General comments :

- Assets and liabilities of German entities, qualified as « discontinued operations » according to IFRS 5, are included in March 2013 and March 2014 figures, but not in March 2015 figures, as these entities were sold on March 31, 2015 (see notes 1.2 and 7.1) ;
- Assets and liabilities of Hungarian entities, disposed of on May 30, 2014 and classified since March 31, 2014 as « assets held for sale » according to IFRS 5, are already not included in figures disclosed in the balance sheet since March 31, 2014 (see note 7.2).

10.1 Share capital and reserves

As of March 31, 2015, share capital of TDF Infrastructure SAS amounts to 749 979 315.20 euros. A share issue of 584 160 395,70 euros was fully subscribed and paid by TDF Infrastructure Holding SAS on March 31, 2015 by offset against a cash receivable it had on TDF Infrastructure SAS.

The share capital consists of 7.499.793.152 fully paid shares, each with a nominal value of €0.10, out of which 6.337.654.447 ordinary shares and 1,162,138,705 preference shares (divided into three categories: A1, A2 and B); 6,102,710 of the ordinary shares have a subscription right ("BSA") attached to them (one BSA per share). The preference shares have a priority right in case of dividend distribution.

At March 31, 2015, the share capital of TDF Infrastructure SAS is owned by the following shareholders:

Direct holding at	March 2015	March 2014
TDF Infrastructure Holding SAS *(formerly Tyrol Acquisition 1 SAS)*	99,66%	98,41%
Tower Associés SAS	0,06%	0,25%
Tower Associés 2 SAS	0,01%	0,04%
Colisée Management SAS	0,09%	0,41%
Tivana France Holdings SAS	0,18%	
Other		0,89%
Total	**100,00%**	**100,00%**

See also note 18 concerning three operations that occurred post-closing on April 10, 2015, which impact the debt and the share capital of TDF Infrastructure SAS.
Besides, on April 10, 2015, TDF Infrastructure Holding SAS has acquired all the shares of TDF Infrastructure SAS (ordinary shares, preference shares, ABSA, BSA) that were owned by Tivana France Holdings, Tower Associés SAS, Tower Associés 2 SAS and Colisée Management SAS, so that as of April 10, 2015, TDF Infrastructure SAS has only one shareholder (which is TDF Infrastructure Holding SAS).

Note that until March 31, 2015 morning , TDF Infrastructure Holding SAS (formerly Tyrol Acquisition 1 SAS) was fully owned by one shareholder, Tyrol Acquisition 1 & Cie SCA, which is itself directly or indirectly owned by the following shareholders :

Indirect holding at	March 2014 and during the period
TPG Capital	41,57%
Bpifrance Participations (ex-FSI)	23,99%
ARDIAN (ex-Axa Private Equity)	17,74%
Charterhouse Capital Partners	13,87%
Other	2,83%
Total	**100,00%**

Following the change of shareholders that occurred on March 31, 2015 (see note 1), the share capital of TDF Infrastructure Holding SAS is now 100% owned by the French company Tivana France Holdings SAS, which is itself directly or indirectly owned by the following shareholders :

Indirect holding at	March 2015
Brookfield Infrastructure Group	50,00%
Public Sector Pension Investment Board (PSP Investments)	25,00%
APG Asset Management N.V.	25,00%
Total	**100,00%**

Currency translation reserve

The currency translation reserve comprises the total of accumulated exchange differences arising from the translation of the financial statements of the Group's foreign operations and of financial liabilities designated as hedges of net investments in foreign operations.

Cash flow hedging reserve

The cash flow hedging reserve represents the cumulative portion of gains and losses on cash flow hedging instruments that have been deemed effective.

Other reserves

Other reserves include:

- The net accumulated change in fair value of available-for-sale financial assets until they are written off or impaired;
- The reserve for treasury shares;
- The reserve for actuarial differences ;
- Changes in consolidation scope relating to changes in minority interests.

10.2 Financial debt

The Group's financial debt is analysed and has varied as described below:

In thousands euros	March 2014	Increase	Decrease	Other	March 2015
Senior debt (FA / SFA Tyrol)	3 764 843	1 445 142	(3 832 781)	37 938	1 415 142
including loan issuance costs	*(1 457)*	*(14 858)*	*1 457*		*(14 858)*
including term debt	*3 566 300*	*1 400 000*	*(3 604 238)*	*37 938*	*1 400 000*
including revolving debt	*200 000*	*60 000*	*(230 000)*		*30 000*
Shareholders' debt		1 838 698			1 838 698
Tax group convention debt	495 579	74 112		(569 691)	0
Finance lease debt	124 501	2 186	(33 873)	(86 035)	6 779
NCI repurchase commitments debt					
Other financial debt	718	193	(45 314)	44 966	563
Financial debt	**4 385 641**	**3 360 331**	**(3 911 968)**	**(572 822)**	**3 261 182**

In thousands of euros	March 2013	Increase	Decrease	Other	March 2014
Senior debt	3 827 964				3 564 843
including loan issuance expenses	*(2 398)*		*941*		*(1 457)*
including SFA Tyrol senior debt	*3 830 362*		*(304 886)*	*40 824*	*3 566 300*
Revolving debt	180 000	230 000	(210 000)		200 000
Tax group convention debt	405 739	77 271		12 569	495 579
Finance lease debt	156 095	3 123	(34 156)	(561)	124 501
NCI repurchase commitments debt	1 684		(594)	(1 090)	
Other financial debt	1 677	142	(1 087)	(14)	718
Financial debt	**4 573 159**	**310 536**	**(549 782)**	**51 728**	**4 385 641**

Senior debt towards banks

Change in the senior term debt is mainly explained by the refinancing of the whole debt of the group that occurred on March 31, 2015, which implied:

- the repayment of all debts (plus interests) related to the bank agreement put in place in July 2007, that is a repayment of €3 356.7m,
- the setup of the FA: €1400m of senior term debt drawn (excluding borrowing issue costs of €14.9m). The characteristics of this new senior debt are detailed in the notes 5.4 and 10.3.

Note that €40.5m of senior debt of the Tyrol SFA (former bank agreement, see the note 5.4) was repaid during the period, prior to the refinancing of March 31, 2015.
Besides the €37.9m movement in "Other" as of March 31, 2015 (€40.8m as of March 31, 2014) correspond to the capitalisation of "Pay In Kind" interest on senior debt that was negotiated in the Tyrol SFA. These capitalisation transactions were agreed under the July 2011 refinancing operation.

Borrowing issue costs disclosed as a deduction from the debt balance amount to €14.9m as at March 31, 2015, and correspond to the new borrowing issue costs that have been activated on March 31, 2015 under the effective interest rate IFRS method (former borrowing issue costs related to the Tyrol SFA have been fully amortised on March 31, 2015).

The senior revolving debt of the FA put in place on March 31, 2015 (see note 5.4), which is usable for an amount of €250m, has been drawn down for an amount of €30m at closing. It was totally repaid on April 21, 2015.

Cash convention debt related to tax consolidation and shareholders loans

Financial debts related to the cash convention within the tax group consolidation agreement (€495.6 M at March 31, 2014) are due to TDF Infrastructure Holding SAS, which is the main shareholder the TDF Infrastructure SAS Group (see note 10.1) and the head of the tax consolidation grouping TDF Infrastructure SAS, TDF SAS, SmartJog France, Antalis TV and Arkena SAS. Under this agreement, TDF Infrastructure SAS collects on behalf of TDF Infrastructure Holding SAS the tax instalments and payments of member companies of the tax group, and a debt towards TDF Infrastructure Holding SAS is thus generated.
This tax consolidation agreement has a nature of current account, and is subject to the provisions of Article 39.1.3 ° of the General Tax Code, so that an interest corresponding to the annual average of the average effective rates applied by credit institutions for floating rate loans (with an initial term of over two years) is due.
After increase of the period, this debt was entirely capitalised (including accrued interests) on March 31, 2015 for an amount €584.2m, in the frame of impacts brought forth by the change of shareholders (see note 1). The counterpart is an increase of the share capital of TDF Infrastructure SAS (see note 10.1).

Otherwise, two new shareholders debts were drawn on March 31, 2015:

- €815m corresponding to the new loan towards TDF Infrastructure Holding SAS (fixed interest rate of 7.7%). See note 18, this loan was completely capitalised post-closing on April 10, 2015 ;
- €1,023.7m corresponding to a new loan directly contracted with Tivana France Holdings (new shareholder of TDF Infrastructure Holding SAS ; fixed interest rate of 7,7%, 10 years maturity, and the borrower also has an extension option);

Finance lease debt

At March 31, 2014, the finance lease debt includes €117.1m on rental entitlements purchased from DFMG (Deutsche Funkturm GmbH) as part of the Media Broadcast acquisition. After repayment of the period, this outstanding debt of €86m is disposed of ("Other" flow) together with the disposal of MediaBroadcast (German entity) on March 31, 2015.

Other financial debts

Other financial debts of €0.6m at March 31, 2015 (March 31, 2014: €0.7m) correspond to third party payables for operating capex, purchase of equity investments and commercial partnerships.
The flow "Other" of €45m corresponds to the current account with MediaBroadcast, which becomes a third party debt after the disposal of this entity, and the decrease corresponds to its repayment just after.

At March 31, 2015, accrued interest related to the debt stood at €0.4m (€29.4m at March 31, 2014).

