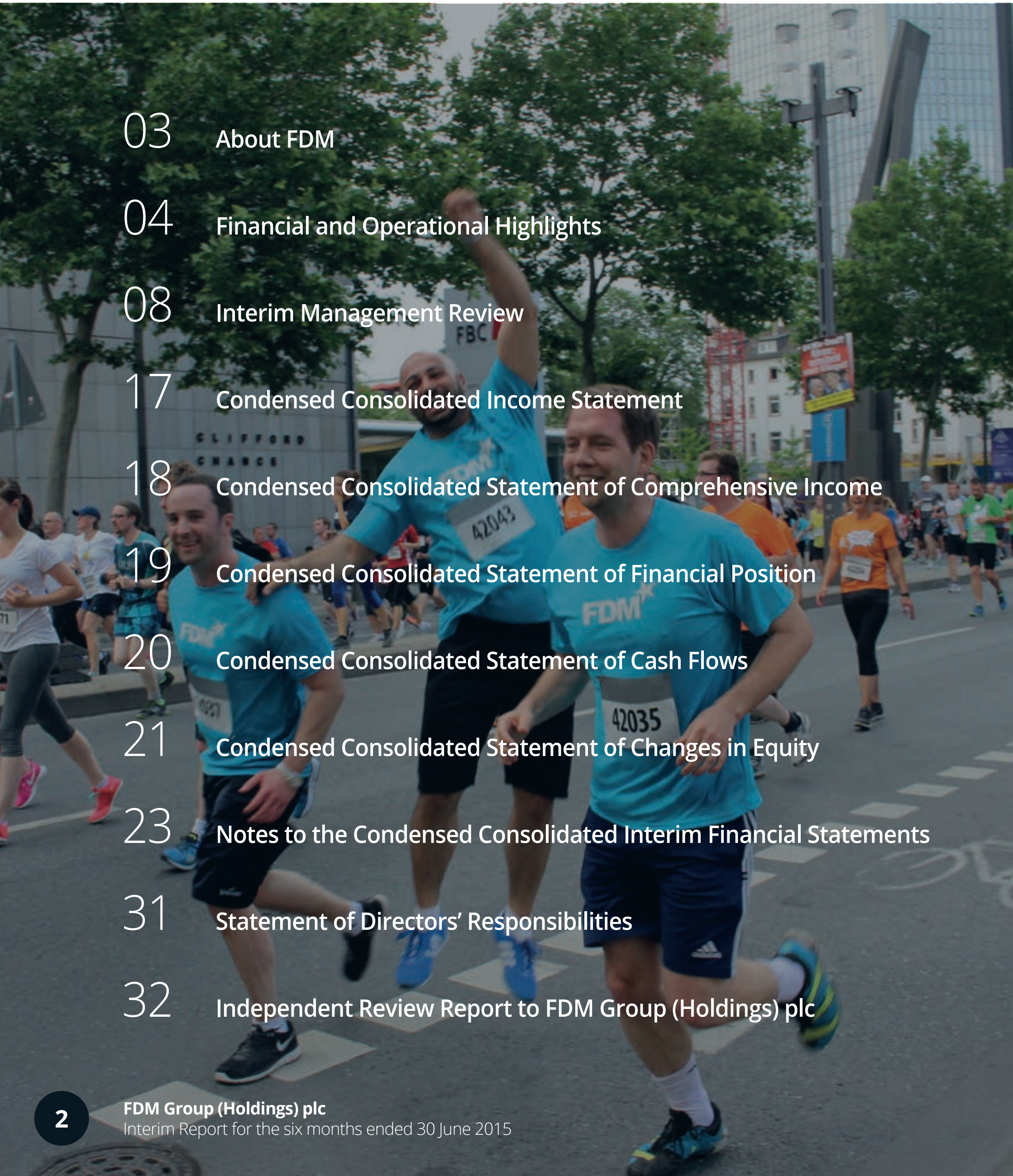
INTERIM REPORT

For the six months ended 30 June 2015

FDM Group (Holdings) plc

The next generation of IT and business consultants

Contents



About FDM

FDM Group (Holdings) plc ("the Company") and its subsidiaries, (together "the Group" or "FDM") is an international professional services provider focusing principally on Information Technology ("IT").

The Group's main business activities involve recruiting, training and placing its own permanent IT and business consultants (known as "Mounties") on client sites across a range of technical and business disciplines including Development, Testing, Project Management Office ("PMO"), Data and Operational Analysis, Business Analysis, Business Intelligence and Production Support. The Group also supplies contractors to customers, in order to supplement its own employed consultants' skill sets or to provide greater experience where required.

With a large number of blue chip clients across its operational territories, the Group has training academies and sales operations in dedicated facilities located in London, Leeds, Glasgow, New York, Toronto and Frankfurt. The Group also has a sales office in Hong Kong and operates in Singapore, South Africa, mainland China, Ireland, France, Switzerland and Luxembourg. FDM has established partnerships and relationships with key universities in order to continue creating and inspiring exciting careers.

FDM is a strong advocate of diversity in the workplace. The Group's workforce is made up of around 60 nationalities. The Group encourages and supports the recruitment of women into the IT industry, promoting their advancement through the "FDM Women in IT" initiative. The Group also actively recruits ex-Forces personnel in both the UK and USA.

Industry awards received during the period included:

- The JobCrowd - Top 100 Companies For Graduates To Work For 2015/16
- The JobCrowd - Top IT Services & Consulting Companies To Work For 2015/16
- Information Age Women in IT Awards - Editor's Choice 2015
- USA Military Times - Best for Vets Employer 2015
- USA CivilianJobs.com - Most Valuable Employer (MVE) for Military 2015

Note: Certain statements in this interim report are forward-looking. Although the Group believes that the expectations reflected in these forward-looking statements are reasonable, it can give no assurance that these expectations will prove to have been correct. Because these statements involve risks and uncertainties, actual results may differ materially from those expressed or implied by these forward-looking statements. The Group undertakes no obligation to update any forward-looking statements whether as a result of new information, future events or otherwise.

Financial and Operational Highlights

Financial highlights

	30 June 2015	30 June 2014	% change
Revenue	£74.6m	£56.6m	32%
Mountie Revenue	£55.4m	£41.2m	34%
Group profit before tax	£13.1m	£5.1m	157%
Adjusted[1] Group profit before tax	£13.4m	£10.4m	29%
Basic earnings per share	9.2p	2.4p	283%
Adjusted[1] basic earnings per share	9.3p	7.5p	24%
Net cash position at period end	£13.6m	£5.4m	152%
Cash flows generated from operations	£14.6m	£9.9m	47%
Adjusted[1] cash flows generated from operations	£14.6m	£11.0m	33%
Adjusted[1] cash conversion	109.2%	105.5%	4%
Interim dividend per share declared	8.0p	nil	-

Operational highlights

- Mounties assigned to client sites at the commencement of week 26 of the current financial year was 1,831 (2014 week 26: 1,319)[2]; (2014 week 52: 1,539)
- Total headcount assigned to client sites at week 26 was 2,176 (2014: 1,616)[2]; (2014 week 52: 1,845)
- Mountie utilisation rate for the six months to 30 June 2015 was 97.8% (2014: 97.8%)
- Further successful geographic expansion, including strong growth in Mounties on client sites in EMEA, North America and APAC
- Continued investment in training academies, with our Leeds Academy having opened in June 2015 and new locations identified in Glasgow and Toronto

[1] The adjusted Group profit before tax, adjusted cash flows generated from operations and adjusted cash conversion are calculated before: exceptional items and share option plan expenses (including associated taxes). The adjusted basic earnings per share is calculated before the impact of: exceptional items and share option plan expenses (including associated taxes).

[2] Week 26 in 2015 commenced on 22 June 2015 (2014: week 26 commenced on 23 June 2014).

Rod Flavell, CEO, commented:

The first half of 2015 has seen a strong performance from the Group with buoyant markets, significant levels of client demand across all operating locations and Mountie deployment on client sites continuing to reach new highs.

In the six month period from 1 January 2015 we have grown Mounties on site by 19% (39% over the last year) and increased joiners to our training academies (i.e. future Mounties) by 28%.

We continue to seek additional locations and expansion opportunities for the Group in each of our current operating locations. In June 2015 we opened our Leeds Academy, which has more than doubled the capacity of the Manchester based Academy that it replaced. We have also identified replacement sites in Toronto and Glasgow which will enable us to upscale our Academies and expand our service offerings in these locations.

We are pleased with the Group's financial performance for the six months to 30 June 2015 and are confident that the Group is well placed to continue to deliver good growth.

North America

Mounties deployed on client sites grew by **77.1%**

UK and Ireland

Mounties deployed on client sites grew by **23.6%**

EMEA

Mounties deployed on client sites grew by **73.8%**

APAC

Mounties deployed on client sites grew by **91.1%**

The first half of 2015 has seen a strong performance from the Group with buoyant markets, significant levels of client demand across all operating locations and Mountie deployment on client sites continuing to reach new highs

Interim Management Review

FDM's strategy is to deliver sustainable growth and advancement on a consistent basis. This requires that all activities and investments are customer led and deliver sustained and measurable improvements and returns for all stakeholders including customers, employees and shareholders.

The Group's strategy is to increase the number of Mounties on site delivering professional and IT services to our customers through:

- Establishing new training academies and investing in operational capacity and new service areas;
- Expanding our geographic presence across the territories in which we operate;
- Increasing the number of Mounties on site across our existing customer base and growing the number of new customers;
- Investing in the development, growth and progression of our people; and
- Being agile and responsive to shifting technology trends and customer demands.

Group results

FDM delivered a strong operating performance in the period with Group revenues increasing by 31.8% to £74.6 million (2014: £56.6 million). Adjusted operating profit increased by 26.2% to £13.5 million (2014: £10.7 million). Operating profit for the Group was £13.2 million (2014: £5.4 million).

In 2015 there is a charge of £0.2 million relating to the accounting for the Group's new share option plan and associated taxes. The share option plan charge has been included within administrative expenses (2014: £nil). In 2015 there were no exceptional costs (2014: exceptional costs related to the Initial Public Offering ("IPO") of the Company of £4.9 million and an exceptional share-based payment expense relating to a one off award of shares to Directors of £0.4 million).

Adjusted basic earnings per share was 9.3 pence (2014: 7.5 pence) whilst basic and diluted earnings per share was 9.2 pence (2014: 2.4 pence).

Total headcount at week 26 2015 was 2,176 assigned to client sites (2014: 1,616 assigned to client sites). Of this total 1,831 were Mounties (2014: 1,319) and 345 were contractors (2014: 297). This represents a 34.7% increase in the total headcount assigned to client sites and an increase of 38.8% in the number of Mounties assigned to client sites.

Mountie revenues for the six months to 30 June 2015 were 34.5% higher at £55.4 million (2014: £41.2 million). Within this total and reflecting the planned geographic expansion of the Group's customer base, Mountie revenues in the UK and Ireland increased by 18.3% to £34.9 million (2014: £29.5 million), in North America Mountie revenues increased by 77.9% to £13.7 million (2014: £7.7 million), in Europe, Middle East and Africa, excluding UK and Ireland ("EMEA"), revenues increased by 59.4% to £5.1 million (2014: £3.2 million) and in Asia Pacific ("APAC") revenues doubled to £1.6 million (2014: £0.8 million).

The relative movement in Mountie and contractor headcount, and related revenues, reflect the Group's intention to increase Mountie revenues, which is driven by growth in the placement of Mounties to existing and new clients in both current and new service offerings. Adjusted operating profit margins of 18.0% (2014: 18.9%) are slightly lower in the first six months of 2015 as a result of increased operating costs from June 2014 associated with becoming a listed company and continued investment in our operations.

Segmental review

UK and Ireland

The UK and Ireland operations grew to 1,174 Mounties deployed on client sites at week 26 2015, an increase of 23.6% over week 26 2014 of 950. Total revenue generated for the six months to 30 June 2015 was up by 21.6% to £51.2 million (2014: £42.1 million). Operating profit before exceptional items for the six months to 30 June 2015 increased by 9.3% to £10.6 million (2014: £9.7 million).

Demand from our UK customers has been strong throughout the period. As the UK is the test bed for new service areas designed to broaden our sector, client and potential Mountie reach, we have augmented our proposition with the introduction of our newest service area, Business Analysis, which from launch this year has grown to 45 Mounties on site and the Group intends to replicate this in other FDM locations in due course.