Financial debt is analysed by maturity below:

In thousands euros	March 2015	< 1 year	1 to 5 years	> 5 years
Senior debt, term debt and revolving debt	1 415 142	30 000	1 385 142	
Shareholders' debt	1 838 698	815 000		1 023 698
Tax group convention debt				
Finance lease debt	6 779	2 563	4 216	
NCI repurchase commitments debt				
Other financial debt	563	71	492	
Financial debt	**3 261 182**	**847 634**	**1 389 850**	**1 023 698**

In thousands euros	March 2014	< 1 year	1 to 5 years	> 5 years
Senior debt, term debt and revolving debt	3 764 843	40 500	3 724 343	
Shareholders' debt				
Tax group convention debt	495 579	495 579		
Finance lease debt	124 501	34 861	89 640	
NCI repurchase commitments debt	0			
Other financial debt	718	123	561	34
Financial debt	**4 385 641**	**571 063**	**3 814 544**	**34**

Note that following the refinancing of the group on March 31, 2015:

- The shareholder debt, € 1 838.7m at closing, bears 7.7% fixed rate interests and :
  - € 815m were capitalised post-closing (in share capital and share premium) on April 10, 2015, see note 18;
  - For the remaining € 1.023,7m towards Tivana France Holdings, maturity is 10 years, that is March 31, 2025 (and the borrower also has an extension option);
- The senior debt of € 1,430m bears variable interest rates and breaks down as follows:
  - A term debt tranche of € 700m for which contractual maturity is November 6, 2017,
  - A term debt tranche of € 700m for which contractual maturity is November 6, 2019,
  - A revolving debt of €30m, which was repaid on April 21, 2015, which is usable up to 250m, and for which contractual maturity is November 6, 2019.

10.3 Description of debt

At March 31, 2015

The characteristics of the new bank debt put in place at March 31, 2015 are summarised in the table below:

In millions euros	**Initial amount**	**Amount due at Mars 2015**	**Depending in the Group's rating**		Margin applied to EURIBOR					Maturity
			Moody's	**S&P**	Until 11/06/15	Until 11/06/16	Until 11/06/17	Until 11/06/18	Until 11/06/19	
Term debt										
			Baa2 or above	BBB or above	0,65%	0,80%	1,25%	NA	NA	
Tranche A	700,0	700,0	Baa3	BBB-	0,80%	1,00%	1,40%	NA	NA	6-nov.-17
			Below Baa3	Below BBB-	Margin Baa3/BBB- plus 0,75%					
			Baa2 or above	BBB or above	0,65%	0,80%	1,35%	1,60%	2,00%	
Tranche B	700,0	700,0	Baa3	BBB-	0,80%	1,00%	1,50%	1,75%	2,15%	6-nov.-19
			Below Baa3	Below BBB-	Margin Baa3/BBB- plus 0,75%					
TOTAL term debt	**1 400,0**	**1 400,0**								
Revolving Facility			Baa2 or above	BBB or above			1,00%			
	250,0	30,0	Baa3	BBB-			1,15%			6-nov.-19
			Below Baa3	Below BBB-	Margin Baa3/BBB- plus 0,75%					
TOTAL Revolving debt	**250,0**	**30,0**								
TOTAL FA debt	**1 650,0**	**1 430,0**								

The description hereafter is related to the new bank agreement of the Group put in place on March 31, 2015.

The refinancing performed by TDF Infrastructure SAS on March 31, 2015 is ruled by the following contracts that were entered into on March 31, 2015:

"Facilities Agreement" signed November 6, 2014 and amended March 26, 2015 between Tivana Topco S.A., Tivana Midco S.à r.l.,, Tivana France Holdings SAS,, as parent companies and joint guarantors, and TDF Infrastructure SAS (which entered into the contract on March 31, 2015), as borrower and joint guarantor, BNP Paribas SA, Crédit Agricole Corporate and Investment Bank, Lloyds Bank plc, The Royal Bank of Scotland plc, Société Générale Corporate & Investment Banking, acting as mandated arrangers, BNP Paribas SA, as Facility Agent, Security Agent and the lenders named therein (the "Senior Credit Agreement"), which object is the establishment of senior credit lines for an initial principal amount of €1.650.000.000 ; it is also managed that TDF Infrastructure Holding SAS and TDF SAS can enter into the contract within 90 days after March 31, 2015;

« Intercreditor Agreement » signed November 6, 2014 between notably Tivana Topco S.A., Tivana Midco S.à r.l.,, Tivana France Holdings SAS, as parent companies and joint guarantors, and TDF Infrastructure SAS, as borrower and joint guarantor, BNP Paribas SA,, Crédit Agricol Corporate and Investment Bank, Lloyds Bank plc, The Royal Bank of Scotland plc, Société Générale Corporate & Investment Banking, acting as mandated arrangers, BNP Paribas SA, as Facility Agent, Security Agent, the Senior lenders parties to the Credit Senior Agreement and certain banks as Hedge Counterparts, under which are in particular determined the conditions of subordination and ranking between creditors of Tivana Topco S.A., Tivana Midco S.à r.l.,, Tivana France Holdings SAS, TDF Infrastructure Holding SAS, TDF Infrastructure SAS and TDF SAS ;

These credit lines include :
- a facility A, with 3 year initial length (maturing on November 6, 2017), amounting to €700m
- a facility B, with 5 years initial length (maturing on November 6, 2019), amounting to €700m
- a revolving credit line, with 5 years initial length (maturing on November 6, 2019), amounting to €250m

Facilities A and B are intended to repay part of the former bank debt of the Group in the frame of the change of control (the repayment of the outstanding amount of the former debt was repaid using capital and shareholder loans).
The revolving credit line can be used to cover the general needs of the group, including repayment of the former revolving debt in the frame of the refinancing, acquisitions, capital expenditure, working capital and distribution to shareholders.
This debt has variable interest rates. Interests periods are 1 month, 2 months, 3 months or 6 months, the period length being freely chosen by the borrower depending on its own needs (except under certain circumstances such as debt syndication).

As disclosed in the table above, margins applied to Euribor increase as time goes by, and also depend on the group's rating as determined by Moody's or S&P.

These facilities are subject to compliance with a ratio and commitments set contractually (see note 5.4). This ratio and these commitments will be tested twice a year, starting on June 30, 2015.

At March 31, 2014

The characteristics of the Senior debt are summarised in the table below:

In millions euros	**Initial amount**	**Amount due at March 2014**	Margin applied to EURIBOR cash	PIK (2)	Total	Maturity
Original senior debt						
Tranche A (ex "Senior A")	59,5		1,75%		1,75%	31-janv.-14
Tranche B (ex "Senior B")	35,9	33,3	2,00%		2,00%	31-janv.-15
Tranche C - 1 (ex "Senior C") (1)	19,1	17,7	2,25%		2,25%	31-janv.-16
Debt "add-on"						
Tranche AA1 (ex "Accordion A")	4,6		2,75%		2,75%	31-janv.-14
Tranche BA1 (ex "Accordion B")	7,8	7,2	3,00%		3,00%	31-janv.-15
Debt "extended"						
Tranche A-2 (ex "Senior A")	1 040,5	984,2	3,00%	1,00%	4,00%	31-janv.-16
Tranche B-2 (ex "Senior B")	939,1	888,3	3,00%	1,00%	4,00%	31-janv.-16
Tranche AA1-2 (ex "Accordion A")	48,5	45,9	3,00%	1,00%	4,00%	31-janv.-16
Tranche BA1-2 (ex "Accordion B")	39,3	37,2	3,00%	1,00%	4,00%	31-janv.-16
Debt "Bucket"						
Tranche C - 2 (ex "Senior C") (1)	955,9	904,2	3,00%	1,00%	4,00%	31-janv.-16
Tranche CA1 - 2 (ex "Accordion C") (1)	47,1	44,1	3,50%	0,50%	4,00%	31-janv.-16
New debt						
Tranche D	100,0	94,6	3,00%	1,00%	4,00%	31-janv.-16
Revolving TDF SAS PIK Loan (3)	0,0	3,0	3,00%	1,00%	4,00%	31-janv.-16
Second lien						
Original 2nd lien Tranche - 1 (ex "Senior 2nd lien") (1)	16,5	16,5	3,25%		3,25%	31-juil.-16
Add-on 2nd lien Tranche A1 (ex "Accordion 2nd lien")	22,7	22,7	5,75%		5,75%	31-juil.-16
Bucket 2nd lien Tranche - 2 (ex "Senior 2nd lien") (1)	453,5	467,5	4,25%	1,50%	5,75%	31-juil.-16
TOTAL Senior TDF & TYA 2 debt	**3 790,0**	**3 566,4**				
Revolving TDF SAS Tranche 1 (1)	78,2		1,75%		1,75%	31-janv.-14
Revolving TDF SAS Tranche 2 (1)	321,8	200,0	3,00%	1,00%	4,00%	31-janv.-16
TOTAL Revolving debt	**400,0**	**200,0**				
Total Senior & Revolving debt	**4 190,0**	**3 766,4**				

(1) The breakdown between tranche 1 and tranche 2 is made for administrative purposes only. From a legal point of view there is one single tranche
(2) PIK = Pay In Kind means capitalised interest (annual capitalisation); this interest is not payable until the corresponding debt is repaid
(3) The revolving TDF SAS PIK Loan results from capitalised interest on the TDF SAS revolving debt tranche 2. The revolving TDF SAS PIK Loan cannot be repaid until the final maturity date (January 31, 2016) even if the other revolving lines tranches 1 and 2 are fully repaid (except in the event of cancellation of the revolving line).

The description below sets out the Group’s on-going financing after renegotiation of bank agreements, including amendments signed July 22, 2011.

The financing set up in 2007 by TDF Infrastructure SAS is governed by the following agreements, for which TDF SAS is an Additional Borrower since January 31, 2007:

“Senior Facilities Agreement” dated January 19, 2007 as modified on January 31, 2007 and July 22, 2011 between TDF Infrastructure Holding SAS, as the parent company and joint guarantor, TDF Infrastructure SAS as Borrower and joint guarantor, Citigroup as global coordinator, Citibank International Plc., BNP Paribas SA, BNP Paribas London Branch, Merryll Lynch International, HSBC France, Morgan Stanley Bank International Limited and Morgan Stanley Senior Funding Inc.as Mandated Lead Arrangers, BNP Paribas SA as Facility Agent, Security Agent and Issuing Bank, Citibank International Plc. as Documentation Agent and the Lenders (the “**SFA**”) for the setting of an initial senior financing principal amount of €3,970,000,000;

“Intercreditor Agreement” dated January 31, 2007 as modified on July 22, 2011, between TDF Infrastructure Holding SAS as the parent company and joint guarantor, TDF Infrastructure SAS as Borrower and joint guarantor, Citigroup as Global Coordinator, Citibank International plc., BNP Paribas SA, as Senior Agent,

Security Agent and Issuing Bank, Citibank International Plc. as Documentation Agent (the "ICA"), the Senior lenders parties to the Credit Senior Agreement and certain banks as Hedge Counterparts, under which are in particular determined the conditions of subordination and ranking between creditors of TDF Infrastructure Holding SAS TDF Infrastructure SAS, TDF SAS and other companies of the group that have entered this Intercreditor agreement.
This debt is at variable interest rates. Interest periods are of 1, 2, 3, or 6 months.