In June 2015 we relocated from Manchester to a larger Academy and sales office in Leeds, in the heart of the local financial district. Moving to a bigger space provides capacity for FDM to recruit and train additional high-calibre graduates and ex-Forces personnel. This move will also provide an opportunity for FDM to work more closely with our university partners in the area, while creating new partnerships and developing existing relationships with companies in the region.

North America

Our North American operations, centred in New York in the USA and Toronto in Canada, delivered a very strong performance in the six months to 30 June 2015, growing Mounties on client sites by 77.1% from the previous June. Mounties deployed on client sites at week 26 2015 totalled 425 (2014 week 26: 240). Combined North American revenue increased by 76.3% to £16.4 million for the six months to 30 June 2015 (2014: £9.3 million) and operating profit was £2.3 million (2014: £0.9 million). In the USA we placed Mounties in four new states including Virginia and Maryland, whilst in Canada we now have the five largest banks as clients. The North America management team was strengthened in this period through a number of key hires to support its ongoing growth.

EMEA

Our EMEA operations performed well in a market made more complex by the differing interpretations by clients of the evolving labour leasing legislation in Germany. The growth of our EMEA business is likely to be less linear whilst our clients adapt to these changes. The focus of the EMEA business is to continue to grow the Mountie model in both Germany and Switzerland. EMEA grew Mountie numbers by 73.8% with 146 Mounties deployed on client sites at week 26 2015 against 84 at week 26 2014.

EMEA revenues increased by 25.6% to £5.4 million (2014: £4.3 million) and operating profit increased to £0.3 million from £0.1 million.

APAC

Our APAC business is based in Hong Kong and also supports the Group's operations in Singapore and China. It performed well during the period, growing Mounties deployed on client sites by 91.1% to 86 at week 26 2015 against 45 in week 26 2014. As this business invests, the Group is looking to open an Academy in Singapore in 2016 and the hiring of additional sales and recruitment staff is continuing. Operating profit for the six months to 30 June 2015 was £0.1 million (2014: £0.1 million), with revenues at £1.6 million (2014: £0.8 million).

In the USA we placed Mounties in four new states, whilst in Canada we now have the five largest banks as clients

Exceptional costs

There were no exceptional costs in the six months to 30 June 2015. In the six months to 30 June 2014, exceptional costs related to the IPO of the Company were £4.9 million with an exceptional share-based payment expense of £0.4 million.

Net finance expense

The net finance expense relates principally to non-utilisation charges on the undrawn element of the Group's revolving credit facility and fees arising from the Group's working capital facility (which expired in February 2015).

Taxation

The tax charge of £3.3 million represents the effective tax charge on the Group profit before taxation at the Group's effective tax rate of 24.9% (2014: 24.3% excluding the impact of exceptional items).

Earnings per share

Basic earnings per share for the period was 9.2 pence (2014: 2.4 pence). Adjusted basic earnings per share[1] was 9.3 pence per share (2014: 7.5 pence). There is no difference between basic earnings per share and diluted earnings per share.

Statement of financial position and net funds

As at 30 June 2015 the Group had net cash of £13.6 million (2014: £5.4 million). The Group has a revolving credit facility of £20.0 million available until August 2018; the facility was undrawn at 30 June 2015. The committed facilities are in place to support the Group's financing needs and provide headroom against forecast requirements.

[1] In the six months to 30 June 2015 adjusted basic earnings per share is before share option plan expenses (including associated taxes). In the six months to 30 June 2014, adjusted basic earnings per share was before the impact of exceptional items related to the IPO and an exceptional share-based payment expense.

Dividend

An interim dividend of 8.0 pence per ordinary share (2014: nil pence) was declared by the Directors on 28 July 2015 and will be payable on 25 September 2015 to holders of record on 21 August 2015. The Board continues to follow a progressive dividend policy, while allowing the Group to retain sufficient capital to fund ongoing operating requirements and to invest in long-term growth.

Related party transactions

Details of related party transactions are included in note 13 to the condensed interim financial statements.

Summary and outlook

We are pleased with the Group's financial performance for the six months to 30 June 2015 and are confident that the Group is well placed to continue to deliver good growth.

Principal risks facing the business

The Group faces a number of risks and uncertainties which could have a material impact upon its long-term performance. The principal risks and uncertainties faced by the Group are set out in the Annual Report and Accounts for the year ended 31 December 2014, and are summarised as follows:

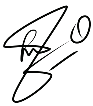
- Prolonged economic downturn in the Group's key markets and sectors;
- Concentration exposure in the banking and financial services sector;
- Ability of the Group to balance supply and demand of Mounties;
- Ability of the Senior Management team to exercise required oversight over growing UK and overseas businesses;
- Ability to recruit, manage and retain high quality candidates working for FDM;
- Ability of the business to effectively upscale;
- Ability of the Group to develop new service offerings in line with developments of new IT solutions and customer requirements;
- Compliance with international tax, legal, employment and other business regulations; and
- Growth of the Group's cash balances beyond its foreseeable requirements.

Further explanation of the risks, and how the Group seeks to mitigate them, can be found on pages 17 to 20 of the Annual Report and Accounts for the year ended 31 December 2014, which is available at www.fdmgroup.com.

The Group's Directors routinely monitor all of these risks and uncertainties and appropriate actions are taken where possible to mitigate them. In addition to the above risks, the Directors now consider the following risk to be included in the principal risks to the Group:

- The threat of cyber attacks on the Group's IT system could lead to a breach of security. Failure to manage this risk and continually update processes could lead to fraud and financial losses, disruption of operations, loss of confidential data and potential reputational damage. This risk is mitigated by reviewing and testing the technological infrastructure and developing systems and processes to prevent and detect a breach of security.

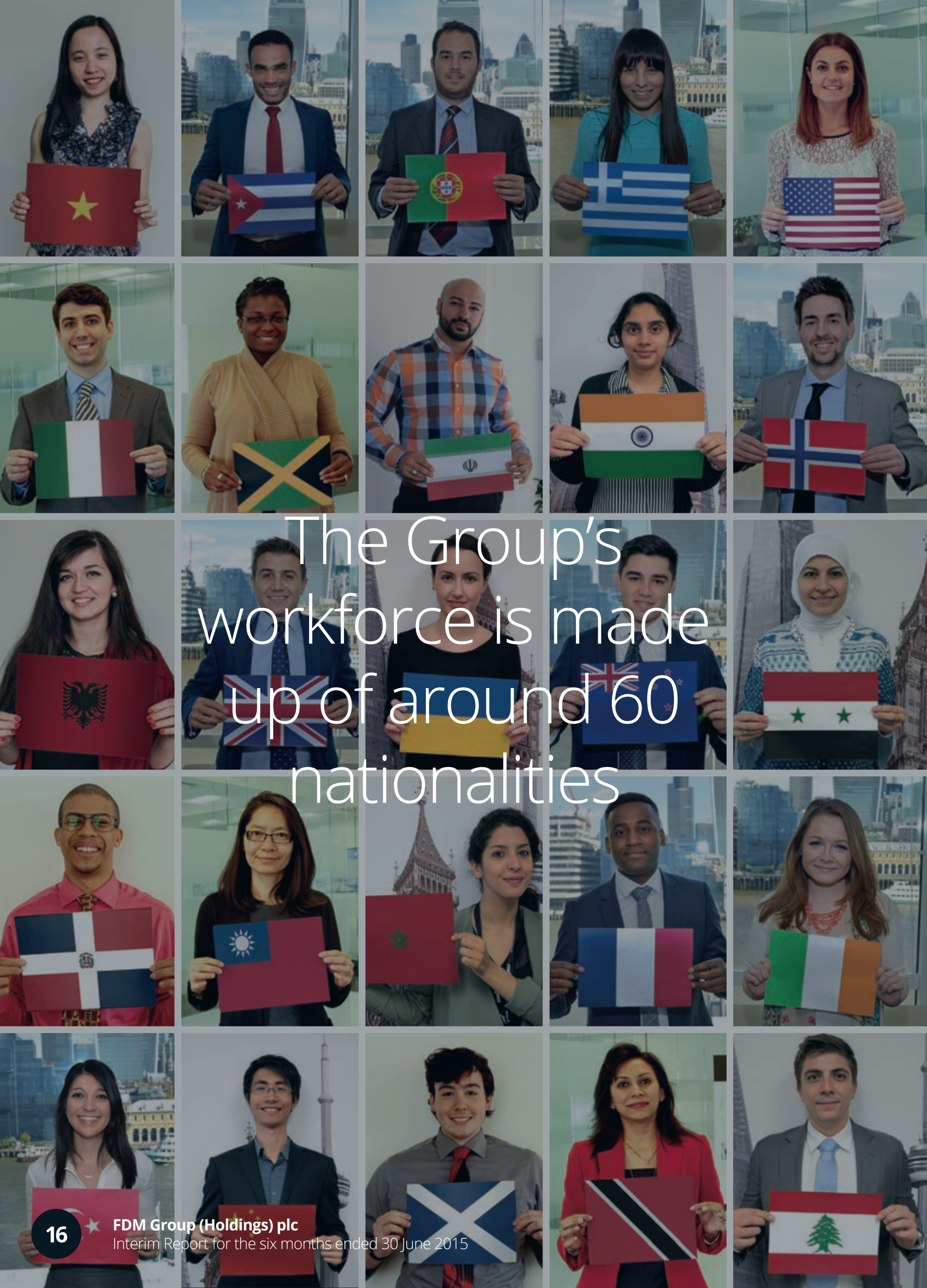
By order of the Board



Rod Flavell
(Chief Executive Officer)

Mike McLaren
(Chief Financial Officer)

28 July 2015



The Group's workforce is made up of around 60 nationalities

Condensed Consolidated Income Statement

for the six months ended 30 June 2015

	Note	**Six months to 30 June 2015 (Unaudited) £000**	Six months to 30 June 2014 (Unaudited) £000	Year ended 31 December 2014 (Audited) £000
Revenue		**74,570**	56,572	123,257
Cost of sales		**(45,803)**	(34,016)	(74,859)
Gross profit		**28,767**	22,556	48,398
Administrative expenses		**(15,531)**	(11,860)	(23,530)
Exceptional administrative expenses	7	-	(5,308)	(5,412)
Total administrative expenses		**(15,531)**	(17,168)	(28,942)
Operating profit		**13,236**	5,388	19,456
Financial income		**7**	3	4
Financial expense		**(106)**	(303)	(490)
Net finance expense		**(99)**	(300)	(486)
Analysis of profit before income tax				
Operating profit before exceptional items		**13,236**	10,696	24,868
Exceptional items		-	(5,308)	(5,412)
Net finance expense		**(99)**	(300)	(486)
Profit before income tax		**13,137**	5,088	18,970
Taxation	8	**(3,271)**	(2,524)	(5,473)
Profit for the period		**9,866**	2,564	13,497
Earnings per ordinary share		**pence**	pence	pence
Basic and diluted	10	**9.2**	2.4	12.7

Condensed Consolidated Statement of Comprehensive Income

for the six months ended 30 June 2015

	Six months to 30 June 2015 (Unaudited) £000	Six months to 30 June 2014 (Unaudited) £000	Year ended 31 December 2014 (Audited) £000
Profit for the period	**9,866**	2,564	13,497
Items that may be subsequently reclassified to profit or loss:			
Exchange differences on retranslation of foreign operations (excluding tax)	**(282)**	(263)	124
Tax on items that may be subsequently reclassified to profit or loss	**-**	56	(27)
Total other comprehensive income	**(282)**	(207)	97
Total comprehensive income recognised for the period	**9,584**	2,357	13,594

Condensed Consolidated Statement of Financial Position

as at 30 June 2015

	Note	**30 June 2015 (Unaudited) £000**	30 June 2014 (Unaudited) £000	31 December 2014 (Audited) £000
Non-current assets				
Property, plant and equipment		**3,414**	2,483	2,522
Intangible assets		**19,473**	19,386	19,429
		22,887	21,869	21,951
Current assets				
Trade and other receivables		**27,545**	23,363	25,072
Cash and cash equivalents	11	**13,605**	8,449	12,287
		41,150	31,812	37,359
Total assets		**64,037**	53,681	59,310
Current liabilities				
Trade and other payables		**17,315**	17,245	14,013
Current income tax liabilities		**2,221**	2,094	2,515
		19,536	19,339	16,528
Non-current liabilities				
Borrowings	11	-	3,000	-
Deferred income tax liability		**266**	34	259
		266	3,034	259
Total liabilities		**19,802**	22,373	16,787
Net assets		**44,235**	31,308	42,523
Equity attributable to owners of the parent				
Share capital	12	**1,075**	1,127	1,127
Share premium		**8,364**	8,364	8,364
Capital redemption reserve		**52**	-	-
Other capital reserves		**192**	-	-
Translation reserve		**(139)**	(161)	143
Retained earnings		**34,691**	21,978	32,889
Total equity		**44,235**	31,308	42,523