- On January 15, 2008, the group raised additional senior debt through a so-called accordion feature negotiated in conjunction with the bank agreement, for a total nominal amount of €170m, through the intermediary of TDF Infrastructure SAS and TDF SAS, in order to finance capital increases by the holding companies used to acquire the German company Media Broadcast.
  This debt is at a variable interest rate, with the same maturity terms as the initial senior debt.
  In the meantime, facilities were raised for a total amount of €505m by the German holding company Taunus Verwaltungs (the "Taunus Credit Agreement", which has since been refinanced).

- On July 22, 2011, the group raised additional senior debt under the bank agreement for a total principal amount of €250m through the intermediary of TDF Infrastructure SAS. This debt was used to refinance the Taunus group's existing debt (which was completely repaid), thereby allowing the German subsidiaries to be party to Tyrol bank agreement. At that date, the maturities for tranches A and B (and their related accordion tranches) and for the revolving debt were extended to January 31, 2016 to the extent of 92.8% of the value of these tranches. Simultaneously, the financial covenants were modified and certain bank agreement clauses were amended (notably to allow TDF Infrastructure SAS to raise additional debt by issuing bonds)

These facilities are subject to compliance with certain ratios and aggregates set contractually (see note 5.4). These ratios and aggregates were in compliance as of March 31, 2014.

10.4 Characteristics of derivative instruments

The Group manages its exposure to changes in interest rates through a policy of hedging its variable interest rate debt. Interest on Tyrol SFA debt before hedging is calculated based on Euribor (1, 3, 6 months) plus a margin as described in note 10.3.

However, at March 31, 2015, no derivative instrument is in place.

The hedging instruments that existed under the previous financial structure prior to the change of control have been completely terminated prior to the refinancing of March 31, 2015 (see notes 1.1 and 8.9). Cash payments for terminating swaps were paid for an amount of €33.0m (excluding coupon).

As of March 31, 2014 these swaps were classified and presented as follows:

March 31, 2014	Notional amount of interest rate hedging contracts by maturity date			**Derivatives Fair value (Excluding Accrued interest)**	
In thousands euros	**Total**	< 1 year	1 to 5 years	**Assets**	**Liabilities**
Cash flow hedging					
Lender swap floating rate / borrower fixed rate	1 900 000		1 900 000		60 029
Net investment hedging					
Cross Currency Swap	95 988	95 988		19 470	
Derivatives not qualified as hedging					
Lender swap floating rate / borrower fixed rate	460 000	460 000			10 737
Call and put options					
Change option on Hungarian Forint	96 463	96 463		1 018	
				20 488	**70 766**

10.5 Employee benefits

A. Post-employment benefits

The amounts shown in the balance sheet essentially concern the provision for retirement indemnities, as follows:

In thousands euros	March 2015	March 2014
Present value of the defined benefit obligation	39 521	56 940
Fair value of plan assets	(18 551)	(18 276)
Provision recognised for defined benefit obligations	**20 970**	**38 664**

The time schedule of expected discounted cash flows on these provisions is as follows:

In thousands euros	March 2015	< 1 year	1 to 5 years	> 5 years
France	20 963		822	20 141
Other	7	1	1	5
Provision recognised for defined benefit obligations	**20 970**	**1**	**823**	**20 146**

The main employee benefit plans concern retirement benefits in France.

Retirement benefits are valued based on a collective workforce agreement or a company agreement and the legal age of retirement is assumed to be 65 years.

TDF, TDF Infrastructure SAS and SmartJog France, representing 93% of benefit obligations in France as of March 31, 2015 as at March 31, 2014, apply the National Telecommunication Collective Agreement and no company agreement may override this agreement. Under the collective agreement, the retirement benefit paid out equals statutory severance pay (based on the employee’s length of service and last salary prior to retirement) or if more favourable for the employee, the retirement benefit is based on the following calculation:

- 20% of gross annual salary after 10 years length of service,
- 40% of gross annual salary after 20 years length of service,
- 60% of gross annual salary after 30 years length of service.

Arkena SAS (ex Cognacq Jay Images), representing 5% of benefit obligations in France as of March 31, 2015 as at March 31, 2014, applies a specific company agreement. The retirement benefit is based on the employee length of service:

- Between 2 and 10 years, allocation of 1/8th month per year of service for non-executives and 1/7th month for executives,
- Over 10 years, allocation of 2/8th month per year of service for the non-executives and 2/7th month for the executives.

The change in the present value of the defined benefit obligation is analysed below:

In thousands euros	March 2015	March 2014
Present value of the defined benefit obligation at opening	56 940	55 926
Service cost	2 679	1 907
Delivered services	(978)	(242)
Discounting (interest cost)	1 576	1 630
Actuarial gains and losses recognised in the statement of comprehensive inco	12 297	(1 770)
Changes in consolidation scope	(32 991)	
Changes in consolidation scope	(2)	(511)
Present value of the defined benefit obligation at closing	**39 521**	**56 940**
Fair value of plan assets at opening	18 276	17 874
Contribution paid into the plan		
Benefits paid	(347)	(76)
Expected return on plan assets	628	478
Actuarial gains and losses (by net equity)	(6)	
Changes in consolidation scope		
Fair value of plan assets at closing	**18 551**	**18 276**

In thousands euros	March 2015	March 2014
Personnel costs (service cost)	(2 048)	(1 741)
Discounting (interest cost)	(1 576)	(1 630)
Expected return on plan assets	628	478
Other (restructuring provision, others...)	2	511
Expense in the year	**(2 994)**	**(2 382)**

Actuarial gains/losses recognised in other comprehensive income before tax:

In thousands euros	March 2015	March 2014
Cumulative amount at 1st april	(263)	1 544
Experience adjustment arising on plan liabilities	(1 271)	(1 815)
Experience adjustment arising on plan assets	6	
Adjustement from changes in assumptions	13 568	8
Cumulative amount at 31 March	12 040	(263)

The main actuarial assumptions for this obligation liability are as follows:

	March 2015	March 2014
Discount rate	0,94% - 1,25%	2,80% - 3,44%
Expected rates of salary increases	0,70% - 2,80%	1,00% - 2,80%
Expected rate of return on plan assets	2,00% - 3,46%	2,00% - 2,69%

The sensitivity of actuarial calculations to the discounting rate and the expected rate of return on plan assets at March 31, 2015 is presented below:

		In M€
Discount rate	-0,5 pt	23,6
		21,0
	+0,5 pt	18,5

The sensitivity of actuarial calculations to the discounting rate and the expected rate of return on plan assets at March 31, 2014 is presented below:

		In M€
Discount rate	-0,5 pt	42,1
		38,7
	+0,5 pt	35,5

The underlying assets of employee benefit plans in France amount to €18.6m as of March 31, 2015, and correspond to a group insurance contract with a private insurer. The average expected return is the same as the insurer's return on its "Actif Général Retraite" (General Retirement Asset).

B. Share-based payments

As of March 31, 2015 as at March 31, 2014:

- the shares of TDF Infrastructure SAS are divided into five classes:
  - 1,162,138,705 preference shares (in which 3 classes),
  - 6.337.654.447 ordinary shares, including 6,102,710 shares with equity warrants for ordinary shares ("ABSA").
- Preference shares entitle holders to a priority distribution.
- Shares may be issued in the future as a result of:
  - exercise of equity warrants,
  - exercise of stock options granted to employees, that expired on March 31, 2015

TDF Infrastructure SAS stock options

The Shareholders' General Meeting of TDF Infrastructure SAS held on January 31, 2007 authorised the Chairman to issue for the benefit of Group employees stock options for ordinary shares until March 31, 2008 (the "options"), and to issue shares to cover these options. The number and exercise price of these options are as follows:

Stock-options plan	**Plan 2007/1**	**Plan 2007/2**	**Plan 2007/3**
Allotment date	31/05/2007	14/11/2007	31/03/2008
Expiration date	31/05/2015	31/05/2015	31/05/2015
Number of shares subject to option	7 410 000	1 280 000	25 000
Strike price in €	**€ 1,00**	**€ 1,00**	**€ 1,00**
Outstanding at March 31, 2013	**5 225 000**	**790 000**	**25 000**
Number that have been gave up in 2013/2014	-360 000	-140 000	
Number exercised in 2013/2014			
Number expired in 2013/2014			
Outstanding at March 31, 2014	**4 865 000**	**650 000**	**25 000**
Number that have been gave up in 2013/2014	-4 865 000	-650 000	-25 000
Number exercised in 2013/2014			
Number expired in 2013/2014			
Outstanding at March 31, 2015			

At March 31, 2015, no stock options TDF Infrastructure SAS was exercised. They can not be exercised anymore, they have expired.

German investment agreements I and II (partnership agreements)

Control and responsibility of these agreements have been transferred to Tyrol Acquisition 1 & Cie SCA together with the German entities, following the change of shareholders and the disposal of German entities (see note 1), with a residual cash payment of €0.1m for the group.

C. Accounting recognition

The effect of the stock option plans on the Group's financial statements can be summarised as follows:

In thousand euro	March 2015	March 2014
Expenses linked to bonus shares		
Expenses linked to bonus shares		
Total personnel costs booked		
Amount in the Balancesheet	**March 2015**	**March 2014**
Equity instruments (equity settled)		1 527
Instruments recognised in equity (cash settled)		

Impact on the consolidated financial statements of the German investment agreements I and II is as follows:

In thousand euro	March 2015	March 2014
Expenses linked to equity instruments (statement of comprehensive income)		
Repurchase of equity instruments (cash outflow)	(100)	(810)
Debt arising from the repurchase of equity instruments		

The charge recognised corresponds to the benefit granted at the grant date (the difference between the purchase price and the fair value of the instrument).