Condensed Consolidated Statement of Cash Flows

for the six months ended 30 June 2015

	Note	**Six months to 30 June 2015 (Unaudited) £000**	Six months to 30 June 2014 (Unaudited) £000	Year ended 31 December 2014 (Audited) £000
Cash flows from operating activities				
Group profit before tax for the period		**13,137**	5,088	18,970
Adjustments for:				
Depreciation and amortisation		**336**	308	643
Financial income		**(7)**	(3)	(4)
Financial expense		**106**	303	490
Share-based payments		**192**	421	421
Increase in trade and other receivables		**(2,473)**	(2,334)	(4,044)
Increase in trade and other payables		**3,294**	6,102	2,852
Cash flows generated from operations		**14,585**	9,885	19,328
Interest received		**7**	3	4
Income tax paid		**(3,557)**	(2,595)	(4,898)
Net cash flows from operating activities		**11,035**	7,293	14,434
Cash flows from investing activities				
Acquisition of property, plant and equipment		**(1,222)**	(283)	(601)
Acquisition of intangible assets		**(66)**	(6)	(70)
Net cash used in investing activities		**(1,288)**	(289)	(671)
Cash flows from financing activities				
Proceeds from issuance of ordinary shares		-	7,902	7,902
Repayment of borrowings	11	-	(12,000)	(15,000)
Finance costs paid		**(99)**	(278)	(466)
Dividends paid	9	**(8,064)**	-	-
Net cash used in financing activities		**(8,163)**	(4,376)	(7,564)
Net increase in cash and cash equivalents		**1,584**	2,628	6,199
Effect of exchange rate fluctuations on cash held		**(266)**	(189)	78
Cash and cash equivalents at beginning of period		**12,287**	6,010	6,010
Cash and cash equivalents at end of period		**13,605**	8,449	12,287

Condensed Consolidated Statement of Changes in Equity

for the six months ended 30 June 2015

	Share capital £000	Share premium £000	Treasury shares £000	Capital redemption reserve £000	Other capital reserves £000	Translation reserve £000	Retained earnings £000	Total equity £000
Unaudited								
Balance at 1 January 2015	1,127	8,364	-	-	-	143	32,889	42,523
Profit for the period	-	-	-	-	-	-	9,866	9,866
Other comprehensive income for the period	-	-	-	-	-	(282)	-	(282)
Total comprehensive income for the period	-	-	-	-	-	(282)	9,866	9,584
Share-based payments	-	-	-	-	192	-	-	192
Purchase of deferred shares (note 12)	(52)	-	-	52	-	-	-	-
Dividends	-	-	-	-	-	-	(8,064)	(8,064)
Balance at 30 June 2015	**1,075**	**8,364**	**-**	**52**	**192**	**(139)**	**34,691**	**44,235**

	Share capital £000	Share premium £000	Treasury shares £000	Capital redemption reserve £000	Other capital reserves £000	Translation reserve £000	Retained earnings £000	Total equity £000
Unaudited								
Balance at 1 January 2014	1,018	543	(22)	-	-	46	19,021	20,606
Profit for the period	-	-	-	-	-	-	2,564	2,564
Other comprehensive income for the period	-	-	-	-	-	(207)	-	(207)
Total comprehensive income for the period	-	-	-	-	-	(207)	2,564	2,357
Share-based payments	-	-	-	-	421	-	-	421
Transfer to retained earnings	-	-	-	-	(421)	-	421	-
Sale of treasury shares	-	-	22	-	-	-	-	22
Bonus issue of shares	81	(53)	-	-	-	-	(28)	-
Proceeds from shares issued	28	7,972	-	-	-	-	-	8,000
Cost of shares issued	-	(98)	-	-	-	-	-	(98)
Balance at 30 June 2014	**1,127**	**8,364**	**-**	**-**	**-**	**(161)**	**21,978**	**31,308**

Condensed Consolidated Statement of Changes in Equity *(continued)*

for the six months ended 30 June 2015

	Share capital £000	Share premium £000	Treasury shares £000	Capital redemption reserve £000	Other capital reserves £000	Translation reserve £000	Retained earnings £000	Total equity £000
Audited								
Balance at 1 January 2014	1,018	543	(22)	-	-	46	19,021	20,606
Profit for the year	-	-	-	-	-	-	13,497	13,497
Other comprehensive income for the year	-	-	-	-	-	97	-	97
Total comprehensive income for the year	-	-	-	-	-	97	13,497	13,594
Share-based payments	-	-	-	-	421	-	-	421
Transfer to retained earnings	-	-	-	-	(421)	-	421	-
Sale of treasury shares	-	-	22	-	-	-	(22)	-
Bonus issue of shares	81	(53)	-	-	-	-	(28)	-
Proceeds from shares issued	28	7,972	-	-	-	-	-	8,000
Cost of shares issued	-	(98)	-	-	-	-	-	(98)
Balance at 31 December 2014	**1,127**	**8,364**	**-**	**-**	**-**	**143**	**32,889**	**42,523**

Notes to the Condensed Consolidated Interim Financial Statements

1 General information

The Group is an international professional services provider focusing principally on Information Technology, specialising in the recruitment, training and deployment of its own permanent IT and business consultants.

The Company is a public limited company incorporated and domiciled in the UK with a Premium Listing on the London Stock Exchange. The Company's registered office is 3rd Floor, The Cottons Centre, Cottons Lane, London SE1 2QG and its registered number is 07078823.

These condensed interim financial statements were approved for issue by the Board of Directors of the Group on 28 July 2015. They have not been audited, but have been subject to an independent review by PricewaterhouseCoopers LLP, whose independent report is included on pages 32 to 34.

These condensed interim financial statements do not comprise statutory accounts within the meaning of section 434 of the Companies Act 2006. The Annual Report and Accounts for the year ended 31 December 2014 was approved by the Board of Directors of the Group on 10 March 2015 and delivered to the Registrar of Companies. The report of the auditors on those accounts was unqualified, did not contain an emphasis of matter paragraph and did not contain any statement under section 498 of the Companies Act 2006.