10.6 Provisions

In thousands euros	March 2014	Provisions additions	Provisions utilisations	Provisions unused	Discounting	Currency translation adjustment	Other	March 2015
Prov. for post-employment benefits (pension, retirement benefit)	38 664	2 679	(631)		948	(2)	(20 688)	20 970
Post employment benefits (others)	1 311	67	(755)		9		(632)	0
Prov. for employee-related measures	12 857	5 705	(3 921)	(1 511)	68		(13 198)	0
Provision for claims and disputes	21 628	1 769	(5 496)	(1 376)			(2 719)	13 806
Provision for dismantling, decommissioning and restoring sites	38 793	931	(1 108)	(375)	1 331		(1 818)	37 754
Prov for bringing into compliance of sites	1 109							1 109
Provision on onerous contract	5 500	7 700	(4 844)					8 356
Other provisions	31 186	11 219	(8 701)	(12 525)			(1 448)	19 731
Total provisions	**151 048**	**30 070**	**(25 456)**	**(15 787)**	**2 356**	**(2)**	**(40 503)**	**101 726**
Presented as current	**67 683**							**45 320**
Presented as non-current	**83 365**							**56 406**

In thousands euros	March 2013	Provisions additions	Provisions utilisations	Provisions unused	Discounting	Currency translation	Other	March 2014
Prov. for post-employment benefits (pension, retirement benefit)	38 052	1 907	(125)	(511)	1 152		(1 811)	38 664
Post employment benefits (others)	3 260	55	(653)	0	12		(1 363)	1 311
Prov. for employee-related measures	29 217	3 391	(2 869)	(5 888)	74	3	(11 071)	12 857
Provision for claims and disputes	57 836	5 072	(7 060)	(12 366)		1	(21 855)	21 628
Provision for dismantling, decommissioning and restoring sites	45 426	105	(3 409)	(4 457)	784	2	342	38 793
Prov for bringing into compliance of sites	1 156		(47)					1 109
Provision on onerous contract	5 752		(54)	(198)				5 500
Other provisions	24 160	12 674	(225)	(4 568)			(855)	31 186
Total provisions	**204 859**	**23 204**	**(14 442)**	**(27 988)**	**2 022**	**6**	**(36 613)**	**151 048**
Presented as current	**116 407**							**67 683**
Presented as non-current	**88 452**							**83 365**

As of March 31, 2015, "Other" mainly corresponds to the disposal of German entities and of their related provisions from the group balance sheet (see note 7.1), for an amount of €55.8m.

As of March 31, 2014, "Other" largely consists of reclassifications between lines of provisions transfers of provisions to payables, and the reclassification of the Hungarian entities' provisions as held for sale amounting to €1.3m (see note 7.2).

Employee-related measures
These measures and their changes during the year mainly relate to Media Broadcast restructuring plans in Germany, before the disposal of this company on March 31, 2015.

Claims and disputes
Claims and disputes mainly arise from litigation facing the Group.
These provisions are assessed and updated by senior management applying prudence in relation to damages claimed and the status of each case.

Provisions for dismantling, decommissioning and restoring sites
In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", the amount recognised as a provision is the best estimate of the expenditure required to settle the Group's obligations, notably regarding TDF SAS' obligations.
The provision is discounted to present value using a rate that reflects the time value of money, based on the yield of a risk-free bond. This actuarial estimate is reviewed every year and, if necessary, the provision is adjusted in the following way (in accordance with IFRIC 1):

- by addition or deduction to/from the corresponding dismantling asset,
- or if the dismantling asset is already totally depreciated, the provision adjustment is taken to profit or loss.

Onerous contracts
As at March 31, 2015 and March 31, 2014, provisions on onerous contracts concern TDF SAS.

10.7 Deferred taxes

Deferred taxes recognised in the balance sheet are detailed below:

In thousands euros	**March 2015**	**March 2014**
Deferred tax assets	282	477
Deferred tax liabilities	323 230	333 850
Net position - liability	**322 948**	**333 373**

The tax rates applicable for Group entities are as follows: 33.33% to 34.43% for French entities, 25% for Netherlands, 20% for Finland, 22% for Sweden and 30% for Spain. Deferred tax positions have been netted by tax jurisdiction.

Note that a one-off statutory increase in tax rate applies to TDF SAS and TDF Infrastructure SAS from fiscal year 2012 until year ended March 31, 2016. This one-off charge stands at a rate of 38%. The deferred tax assets and liabilities were updated for this statutory charge.

Breakdown by type of deferred taxes is as follows:

In thousands euros	March 2015	Variation	March 2014
Tax losses to carry forward	(3 225)	(6 225)	3 000
Intangible fixed assets	(52 113)	102 651	(154 764)
Tangible fixed assets	(92 511)	(4 598)	(87 913)
Financial assets	0	(193)	193
Inventories	768	(416)	1 184
Trade receivables	1 717	(1 162)	2 879
Other receivables	7 304	(1 762)	9 066
Tax provisions	(206 420)	(9 837)	(196 583)
Provisions	16 313	5 103	11 210
Financial debt	(2 791)	(68 311)	65 520
Trade payables	86	(1 053)	1 139
Other payables	7 924	(3 772)	11 696
Deferred tax assets (liabilities)	**(322 948)**	**10 425**	**(333 373)**

Unrecognised or impaired material deferred tax assets on tax losses carried forward as of March 31, 2015 concern:
- Tax losses carried forward of TDF Infrastructure SAS, Smartjog France and Arkena SAS (but it's to be noted that these entities are also included in the tax consolidation group of TDF Infrastructure Holding SAS, main shareholder of the group, see note 8.10), for a total deferred tax of €577.8m;
- Tax losses of the Dutch tax group, representing €1.0m of deferred tax assets;
- TDF Entertainment tax losses amounting to €4.7m of deferred tax assets (TDF Entertainment is currently in liquidation);
- Arkena AB (ex Qbrick) entities tax losses totalling €1.7m of deferred tax assets.

10.8 Other current and non-current liabilities

Other liabilities are analysed below:

In thousands euros	March 2015	March 2014
Trade payables	81 026	89 633
Trade payables on fixed assets aquisitions	37 312	49 920
Corporate income tax liabilities	7 852	8 632
Tax and social liabilities	122 636	105 554
Other current liabilities	111 547	120 210
Current liabilities	**360 373**	**373 949**
Other non-current liabilities	**41 451**	**48 874**
Total liabilities	**401 824**	**422 823**

The tax and social liabilities primarily include *cotisation foncière des entreprises* (i.e. "CFE"), social security payables, VAT, and employee vacation provisions.

Other current and non-current liabilities include deferred income of €136.9m (€107.5m as of March 31, 2014) of which €41.5m maturing after one year (€48.6m as of March 31, 2013).

11. Summary of financial assets and liabilities

In thousands euros	March 2015		March 2014	
	Book value	Fair value	Book value	Fair value
Available for sale financial assets	233	233	840	840
Assets held for sale - IFRS 5	11 233	11 233	187 561	187 561
Financial assets at fair value through P&L			1 018	1 018
Interest rate swaps used for hedging				0
Forward exchange contracts used for hedging			19 470	19 470
Assets carried at fair value	**11 466**	**11 466**	**208 889**	**208 889**
Loans and receivables	299 969	299 969	281 344	281 344
Cash and cash equivalents	67 899	67 899	173 282	173 282
Assets carried at amortised cost	**367 868**	**367 868**	**454 626**	**454 626**
Liabilities held for sale - IFRS 5	1 773	1 773	18 247	18 247
Interest rate swap for hedging purposes			70 767	70 767
Forward exchange contracts for hedging purposes				0
Liabilities carried at fair value	**1 773**	**1 773**	**89 014**	**89 014**
Financial debt	3 254 403	3 254 403	4 261 140	4 261 140
Financial lease obligations	6 779	6 779	124 501	124 501
Trade payable and other liabilities	401 824	401 824	422 822	422 822
Bank overdrafts	1 425	1 425	1 879	1 879
Accrued interest on financial debt and current accounts	416	416	29 419	29 419
Liabilities carried at amortised cost	**3 664 847**	**3 664 847**	**4 839 761**	**4 839 761**

The methodology used to determine fair value is described in note 4.4.

The following table gives an analysis by valuation method for the financial instruments recorded at fair value. The various levels are defined as follows:

- Level 1 fair value measurements are those derived from actual quoted prices in active markets.
- Level 2 fair value measurements are those derived from inputs other than quoted prices included within level 1, that are observable either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 fair value measurements are those derived from valuation techniques that are not based on observable market data.

In thousands euros	March 2015				March 2014			
	Level 1	*Level 2*	*Level 3*	Total	*Level 1*	*Level 2*	*Level 3*	Total
Available for sale financial assets			233	233			840	840
Net assets held for sale - IFRS 5			9 460	9 460			169 314	169 314
Financial assets at fair value through P&L				0		1 018		1 018
Derivative financial assets				0		19 470		19 470
	0	0	9 693	**9 693**	0	20 488	170 154	**190 642**
Derivative financial liabilities				**0**		70 767		**70 767**
	0	**0**	**9 693**	**9 693**	**0**	**(50 279)**	**170 154**	**119 875**

Available for sale financial assets correspond to shares in non-consolidated entities.
At March 31, 2014, net assets held for sale according to IFRS 5 correspond to net assets of Hungarian entities, and at March 31, 2015 they correspond to net assets of MCR (company in Monaco, see the note 7.2).

12. Cash flows

General comments :

- Cash flows of German entities, qualified as « discontinued operations » according to IFRS 5, are restated from March 2015 and March 2014 figures (see notes 1.2 and 7.1) and are commented in the note 12.5 ;
- Cash flows of Hungarian entities, disposed of on May 30, 2014 and classified since March 31, 2014 as « assets held for sale » according to IFRS 5, remain included in figures disclosed for March 2015 and March 2014 until the date of their disposal (see note 7.2).

12.1 Cash generated from operating activities before changes in working capital

Cash generated from operating activities excludes cash flows on non-current asset sales/purchases, income tax and finance costs which are disclosed under Cash flows from investing activities, Income tax paid and Cash flows from financing activities respectively.

12.1 Changes in inventories, accounts receivable & accounts payable

In thousands euros	March 2015	March 2014
Changes in inventories	(1 867)	(1 551)
Changes in trade receivables	(34 932)	(10 034)
Changes in trade payables	17 566	(16 603)
Changes in other working capital	8 718	(10 611)
Changes in inventories, accounts receivable & accounts payable	**(10 515)**	**(38 799)**

12.2 Net cash used in (from) investing activities

At March 31, 2015, the line "Net proceeds from disposal of subsidiaries formerly controlled" mainly includes:

- €182.1m corresponding to the impact of the disposal of Hungarian entities, out of which :
  - €195.9m including the repayment of the loan granted by TDF SAS to its subsidiary Antenna Hungaria (including hedging) as well as the sale proceed of the shares,
  - €(7.3)m of disposal fees paid during the period,
  - €(6.5)m of cash disposed of;
- €10.5m of net cash gain concerning the change of shareholders and the refinancing of the group, out of which :
  - €(4.7)m of expenses paid over the period ;
  - €15.2m of expenses and bonus reinvoiced to Tyrol Acquisition 1 & Cie SCA (former shareholder of TDF Infrastructure Holding SAS), which were collected on March 31, 2015 (see also the note 8.8);
  - Note that bonus of managers in the frame of this operation, which was recognise as expense (see note 8.8), will be paid over the next financial year.

At March 31, 2014, the line "Net proceeds from disposal of subsidiaries formerly controlled" includes €4.0m received in advance on the sale of MCR (see note 1), €2.5m of sales proceeds received on the disposal of Digital Cinema by SmartJog France (see note 1) and fees paid on unsuccessful or uncompleted transactions at the closing date.

"Change in other financial assets" mainly comprise deposits paid for patents as well as loans and advances granted in relation to network deployments.

12.3 Net cash used in (from) financing activities

At March 31, 2015, drawdowns and repayment of debt are largely impacted by the refinancing of the group that took place on March 31, 2015 (see the note 1.1), and mainly breakdown as follows:

- €1,400m proceed from term debts of the new FA,
- €30.0m proceed from the new revolving debt,
- €815m proceed from a new shareholder loan towards TDF Infrastructure holding SAS (main shareholder of the TDF Infrastructure SAS group, see the note 10.1; this loan has been completely capitalised on April 10, 2015, see the note 18 concerning subsequent events),
- €1,023.7m proceed from a new shareholder loan towards Tivana France Holdings (shareholder of TDF Infrastructure holding SAS),
- Contractual repayment of term debt for an amount of €(40.5)m (former Tyrol SFA),
- Repayment of all of the outstanding term debt of the former Tyrol SFA for an amount of €(3 563.7)m, in the frame of the refinancing of March 31, 2015,
- Net repayment of the former revolving debt for € (200.0)m (out of which €(30.0)m on March 31, 2015),
- €(2.8)m finance lease instalments paid,
- €74.1m increase in the current account related to the tax consolidation agreement with TDF Infrastructure Holding SAS (main shareholder of the group).

At March 31, 2014, drawdowns and repayment of debt primarily consist of:

- €(245.5)m repayment of senior debt pursuant to the Senior Facility Agreement clauses following the sale of the Finnish subsidiaries,
- €(59.4)m additional repayment of senior debt, tranche A and AA1, which matured in January 2014,
- €(20.0)m net increase in revolving debt,
- €(3.0)m finance lease instalments paid,
- €77.3m increase in the current account related to the tax consolidation agreement with TDF Infrastructure Holding SAS (main shareholder of the group).

At March 31, 2015, balancing payments given on financial instruments are the following:

- €33.0m payment to terminate all swaps on March 26, 2015, prior to the refinancing of March 31, 2015 (see note 1.1),
- €1.5m paid concerning the currency option EUR / HUF which had been contracted in the frame of the disposal of Hungarian entities.

At the end of March 2015, expenses related to the refinancing correspond for €14.9m to the new loan issuance costs paid in the frame of the new bank agreement put in place on March 31, 2015 (see also notes 8.9 and 10.2).

The decrease in cash financial expenses reflects (see also note 8.9):

- A lower average debt value compared to March 2014,
- The reduction in the swap portfolio volume during the year,
- Lower EURIBOR rates.

The change in accrued interests between March 2014 and March 2015 is exceptionally impacted by the payment of all accrued interests (in particular also capitalisable accrued interests « Payment in Kind ») related to the former Tyrol SFA on March 31, 2015, and by the termination of all swaps on March 26, 2015.

12.4 Cash flows from discontinued operations

Cash flows from discontinued operations correspond to flows from activities of German entities, and disposal cash flows of these entities that are the following:

- € 310.3m of repayment received for the loan granted by TDF SAS to Taunus Verwaltungs II (including accrued interests),
- €(45.0)m of repayment paid concerning the current account advance granted by MediaBroadcast to TDF SAS,
- € (0.4) m of disposal costs paid during the period.

13. Workforce

Total Group headcount is as follows:

	March 2015	March 2014
France	1 917	1 993
International	238	1 109
Total workforce at closing	**2 155**	**3 102**

Workforce of German entities (not disclosed in March 2015 figures), was of 864 at March 31, 2014.
Workforce of Antenna Hungaria, classified as asset held for sale at March 31, 2014, was already not included in March 31, 2014 figures.

14. Auditor's fees

	Ernst & Young		KPMG		TOTAL	
In thousand of euros	March 2015	March 2014	March 2015	March 2014	March 2015	March 2014
Audit	408	569	666	1 336	1 074	1 905
Other services				7	0	7
TOTAL	**408**	**569**	**666**	**1 343**	**1 074**	**1 912**

Fees on German entities (not disclosed in March 2015 figures), were of €287 thousands at March 31, 2014.
Fees on Antenna Hungaria, classified as asset held for sale at March 31, 2014, were already not included in March 31, 2014 figures.

15. Contingent liabilities and off-balance sheet commitments

15.1 Contingent liabilities (assets)

TDF SAS received in July 2014 the report issued by the anti-trust authorities services following complaint filed in February 2007 by the company TowerCast on the grounds that TDF had abused its dominant market position in relation to bidding for the tender launched by the city of Paris. In this report, anti-trust authorities' services maintain the complaints which were addressed to TDF SAS in the notice of complaints. TDF SAS contests the alleged facts. Anti-trust authority, which looked at this procedure during a session in January 2015, did not give its decision yet. At this stage of the proceedings, management cannot assess the financial risk arising from this legal action.

Concerning the procedure with the anti-trust authorities following a complaint from the company ITAS TIM about TDF's practices in the terrestrial digital broadcasting services industry, anti-trust authorities services did not issued their report yet. Meanwhile, ITAS TIM introduced late July 2014 a procedure with Paris Commercial Court seeking compensation for the damage it claims to have suffered. TDF SAS considers that this complaint have no grounds. At this stage of the proceedings, management cannot assess the financial risk arising from this legal action.

15.2 Firm commitments

A. Operating lease commitments – Group as lessee

The breakdown by maturity of non-cancellable operating leases is as follows:

In thousands euros	March 2015	March 2014
At less than 1 year	25 535	50 914
From 1 to 5 years	21 332	90 604
More than 5 years	5 326	15 138
Total	**52 193**	**156 656**

Changes between March 31, 2014 and March 31, 2015, are mainly due to the disposal of German entities (which were totaling €91.1m at March 31, 2014).

At March 31, 2015, these leases are:

- ***Commercial leases***

These leases concern administrative premises, offices and production sites (other than broadcasting sites).
The main leases relate to premises located at 106, avenue Marx Dormoy (Montrouge), 15 rue Cognacq-Jay (Paris), 27 boulevard Hippolyte Marques (Ivry Sur Seine), and 4 rue Ampère (St Quentin en Yvelines).

The main features of these leases are:

- Premises located at 106, Avenue Marx Dormoy, Montrouge: effective date of lease: March 1, 2008; first possible termination date: Feb 28, 2017; rent is indexed to the French INSEE index (consumer price index),
- Premises located at Saint-Quentin-en-Yvelines: 9 years (firm); effective date of lease: April 1, 2008; lease expires March 31, 2017; rent is indexed to the French INSEE index (consumer price index),
- Premises located at 15 rue Cognacq-Jay, Paris: 9 years (possible exit after 8 years); lease expires Sep 30, 2018; rent is indexed to the French INSEE index (consumer price index),
- Premises located at 27 boulevard Hippolyte Marques, Ivry Sur Seine: 9 years; lease expires Jan 31, 2017; rent is indexed to the French INSEE index (consumer price index).

- ***Agreements for the occupation of public property***

These agreements signed with state, regional and local authorities in France concern land on which broadcasting infrastructures are installed (pylons, towers, building and related installations).

Usually, these agreements are concluded with local authorities:

- As a rule, these agreements run for 12 years (10 years from March 1, 2007 for the Eiffel Tower broadcasting site in Paris),
- These agreements are renewable for the same term, whether or not by tacit agreement,
- Under these agreements, the land must be returned in its initial condition unless the parties agree otherwise.

In continental France, there are 654 such agreements in force as at March 31, 2015 (667 at March 31, 2014).

- ***Sites leases***

These leases signed with private landlords (individuals, associations or companies) concern land on which broadcasting infrastructures are installed (pylons, towers, building and related installations).

In continental France, there are 3,692 such sites (excluding public property occupation) as of March 31, 2015 (3,825 as of March 31, 2014).

B. Firm purchase commitments

Firm purchase commitments made by the Group are as follows:

In thousands euros	March 2015	< 1 year	1 to 5 years	> 5 years
Commitment of capex	13 396	10 327	3 069	
Commitment to buy satellite capacity	126	126		
Commitment to buy energy				
Commitment to buy optic fibre				
Commitment others	27 291	16 434	7 514	3 343
Total	**40 813**	**26 887**	**10 583**	**3 343**

In thousands euros	March 2014	< 1 year	1 to 5 years	> 5 years
Commitment of capex	14 186	14 186		
Commitment to buy satellite capacity	73 725	27 650	46 075	
Commitment to buy energy	83 316	19 727	52 681	10 908
Commitment to buy optic fibre				
Commitment others	76 610	41 788	28 041	6 781
Total	**247 837**	**103 351**	**126 797**	**17 689**

The sharp decrease in firm purchase commitments mainly corresponds to the disposal of German entities, representing €208.1m of firm purchase commitments at March 31, 2014.