2 Basis of preparation

These condensed interim financial statements for the six months ended 30 June 2015 have been prepared in accordance with the Disclosure and Transparency Rules of the Financial Conduct Authority and IAS 34 'Interim Financial Reporting' as adopted by the European Union. These condensed interim financial statements should be read in conjunction with the Annual Report and Accounts for the year ended 31 December 2014, which has been prepared in accordance with IFRSs as adopted by the European Union.

The Group's continued and forecast global growth, positive operating cash flow and liquidity position, together with its distinctive business model and infrastructure, enable the Group to manage its business risks. The Group's forecasts and projections show that it will continue to operate with adequate cash resources and within the current working capital facilities. The Group passed all bank covenants tested in the period and forecasts that all covenants will be passed for a period of at least twelve months from the date of signing this interim report.

Having reassessed the principal risks, the Directors considered it appropriate to adopt the going concern basis of accounting in preparing the interim financial information.

3 Significant accounting policies

These condensed interim financial statements have been prepared in accordance with the accounting policies, methods of computation and presentation adopted in the financial statements for the year ended 31 December 2014, except for certain IAS 34 Interim Financial Reporting requirements in respect of income tax.

The Directors have considered all new, revised or amended standards and interpretations which are mandatory for the first time for the financial year ending 31 December 2015, and concluded that none have had any significant impact on these interim financial statements. New, revised or amended standards and interpretations that are not yet effective have not been early adopted and are not expected to have any significant impact on the Group.

4 Estimates

When preparing the condensed interim financial statements, management undertakes a number of judgements, estimates and assumptions about recognition and measurement of assets, liabilities, income and expenses. The actual results may differ from the judgements, estimates and assumptions made by management, and will seldom equal the estimated results.

The judgements, estimates and assumptions applied in the interim financial statements, including the key sources of estimation uncertainty, were the same as those applied in the Group's last annual financial statements for the year ended 31 December 2014. The only exceptions are:

- The estimate of the provision for income taxes, which is determined in the interim financial statements using the estimated average annual effective income tax rate applied to the pre-tax income of the interim period; and

- The share option expense, which is based on the estimated number of options that are expected to vest, the associated taxes thereon and the judgemental inputs to the Black-Scholes model used to estimate fair value at the grant date.

5 Seasonality

The Group is not significantly impacted by seasonality trends. A lower number of working days in the first half of the year is approximately offset by increased annual leave in the second half of the year.

6 Segmental reporting

Management has determined the operating segments based on the operating reports reviewed by the Board of Directors that are used to assess both performance and strategic decisions. Management has identified that the Executive Directors are the chief operating decision maker in accordance with the requirements of IFRS 8 'Operating segments'.

At 30 June 2015, the Board of Directors consider that the Group is organised on a worldwide basis into four core geographical operating segments:

(1) UK and Ireland;
(2) North America;
(3) Europe, Middle East and Africa, excluding UK and Ireland ("EMEA"); and
(4) Asia Pacific ("APAC").

Each geographical segment is engaged in providing services within a particular economic environment and is subject to risks and returns that are different from those of segments operating in other economic environments.

All segment revenue, profit before taxation, assets and liabilities are attributable to the principal activity of the Group, being an international IT services provider.

During the six month period to 30 June 2015 the measurement methods used to determine operating segments and reported segmental profit or loss has been updated to include all recharges from operating segments and where appropriate central costs. This analysis provides a clearer understanding of the underlying performance in each segment. The comparative numbers have been restated for comparability.

6 Segmental reporting *(continued)*

Segmental reporting for the six months ended 30 June 2015

	UK and Ireland £000	North America £000	EMEA £000	APAC £000	Total £000
Revenue	51,185	16,352	5,440	1,593	74,570
Depreciation and amortisation	(246)	(82)	(7)	(1)	(336)
Segment operating profit	**10,550**	**2,276**	**340**	**70**	**13,236**
Finance income	7	-	-	-	7
Finance costs	(99)	(2)	(4)	(1)	(106)
Profit before tax	**10,458**	**2,274**	**336**	**69**	**13,137**
Total assets	**50,146**	**8,968**	**3,836**	**1,087**	**64,037**
Total liabilities	**(14,211)**	**(3,531)**	**(1,477)**	**(583)**	**(19,802)**

Segmental reporting for the six months ended 30 June 2014

	UK and Ireland £000	North America £000	EMEA £000	APAC £000	Total £000
Revenue	42,123	9,342	4,307	800	56,572
Depreciation and amortisation	(215)	(80)	(12)	(1)	(308)
Operating profit before exceptional items	**9,654**	**902**	**93**	**47**	**10,696**
Exceptional expenses	(5,308)	-	-	-	(5,308)
Segment operating profit	**4,346**	**902**	**93**	**47**	**5,388**
Finance income	3	-	-	-	3
Finance costs	(295)	(2)	(6)	-	(303)
Profit before tax	**4,054**	**900**	**87**	**47**	**5,088**
Total assets	**44,452**	**5,233**	**3,307**	**689**	**53,681**
Total liabilities	**(18,578)**	**(2,774)**	**(825)**	**(196)**	**(22,373)**

Segmental reporting for the year ended 31 December 2014

	UK and Ireland £000	North America £000	EMEA £000	APAC £000	Total £000
Revenue	90,313	22,122	8,909	1,913	123,257
Depreciation and amortisation	(456)	(165)	(20)	(2)	(643)
Operating profit before exceptional items	**21,191**	**3,133**	**488**	**56**	**24,868**
Exceptional expenses	(5,339)	(73)	-	-	(5,412)
Segment operating profit	**15,852**	**3,060**	**488**	**56**	**19,456**
Finance income	4	-	-	-	4
Finance costs	(473)	(5)	(11)	(1)	(490)
Profit before tax	**15,383**	**3,055**	**477**	**55**	**18,970**
Total assets	**47,101**	**7,546**	**3,676**	**987**	**59,310**
Total liabilities	**(11,551)**	**(3,435)**	**(1,357)**	**(444)**	**(16,787)**

Information about major customers

One customer represents 10% or more of the Group's revenues from all four operating segments and is presented as follows:

	Six months to 30 June 2015 £000	Six months to 30 June 2014 £000	Year ended 31 December 2014 £000
Revenue from customer	**20,614**	12,493	30,252

7 Exceptional items

The Group incurred no exceptional costs in the six months ended 30 June 2015.