C. *Firm commitments to provide services*

Under multi-year contracts with customers, Group entities have committed to provide services in the following business lines:

In thousands euros	March 2015 Actual	Projection	< 1 year	1 to 5 years	> 5 years
Digital Television	224 951	448 978	192 967	250 196	5 815
Radio	136 369	285 980	120 974	162 442	2 564
Telecoms & services	304 274	1 583 597	223 651	706 198	653 748
Satelite	2 609	7 287	1 423	4 981	883
Networks					
Media Services	58 469	42 147	23 033	18 950	164
Other	16 306	348	238	110	
Total revenue / future contractual revenue	**742 978**	**2 368 337**	**562 286**	**1 142 877**	**663 174**

In thousands euros	March 2014 Actual	Projection	< 1 year	1 to 5 years	> 5 years
Analog Television	11 127				
Digital Television	231 449	1 072 574	313 134	613 951	145 489
Radio	154 325	592 449	218 323	343 726	30 400
Telecoms & services	313 995	1 341 254	204 624	603 939	532 691
Satelite	8 207	73 955	36 281	35 021	2 653
Networks		113 204	41 027	58 757	13 420
Media Services	65 204	52 097	25 143	26 951	3
Other	20 939	1 932	487	945	500
Total revenue / future contractual revenue	**805 246**	**3 247 465**	**839 019**	**1 683 290**	**725 156**

The above table shows known and estimated information to date. In future periods, certain contracts may be subject to pricing adjustments.
The decrease between projections for March 2014 and March 2014 is largely due to commitments of the German subsidiaries, which are not included in the March 2015 table (see notes 1 and 7), whereas €877.5m were included in the March 2014 table.

15.3 Contingent commitments

Guarantees given

At March 31, 2015, the Group has given guarantees totalling €20.6m (€16.9m at March 31, 2014), of which:

- €11.7m (€9.8m at March 31, 2014) by way of an independent guarantee to Synérail Construction in conjunction with the subcontracting agreement for the design and construction of the GSM-R for RFF (that also covers subcontracting commitments given by TDF SAS). Besides TDF SAS paid over €6.1m by way of a guarantee to the bank that gave guarantees to Synérail, out of which €1.1 million has not been repaid yet as of March 31, 2015 (€3.3m at March 31, 2014),
- €4.0m guarantee given to the Paris city council in connection with the Eiffel Tower occupation and operation agreement. This guarantee expires on February 28, 2017.
- €4.4m (as at March 31, 2014) guarantee given in the frame of contracts to commercialize patents, which were paid.

The balance consists mainly of guarantees given in relation to the use of broadcasting networks and frequencies or to obtain contracts.

Guarantees received

The Group has received bank guarantees amounting to €69.0m (€69.2m at March 31, 2014), of which €68.3m (as at March 31, 2014) of subcontracting guarantees are related to radio and cable installations in conjunction with Synérail Construction contracts.

TDF SAS

As of March 31, 2015 as at March 31, 2014, TDF SAS has not received any offers to purchase unutilised sites.
The company is committed to participate in public research and other projects totalling €3.6m (€0.9 m at March 31, 2014).

In conjunction with the sale of Gobé, TDF SAS issued the following guarantees:

- TDF SAS undertook to buy at least €35m from Gobé (excluding services under the GSM-R contract) over 5 years and will pay Gobé compensation amounting to 15% of any shortfall in amount purchased in the event of non-compliance. As at March 31, 2015, any residual compensation amounts to €2.1m (€2.5m at March 31, 2014);
- A liability guarantee capped at €0.8m has been granted and runs until March 31, 2016.

Under tax optimization schemes based on investments in French overseas territories, TDF SAS is committed to comply with certain terms concerning these investments in order to retain tax related subsidies received amounting to €2.9m (€3.2m at March 31, 2014).

<u>Disposal of Hungarian entities (see note 1):</u>
As part of the sale of the Hungarian entities that took place on May 30, 2014 TDF SAS has given the buyer the usual guarantees in this type of transaction, valid for a period of 1 year until May 30, 2015. These guarantees are besides capped as follows:
- Guarantees relating to the seller's ability and shares are capped to 53.8 billion forint, that is €179.7m converted at March 31, 2015,
- All other warranties (organization, financial reporting, tax aspects and taxes, intellectual property, assets, real estate, major contracts, normal course of business during the period between December 31 and the effective sale, etc.) shall not exceed 2 billion forint (that is €6.7m converted at March 31, 2015).

<u>TDF Entertainment :</u>
Under the liquidation process of this company, TDF SAS and DFI-BV have jointly issued a first demand guarantee, towards TDF Entertainment liquidator and the lawyers company Roschier. This guarantee amounts €2m and will end over 5 years after the effective liquidation of the company.

<u>Disposal of German entities (see note 1):</u>
The sale contract for German subsidiaries from TDF SAS to Tyrol Acquisition 1 & Cie SCA (former shareholder of TDF Infrastructure Holding SAS, which is the main shareholder of the group) provides for payment of an additional price to TDF SAS if, within the 12 months after the disposal that took place on March 31, 2015, Tyrol Acquisition 1 & Cie SCA was to sell one or more of the subsidiaries acquired for an amount higher than original transaction of March 31, 2015. This earn-out equals to the difference between the resale price and the original transaction share price (1 €) less the costs of sales that would be incurred by Tyrol Acquisition 1 & Cie SCA.

DFI BV

Under the sale of Alticom, Axion and the Finnish companies TDF Nordic, Digita and Digi Waves Oy, the Group issued guarantees to the buyers. At March 31, 2015, the following guarantees are still in force:

- Alticom (sold June 7, 2011)
  - The maximum aggregate warranty for tax liabilities is €52.6m, including any tax liability of another company for which Alticom was liable as well as any real estate transfer tax due in connection with the sale transaction.
  - The maximum aggregate warranty is €105.3m for the following matters: sellers' authority and capacity, corporate organization, shares.

  Those warranties have been given for a 3 months period after the expiry of the prescription period relating to the above mentioned items (that is March 31, 2017, for tax matters; September 7, 2016, for sellers' authority and capacity, corporate organisations; September 7, 2031, for warranty on shares).
- Axion (sold October 13, 2011)
  - Tax warranties (covering income tax, employment and social security matters) were given for a period equivalent to the expiry of the prescription period for each matter, being July 26, 2016.
  - Warranties relating to shares and third party rights and charges were given for an unlimited period of time.

The cap on these warranties is equal to 7% of the transaction price, i.e. €8.6m, the Group being liable for 65% (representing its holding in Axion) i.e. €5.6m.

- TDF Nordic, Digita et Digi Waves Oy (sold October 18, 2012)
  - Tax warranties given for a 60 month period following the sale expiring October 18, 2017,
  - Warranties relating to TDF Entertainment shares transferred from TDF Nordic to DFI BV (covering any liabilities related to the share transfer including tax liabilities), given for a 3 year term following the sale expiring October 18, 2015.
  - Warranties related to the pending proceedings before the Finnish anti-trust authorities, which were given for a 3 years period following the sale expiring October 18, 2015.

  The cap on these warranties amounts to €70.2m except for those related to the divested Finnish company shares as well as those related to tax which are capped at €468.1m.

Médiamobile

Médiamobile's customer contracts contain an industry warranty covering continued provision of service for three years after the date of termination of the contract. At March 31, 2015 and March 31, 2014, this commitment amounts to €5.7m over the three years, i.e. €1.9m per year.

Commitments under bank agreements as of March 31, 2015

Under the new bank agreement "FA" put in place on March 31, 2015 (see notes 1 and 5.4), commitments given were as follows:

By Tivana Topco S.A.:

- Joint guarantor ;
- Pledge of the financial instruments accounts recording the shares held by Tivana Topco S.A. in Tivana Midco S.àr.l. ;
- Receivables pledge agreement over the intercompany loans granted by Tivana Topco S.A. to à Tivana Midco S.àr.l..

By Tivana Midco S.à r.l:

- Joint guarantor ;
- Pledge of the financial instruments accounts recording the shares held by Tivana Midco S.à r.l. in Tivana France Holdings SAS ;
- Receivables pledge agreement over the intercompany loans granted by Tivana Midco S.à r.l. to à Tivana France Holdings SAS.

By Tivana France Holdings SAS:

- Joint guarantor ;
- Pledge of the financial instruments accounts recording the shares held by Tivana France Holdings SAS in TDF Infrastructure Holding SAS;

By TDF Infrastructure Holding SAS:

- Joint guarantor ;
- Pledge of the financial instruments accounts recording the shares held by TDF Infrastructure Holding SAS in TDF Infrastructure SAS;

By TDF Infrastructure SAS:

- Joint guarantor ;
- Pledge of the financial instruments accounts recording the shares held by TDF Infrastructure SAS in TDF SAS ;

By TDF SAS :

- Joint guarantor ;

All commitments given in the frame of the former bank agreement « Tyrol SFA » are over at March 31, 2015.

Commitments under bank agreements as of March 31, 2014 (which no longer exist since March 31, 2015 due to the group refinancing, see note 1.1)

Under these facilities, commitments given were as follows:

By TDF Infrastructure Holding SAS (main shareholder of the group, see note 10.1):

- Joint guarantor;
- Pledge of the financial instruments accounts recording the shares held by TDF Infrastructure Holding SAS in TDF Infrastructure SAS;
- Pledge of TDF Infrastructure Holding SAS bank accounts and tax group current account ;
- Receivables pledge agreement over the intercompany loans granted by TDF Infrastructure Holding SAS to TDF Infrastructure SAS.

By TDF Infrastructure SAS:

- Joint guarantor;
- Pledge of the financial instruments accounts recording the shares held by TDF Infrastructure SAS in TDF SAS ;
- Shares pledge agreement under German law over the shares of Taunus Management Verwaltungs GmbH and Taunus Management Verwaltungs II GmbH held by TDF Infrastructure SAS;
- Pledge of TDF Infrastructure SAS bank accounts ;
- Receivables pledge agreement over the intercompany loans granted by TDF Infrastructure SAS to TDF SAS and Taunus Management GmbH & Co KG ;
- Assignment of trade receivables by way of a security ("Dailly") on the intercompany receivables of TDF Infrastructure SAS (other than those subject to pledges).

By TDF SAS:

- Shares pledge agreement under Hungarian law over the shares of Antenna Hungaria held by TDF SAS ;
- Shares pledge agreement under Dutch law over the shares of Digital Future Investment BV held by TDF SAS ;
- Shares pledge agreement under German law over the shares of Taunus Beteiligungs GmbH held by TDF SAS ;
- Pledge of TDF SAS bank accounts in France ;
- Pledge under Hungarian law of TDF SAS bank accounts in Hungary ;
- Receivables pledge agreement over the intercompany loans granted by TDF SAS to Taunus Verwaltungs GmbH ;
- Assignment of trade receivables by way of a security ("Dailly") on the intercompany receivables (other than those subject to pledges) and trade receivables of TDF SAS.

By Taunus Beteiligungs GmbH:

- Joint guarantor ;
- Shares pledge under German law over the shares of Taunus Verwaltungs GmbH held by Taunus Beteiligungs GmbH ;
- Pledge under German law of bank accounts over Taunus Beteiligungs GmbH bank accounts ;
- Assignment of receivables under German law on receivables held by Taunus Beteiligungs GmbH against insurance companies and on its intercompany receivables.

By Taunus Verwaltungs GmbH:

- Joint guarantor ;
- Shares pledge under German law over the shares of Media Broadcast held by Taunus Verwaltungs GmbH ;
- Pledge under German law of Taunus Verwaltungs GmbH bank accounts ;
- Assignment of receivables under German law on receivables held by Taunus Verwaltungs GmbH against insurance companies, on its intercompany receivables and on its indemnities under the sale and purchase agreement dated November 8, 2007.

By Media Broadcast GmbH:

- Joint guarantor ;
- Mortgage under German law ;
- Pledge under German law of Media Broadcast GmbH bank accounts ;
- Assignment of receivables under German law on receivables held by Mediabroadcast GmbH against insurance companies and on its intercompany trade receivables.

By Digital Future Investments BV and Antenna Hungaria:

- Joint guarantors.

16. Shares in associates

Since the end of November 2013, the Group consolidates the company Smartjog Ymagis Logistics under the equity method (see note 1). Smartjog France owns 40% of this entity.

This company's financial year end is December 31, and figures that are consolidated at March 31, 2015 correspond the company's accounts for the year ended December 31, 2014.

The balance sheet of this entity at December 31st, 2014, which is the one consolidated as of March 31, 2015, is as follows:

In thousands euros	March 2015	March 2014
Goodwill		12 312
Fixed assets	9 558	10 630
Financial assets	1 907	2 013
Inventories	243	
Trade receivables	4 288	1 828
Other receivables	2 616	612
Cash and cash equivalents	1 080	589
TOTAL ASSETS	**19 692**	**27 984**
Equity	8 200	25 020
Provisions	41	41
Financial debts	4 301	915
Trade payables	4 352	1 205
Other payables	2 798	803
TOTAL LIABILITIES	**19 692**	**27 984**

In addition, the results of this entity at December 31st, 2014, which are the one consolidated as of March 31, 2015, were as follows:

In thousands euros	March 2015	March 2014
Revenue	**11 523**	**617**
Other income	9	5
Consumed purchases	(4 932)	(6)
External expenses	(1 824)	(117)
Other expenses	(7 428)	(302)
EBITDA	**(2 652)**	**197**
Depreciation, amortisation and impairment losses	(1 793)	(161)
Impairment of goodwill & intangible assets identified in business combinations	(12 312)	
OPERATING INCOME (LOSS)	**(16 757)**	**36**
Financial income and expenses	(158)	(2)
Income tax	71	(14)
NET INCOME	**(16 844)**	**20**

At March 31, 2015 the impairment of €12.3 million reflects the fact that the company has uncertainties concerning its ability to deliver the business plan that was established when the company was created.

17. Related party disclosures

17.1 Control

The Group parent company is TDF Infrastructure SAS (formerly Tyrol Acquisition 2 SAS), which is controlled at 99,66% by TDF Infrastructure Holding SAS (formerly Tyrol Acquisition 1 SAS, see note 10.1), which is itself 100% controlled by the French company Tivana France Holdings since March 31, 2015. Until March 31, 2015, TDF Infrastructure Holding SAS was 100% controlled by Tyrol Acquisition 1 & Cie SCA.

Since March 31, 2015, the TDF Infrastructure SAS Group is notably included in the consolidated financial statements of Brookfield Infrastructure Group, using the equity method. Until March 31, 2015, it was integrated into the consolidated accounts of the Strategic Investment Fund (FSI), subsidiary of Caisse Des Dépôts, using the equity method.

17.1 Compensation of key management personnel

Disclosure of the remuneration of the Group's key management is limited to people having the authority and responsibility for managing and controlling the Group's business, namely the President and some of his direct subordinates. Historical data is not comparable, due to changes in key management personnel. Figures for March 2015 are notably disclosed excluding German and Hungarian key management, as German and Hungarian entities have been sold during the period.

In thousands euros	**March 2015**	**March 2014**
Employee benefits, including termination payments	(5 454)	(7 182)
Post-employment benefits	(47)	(144)
Share-based payments		
Total expense	**(5 501)**	**(7 326)**
Provision for retirement indemnities	299	335
Debt related to equity instruments		
Acquisition of equity instruments (cash out)		80
Cash outflows and liabilities	**299**	**415**

On September 19, 2013, the TDF Infrastructure SAS board decided to set up a special bonus scheme for certain key Group executives. The allocation of this bonus notably depends on the effective completion of a change in control of TDF Infrastructure Holding SAS by given deadlines, as well as on the presence of the executives concerned when the change in control is completed. Following the change of shareholders and the refinancing of the group on March 31, 2015, this bonus was triggered, it amounts to €5.4m (excluding employer contributions) and it is included in the figures disclosed above net from provisions releases. This bonus will be paid during the year 2015-2016. Note that part of these charges were reinvoiced to Tyrol Acquisition 1 & Cie SCA (former shareholder of TDF Infrastructure Holding SAS; this reinvoicing is not taken into account in the table above).

On September 19, 2013, the TDF Infrastructure SAS board also decided to set up a special bonus scheme for certain key Group executives within the context of the Hungarian subsidiaries sale. The allocation of this bonus notably depends on the effective completion of the sale of the Hungarian subsidiaries by given deadlines, as well as on the presence of the executives concerned when the disposal is completed. Following the change of shareholders and the refinancing of the group on March 31, 2015, this bonus was triggered, it amounts to €0.6m (excluding employer contributions) and it is included the figures disclosed above net from provisions releases. This bonus has been paid during the year 2014-2015.

17.2 Transactions with related parties

The related parties at TDF Infrastructure SAS Group level are identified as:

1. Companies owned directly or indirectly by TDF Infrastructure Holding SAS,
2. Companies owned directly or indirectly by Tyrol Acquisition 1 et Cie SCA, TPG Capital, ARDIAN (ex-AXA PE), Charterhouse Capital Partners and Bpifrance Participations (ex-FSI), until March 31, 2015,
3. Companies owned directly or indirectly by Tivana France Holdings, Brookfield Infrastructure Group, Public Sector Pension Investment Board (PSP Investments), APG Asset Management N.V. and Arcus Infrastructure Partners, since March 31, 2015 (included),
4. Companies in which directors of the companies included in the TDF Infrastructure SAS Group scope are company representatives,
5. Key management personnel.

During 2014/2015, the main transactions with related parties were as follows:

- Interest charges invoiced to the Group by TDF Infrastructure Holding SAS concerning the current account related to the tax consolidation agreement, amounting to €14.6m (€12.6m in 2013/2014);
- capitalisation of the current account related to the tax consolidation agreement on March 31, 2015 (see note 10.1) for an amount of €584.2m ;
- A new loan was drawn from TDF Infrastructure Holding SAS for an amount of €815m on March 31, 2015 (7.7% fixed interest rate) in the context of the change of indirect shareholder of the group; at closing date accrued interests amount €0.2m; see note 18, this loan was fully capitalised post-closing on April 10, 2015, including accrued interests at this date amounting €1.7m;
- A new loan was drawn directly from Tivana France Holdings for an amount of € 1 023.7m (10 years maturity, 7.7% fixed interest rate); at closing date accrued interests amount €0.2m;
- Invoicing of expenses and services in the period for a total amount of €1.1m (€0.7m in 2013/2014);
- The disposal to Tyrol Acquisition 1 et Cie SCA (former shareholder of TDF Infrastructure holding SAS) of the German entities of the group, on March 31, 2015 (see the notes 1, 7.1, and 12.5) ;
- Taunus Management II GmbH & Co KG, controlled by Tyrol Acquisition 1 et Cie SCA .entered into a German investment agreement II (a partnership agreement) during 2010/2011. On March 31, 2011, Taunus Management II GmbH & Co purchased Taunus Beteiligungs shares from the Group amounting to €5.2m. In this context, Tyrol Acquisition 1 et Cie SCA, shareholder of TDF Infrastructure Holding SAS (the latter being the main shareholder of the Group, see note 10.1) has entered into a debt agreement towards the Group on behalf of its new subsidiary, amounting to €6.6m. This loan which was held by a German entity, was disposed of on March 31, 2015
- The €15.2m reinvoicing to Tyrol Acquisition 1 & Cie SCA of bonuses and expenses related to the change of shareholders and group refinancing operation.

During 2013/2014, the main transactions with related parties were as follows:

- Interest charges invoiced to the Group by TDF Infrastructure Holding SAS concerning the current account related to the tax consolidation agreement, amounting to €12.6m (€11.5m in 2012/2013),
- Invoicing of expenses and services in the period for a total amount of €0.7m (€0.8m in 2012/2013),
- In the context of the German investment agreement II put in place during the year 2010/2011, the debt of Tyrol Acquisition 1 et Cie SCA towards the Group amounts to €6.6m at March 31, 2014.

Related party transactions were carried out on an arm’s length basis on normal commercial terms.