During the six months ended 30 June 2014, the Group incurred exceptional costs of £4,887,000 in respect of its listing on the Main Market of the London Stock Exchange and an exceptional share-based payment expense of £421,000.

8 Taxation

Income tax expense is recognised based on management's estimate of the weighted average annual income tax rate expected for the full financial year. The estimated average annual tax rate used for the six months ended 30 June 2015 is 24.9% (the estimated tax rate for the six months ended 30 June 2014 was 24.3%). In the six months ended 30 June 2014, the taxation charge was higher than the expected annual tax rate due to exceptional administrative expenses of £5,308,000 which were assumed to be disallowable for tax purposes and had the effect of increasing the effective tax rate to 49.6%.

9 Dividends

An interim dividend of 8.0 pence per ordinary share (2014: nil pence) was declared by the Directors on 28 July 2015 and will be payable on 25 September 2015 to holders of record on 21 August 2015. An interim dividend of 7.5 pence per ordinary share in respect of the period from admission of the Company's shares to the Main Market of the London Stock Exchange on 20 June 2014 to 31 December 2014 was paid on 12 June 2015. There were no dividends declared or paid in the six month period ended 30 June 2014.

10 Earnings per ordinary share

Basic earnings per share is calculated by dividing the profit attributable to ordinary equity holders of the parent company by the weighted average number of ordinary shares in issue during the period. There is no difference between basic and diluted earnings per share for the year as there are no dilutive shares.

		Six months to 30 June 2015	Six months to 30 June 2014	Year ended 31 December 2014
Profit for the period	£000	**9,866**	2,564	13,497
Average number of ordinary shares in issue	Number	**107,517,506**	104,899,452	106,219,238
Earnings per share (ordinary shares)	Pence	**9.2**	2.4	12.7

Adjusted basic earnings per share is calculated by dividing the profit attributable to ordinary equity holders of the parent company, excluding exceptional items and share option plan expense (including associated taxes), by the weighted average number of ordinary shares in issue during the period.

		Six months to 30 June 2015	Six months to 30 June 2014	Year ended 31 December 2014
Profit for the period (basic earnings)	£000	**9,866**	2,564	13,497
Exceptional items (net of tax)	£000	-	5,308	5,137
Share option plan expense (including associated taxes) (see note 12)	£000	**223**	-	-
Tax effect of adjusting items	£000	**(62)**	-	-
Adjusted profit for the period	£000	**10,027**	7,872	18,634
Average number of ordinary shares in issue	Number	**107,517,506**	104,899,452	106,219,238
Adjusted earnings per share	Pence	**9.3**	7.5	17.5

11 Analysis of net cash (non-GAAP measure)

Analysis of net cash	**30 June 2015 £000**	30 June 2014 £000	31 December 2014 £000
Revolving credit facility	-	(3,000)	-
Total debt	-	(3,000)	-
Add cash and cash equivalents	**13,605**	8,449	12,287
Net cash	**13,605**	5,449	12,287

Net cash is defined as borrowings less net cash and cash equivalents. The Group had undrawn borrowings at 30 June 2015 of £20,000,000 (2014: £27,000,000).

12 Share capital

Share option plan

On 20 April 2015 the Company granted awards over its ordinary shares under the FDM 2014 Performance Share Plan ("PSP"). The vesting of the awards is subject to the achievement of a performance condition based upon the annual compound growth in the Group's earnings per share over the three year performance period ending 31 December 2017.

The approved PSP includes tax qualifying options under the FDM Company Share Option Plan ("CSOP"), Linked Awards (linked to fund the purchase of the CSOP options) and separate awards under the PSP. The fair value of the share awards was calculated using a Black-Scholes model at the date of the grant. The fair value calculated was £0.56 for each CSOP option and £2.81 for each PSP award (which includes the Linked Awards).

12 Share capital *(continued)*

Deferred shares

At the Company's Annual General Meeting held on 30 April 2015, shareholders approved the purchase by the Company of 5,200,392 deferred shares for £1.00; the deferred shares had a nominal value of £0.01 each.

13 Related party transactions

During the six month period ended 30 June 2015 the Company paid £18,000 (six months ended 30 June 2014: £15,000) to Sheila Flavell, Chief Operating Officer, for rent of an apartment used for short-term employee accommodation. The rent payable was at market rate, and no balances were outstanding at 30 June 2015 (2014: £nil).

During the six month period ended 30 June 2015 the Company paid £19,000 (six months ended 30 June 2014: £nil) for contractor IT services to Viper Business Solutions Limited, which is a limited company of the daughter of Sheila Flavell. The IT services performed were at market rate, no balances were outstanding at 30 June 2015 (2014: £nil).

The key management personnel comprise the Directors of the Group. The compensation of key management is set out below:

	Six months to 30 June 2015 £000	Six months to 30 June 2014 £000	Year ended 31 December 2014 £000
Short-term employee benefits	**1,112**	874	1,737
Post-employment benefits	**13**	11	24
Share-based payments	**50**	421	421
	1,175	1,306	2,182

14 Financial instruments

There are no differences between the fair value of the financial assets and liabilities included within the following categories in the condensed consolidated statement of financial position and their carrying value:

- Trade and other receivables
- Cash and cash equivalents
- Trade and other payables

Statement of Directors' Responsibilities

The Directors confirm that these condensed interim financial statements have been prepared in accordance with International Accounting Standard 34 "Interim Financial Reporting" as adopted by the European Union, and that the interim management report includes a fair review of the information required by DTR 4.2.7 and DTR 4.2.8 of the Disclosure and Transparency Rules of the Financial Conduct Authority, namely:

- An indication of important events that have occurred during the first six months and their impact on the condensed set of financial statements, and a description of the principal risks and uncertainties for the remaining six months of the financial year; and

- Material related party transactions in the first six months and any material changes in the related party transactions described in the last annual report.

Directors who held office during the period:

Ivan Martin	(Non-Executive Chairman)
Roderick Flavell	(Chief Executive Officer)
Sheila Flavell	(Chief Operating Officer)
Michael McLaren	(Chief Financial Officer)
Andrew Brown	(Group Commercial Director)
Peter Whiting	(Non-Executive Director)
Jonathan Brooks	(Non-Executive Director)
Robin Taylor	(Non-Executive Director)

The Executive Directors and Chairman of FDM were listed in the financial statements of the Company for the year ended 31 December 2014 and remained the same in the six months to 30 June 2015.