17.3 Transactions with associates and jointly controlled entities

In March 2010 the Group took a 10% equity stake in Synérail (a company holding the RFF partnership contract to roll out GSM – Rail) and paid over €6.1m by way of a guarantee to the bank that gave guarantees to Synérail, out of which €1.1 million has not been repaid yet as of March 31, 2015.

18. Significant subsequent events

Significant subsequent events at March 31, 2015 closing

On December 17, 2014, TDF SAS management has presented to the Works Council the strategic directions of the company. On April 16, 2015, a process was initiated in order to inform and consult the works council, so as to present the consequences of these strategic directions on employment and to start the negotiations concerning employee-related measures to be taken to support the leaves necessary to adjust the workforce (stabilized workforce between 1220 and 1260 employees of TDF SAS to be reached in December 2017). As of today, the best estimate of costs to be incurred for these employee-related measures to support early leaves, which are currently being negotiated with the employee representatives, would be 35.0 million. Given the significant and unusual nature of these measures and costs, the expense will be recognised in non-current other operating charges (outside EBITDA).

On April 10, 2015, three operations occurred on the capital of TDF Infrastructure SAS:

- Statutory retained earnings were reclassified against share premium (additional paid-in capital) for an amount of € 1,511,157 thousand, bringing the amount of the share premium account (in equity) to zero,
- a share capital reduction of the Company was made for an amount of €149,996 thousand, with counterpart retained earnings, bringing the total share capital to €599,983 thousand,
- a capitalization of the shareholder loan towards TDF Infrastructure Holding SAS of €815,000 thousand plus accrued interests as of April 10 of 1719 thousand euros was performed with counterpart:
    - o the share capital for €272,240 thousand, which thus amounts to €872,223 thousand,
    - o share premiums for €544,480 thousand.

Thus, after these three steps:

- the share capital of TDF Infrastructure SAS increases from €749,979 thousand to €872,223 thousand,
- the share premium (additional paid-in capital) increases from €1,511,157 thousand to €544,480 thousand,
- the Group's debt (including accrued interest) decreases by €816,719 thousand.

The revolving debt of the new FA which was put in place on March 31, 2015, which was drawn for an amount of €30m at March 31, 2015, was totally repaid on April 21, 2015.

Finally, on April 10, 2015, TDF Infrastructure Holding SAS has acquired all the shares of TDF Infrastructure SAS (ordinary shares, preference shares, ABSA, BSA) that were owned by Tivana France Holdings, Tower Associés SAS, Tower Associés 2 SAS and Colisée Management SAS, so that as of April 10, 2015, TDF Infrastructure SAS has only one shareholder (which is TDF Infrastructure Holding SAS).

Significant subsequent events at March 31, 2014 closing

The sale of the Hungarian subsidiaries (Antenna Hungaria, Hungaro Digitel and Digitalis Atallasert) was completed on May 30, 2014. The actual gain/ loss on sale is not materially different from the estimated gain/ loss at March 31, 2014 (see note 1). In line with the sale agreement, the group has received €195.9m including repayment of the TDF SAS loan to Antenna Hungaria, related currency hedges and the sale price proceeds.

On April 10, 2014, Media Broadcast signed an agreement with SES Astra to sell rights to use the orbital position 28.5°. In May 2014, while approval of this transaction from the Bundesnetzagentur (Federal Network Agency for Electricity, Gas, Telecommunications, Post and Railway) has been published, the sale is subject to outstanding conditions. If completed, this transaction will not result in a loss for the Group.

19. Consolidation scope

At March 31, 2015

List of consolidated companies	Countries	Share capital in € thousands	% Interests March 2015	% Interests March 2014	Observation
Full consolidation					
TDF Infrastructure SAS (formerly Tyrol Acquisition 2 SAS)	**France**	**749 979**	**100,00%**	**100,00%**	
TDF SAS	France	166 957	100,00%	100,00%	
Antalis TV	France			100,00%	Merged in TDF SAS
Diffusion Outre Mer	France		100,00%	100,00%	
Tiare	France		100,00%	100,00%	
MCR	Monaco	549	51,00%	51,00%	Held for sale - IFRS 5
Médiamobile	France	1 157	71,19%	71,19%	
Arkena SAS (ex - Cognacq Jay)	France	13 809	100,00%	100,00%	
Smartjog France	France	456	100,00%	100,00%	
Arkena Inc (ex - Smartjog USA)	USA	2 091	100,00%	100,00%	
Media Broadcast	Germany			97,55%	Disposed of on March 31, 2015
Taunus Beteiligungs 1	Germany			97,55%	
Taunus Verwaltungs 2	Germany			97,55%	
Taunus Management Verwaltungs	Germany			100,00%	
Taunus Management Gmbh & Co Kg	Germany			27,66%	
Media Services GmbH	Germany			97,55%	
Antenna Hungaria	Hungaria			100,00%	Disposed of on May 30,2015, classified as assets held for sale since March 31, 2014
Hungaro DigiTel	Hungaria			55,38%	
Digitalis Atallasert	Hungaria			100,00%	
Arkena holding (ex - Qbrick holding)	Sweden	108	100,00%	100,00%	
Arkena AB (ex - Qbrick AB)	Sweden	46	100,00%	100,00%	
Arkena AS (ex - Qbrick AS)	Norway	11	100,00%	100,00%	
Arkena A/S (ex - Qbrick A/S)	Danemark	85	100,00%	100,00%	
Arkena Oy (ex - Qbrick Oy)	Finland	50	100,00%	100,00%	
Arkena Spain SL (ex - Qbrick Spain SL)	Spain	3	100,00%	100,00%	
Bebanjo	Spain	8	100,00%	100,00%	
Arkena Sp.zoo (ex PSN)	Poland	4 700	100,00%	100,00%	
Levira	Estonia	9 587	49,00%	49,00%	
Talinna Teletorn Foundation	Estonia	13	49,00%	49,00%	
Levira Central Europe	Estonia	5	49,00%		Created this year
Mediamobile Nordic	Finland	3 050	71,19%	71,19%	
TDF Entertainment Oy	Finlande	500	100,00%	100,00%	Created in September 2010, put into liquidation in March 2012
DFI BV	Netherlands	7 529	100,00%	100,00%	
Equity method					
Smartjog Ymagis Logistics	France	431	40,00%	40,00%	Created in November, 2013

The Estonian subsidiary Levira, in which TDF SAS holds a 49% equity stake and whose financial and operating policies are determined by the Group, is fully consolidated.

Concerning German and Hungarian entities, please refer to note 1.

Concerning MCR, this subsidiary is classified as asset held for sale as of March 31, 2015: indeed a decrease in the ownership bringing forth a loss of control is already signed, and will be effective on March 31, 2016.

At March 31, 2014

List of consolidated companies	Countries	Share capital in € thousands	% Interests March 2014	% Interests March 2013	Observation
Full consolidation					
Tyrol Acquisition 2	**France**	**165 819**	**100,00%**	**100,00%**	
TDF SAS	France	166 957	100,00%	100,00%	
Gobé	France				Disposed of on March 13, 2013
Antalis TV	France	386	100,00%	100,00%	
Diffusion Outre Mer	France		100,00%	100,00%	
Tiare	France		100,00%	100,00%	
MCR	Monaco	549	51,00%	83,33%	Partial disposal on September 27, 2015
Médiamobile	France	1 157	71,19%	71,19%	
Arkena SAS (ex - Cognacq Jay)	France	13 809	100,00%	100,00%	
Yacast Media	France				Acquired on May 24, 2012 and merged into Smartjog France in January 2013
Smartjog France	France	456	100,00%	100,00%	
Smartjog USA	USA	1 632	100,00%	100,00%	
Media Broadcast	Germany	26	97,55%	97,41%	
Taunus Beteiligungs 1	Germany	10 000	97,55%	97,41%	
Taunus Verwaltungs 2	Germany	25	97,55%	97,41%	
Taunus Management Verwaltungs	Germany	25	100,00%	100,00%	
Taunus Management Gmbh & Co Kg	Germany	922	27,66%	18,98%	
Media Services GmbH	Germany	25	97,55%	97,41%	Created on March 1, 2013
Antenna Hungaria	Hungaria	38 658	100,00%	100,00%	Held for sale - IFRS 5
Hungaro DigiTel	Hungaria	2 858	55,38%	55,38%	Held for sale - IFRS 5
Digitalis Atallasert	Hungaria	1 305	100,00%	100,00%	Held for sale - IFRS 5
Qbrick holding	Suède	112	100,00%	100,00%	
Qbrick AB	Suède	48	100,00%	100,00%	
Qbrick AS	Norvège	12	100,00%	100,00%	
Qbrick A/S	Danemark	85	100,00%	100,00%	
Qbrick Oy	Finlande	50	100,00%	100,00%	
Qbrick Spain SL	Espagne	3	100,00%	100,00%	
Bebanjo	Espagne	4	100,00%	100,00%	
Arkena Sp.zoo (ex PSN)	Pologne	4 602	100,00%	100,00%	
Levira	Estonie	9 587	49,00%	49,00%	
Talinna Teletorn Foundation	Estonie	13	49,00%	49,00%	
Mediamobile Nordic	Finlande	3 050	71,19%	71,19%	
Digita	Finlande				Disposed of on October 18, 2012
Digi Waves Oy	Finlande				Disposed of on October 18, 2012
TDF Nordic	Finlande				Disposed of on October 18, 2012
TDF Entertainment Oy	Finlande	500	100,00%	100,00%	Created in September 2010, put into liquidation in March 2012
DFI BV	Pays Bas	7 529	100,00%	100,00%	
Equity method					
Smartjog Ymagis Logistics	France	431	40,00%		Created in November, 2013

The Estonian subsidiary Levira, in which TDF SAS holds a 49% equity stake and whose financial and operating policies are determined by the Group, is fully consolidated.

Concerning MCR as well as the Hungarian entities, please refer to note 1.5.

On November 22, 2013, Smartjog France entered a partnership agreement with Ymagis, so as to set up a joint venture, Smartjog Ymagis Logistics (SYL), which aims to become a leading European provider of digital content delivery for cinema. This joint venture, in which Smartjog France holds a 40% stake, is consolidated under the equity method.