By order of the Board

Rod Flavell
(Chief Executive Officer)

Mike McLaren
(Chief Financial Officer)

28 July 2015

Independent Review Report to FDM Group (Holdings) plc

Report on the condensed consolidated interim financial statements

Our conclusion

We have reviewed the condensed interim financial statements, defined below, in the interim report of FDM Group (Holdings) plc for the six months ended 30 June 2015. Based on our review, nothing has come to our attention that causes us to believe that the condensed interim financial statements are not prepared, in all material respects, in accordance with International Accounting Standard 34 as adopted by the European Union and the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

This conclusion is to be read in the context of what we say in the remainder of this report.

What we have reviewed

The condensed interim financial statements, which are prepared by FDM Group (Holdings) plc, comprise:

- the condensed consolidated statement of financial position as at 30 June 2015;
- the condensed consolidated income statement and the condensed consolidated statement of comprehensive income for the period then ended;
- the condensed consolidated statement of cash flows for the period then ended;
- the condensed consolidated statement of changes in equity for the period then ended; and
- the notes to the condensed consolidated interim financial statements.

As disclosed in note 2, the financial reporting framework that has been applied in the preparation of the full annual financial statements of the Group is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

The condensed interim financial statements included in the interim report has been prepared in accordance with International Accounting Standard 34, "Interim Financial Reporting", as adopted by the European Union and the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

Report on the condensed consolidated interim financial statements *(continued)*

What a review of condensed consolidated interim financial statements involves

We conducted our review in accordance with International Standard on Review Engagements (UK and Ireland) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Auditing Practices Board for use in the United Kingdom. A review of interim financial information consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures.

A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing (UK and Ireland) and, consequently, does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

We have read the other information contained in the interim report and considered whether it contains any apparent misstatements or material inconsistencies with the information in the condensed interim financial statements.

Responsibilities for the condensed consolidated interim financial statements and the review

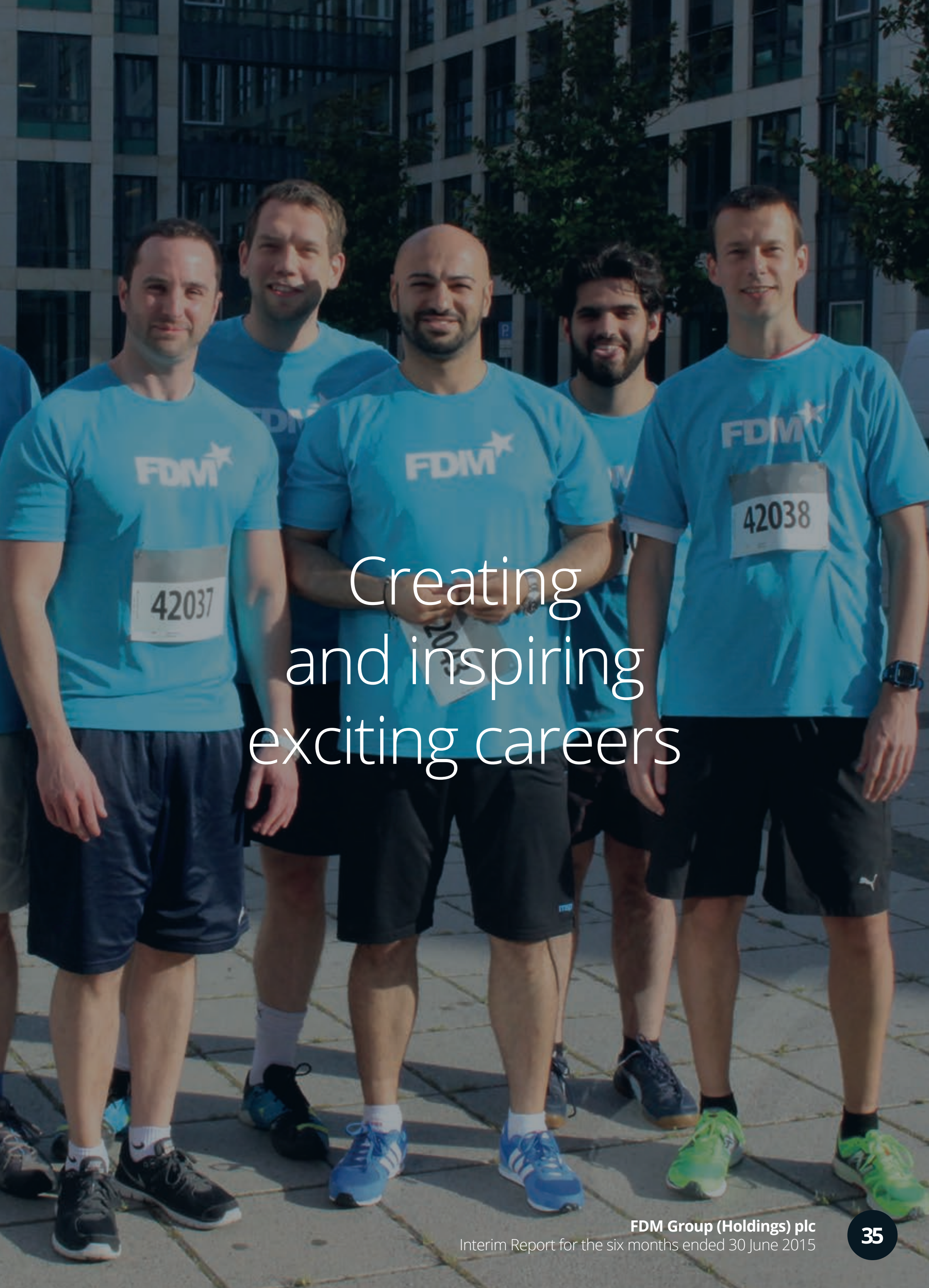
Our responsibilities and those of the Directors

The interim report, including the condensed interim financial statements, is the responsibility of, and has been approved by, the Directors. The Directors are responsible for preparing the interim report in accordance with the Disclosure and Transparency Rules of the United Kingdom's Financial Conduct Authority.

Our responsibility is to express to the Company a conclusion on the condensed interim financial statements in the interim report based on our review. This report, including the conclusion, has been prepared for and only for the Company for the purpose of complying with the Disclosure and Transparency Rules of the Financial Conduct Authority and for no other purpose. We do not, in giving this conclusion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants
London
28 July 2015



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