Registration number: 1574907

### CNBC (UK) Limited

Annual Report and Financial Statements

for the Year Ended 31 December 2014

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## CNBC (UK) Limited Strategic Report for the Year Ended 31 December 2014

The directors present their strategic report for the year ended 31 December 2014.

In preparing this strategic report, the director has complied with s414C of the Companies Act 2006.

#### Principal activity

The principal activity of the company is to produce business and financial television news programming for distribution as a cable, satellite or digital delivered channel throughout Europe.

#### Results and dividends

The results of the company show a pre-tax loss of £5,031,000 (2013: £2,415,000) for the year and turnover of £19,433,000 (2013: £22,036,000).

The loss for the year, after taxation, amounted to £5,241,000 (2013: £2,658,000).

The directors did not declare payment of a final dividend (2013: £nil).

The directors did not declare an interim dividend for the year (2013: £nil).

The company has net liabilities of £3,656,000 (2013: net assets of £1,585,000) out of which £11,399,000 is due to (2013: £6,942,000) fellow group companies.

#### Enhanced business review

The decrease in turnover during 2014 to £19,433,000 from £22,036,000 in 2013 was driven mainly by the decrease in the on-air advertising revenue in pan European TV market. Focus on digital spend for many customers led to the loss of on-air advertising revenue for the channel. The loss of large binary accounts in the financial, corporate and luxury goods sector as well as a shift from pan regional market to the more localized markets were the main drivers

Also, the decrease in subscription revenues in 2014 followed the trend across pan European Pay TV market. Market growth is expected to shift to a more digital type advertising and CNBC is actively revamping market strategy and approach by staffing the organization accordingly.

The company's key financial and other performance indicators during the year were as follows:

•	Unit	2014	2013
Gross margin	%	22.20	32.90

The gross margin is the ratio of gross profit to sales expressed as a percentage.

## CNBC (UK) Limited Strategic Report for the Year Ended 31 December 2014

#### Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to the risks affecting the group companies which it provides services to. These are the competitive pressures within the entertainment industry, a challenging macroeconomic environment, rapid technological change and increased risk of piracy.

#### Market Risks

The company operates in an intensely competitive, consumer-driven and rapidly changing environment and competes with a growing number of companies that provide a broad range of communications products and services and entertainment, news and information products and services to consumers. Technological changes are further intensifying and complicating the competitive landscape for the company by challenging existing business models and affecting consumer behaviour.

#### Financial Risks

The company is fully supported within the group, which manages a mixture of debt and equity funding in order to minimise risk exposure and enable optimal business performance. Consequently, the company does not hold external debt and is resilient to risks arising from movements in interest rates. The group's activities expose it primarily to the financial risks of changes in foreign currency exchange rates. The company enters into derivative financial instruments, from time to time, in order to mitigate the risks of changes in foreign currency exchange rates.

Policies have been implemented with the company to minimise liquidity risk, through maintenance of an internal reporting structure based on cash targets. Additionally, appropriate credit checks are carried out for all potential customers before contracts are entered into, with status monitoring taking place throughout.

#### **Future developments**

No significant changes to the future activities of the business are expected.

Approved by the Board on ..... September 2015 and signed on its behalf by:

Director

Registered office

10 Fleet Place London EC4M 7QS

## CNBC (UK) Limited Directors' Report for the Year Ended 31 December 2014

The directors present their Annual Report on the affairs of the company, together with the financial statements and auditors' report, for the year ended 31 December 2014.

#### Directors of the company

The directors, who held office during the year except as noted, were as follows:

L Lee

K C Sullivan

#### Directors' indemnities

The company has made no qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.

#### Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in the accounting policies in note 1 to the financial statements.

#### Post balance sheet events

On 30 April 2015, a capital injection was made by issuing 5,900,000 fully paid ordinary shares of £1 each to NBC (UK) Holdings Limited. The share capital is held 100% by NBC (UK) Holdings Limited.

#### Disclosure of information to the auditor

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware; and
- the directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

# CNBC (UK) Limited Directors' Report for the Year Ended 31 December 2014 ...... continued

#### Reappointment of auditor

Deloitte LLP has indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting. This information is given and should be interpreted in accordance with the provisions of Section 487 of the Company's Act 2006.

Director

Registered office

10 Fleet Place London

EC4M 7QS

### CNBC (UK) Limited Statement of Directors' Responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- · select suitable accounting policies and apply them consistently;
- · make judgements and accounting estimates that are reasonable and prudent; and
- state whether applicable United Kingdom Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

## CNBC (UK) Limited Independent Auditors' Report to the Members of CNBC (UK) Limited

We have audited the financial statements of CNBC (UK) Limited for the year ended 31 December 2014, which comprise the Profit and Loss Account, Balance Sheet, and related notes 1 to 22. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

#### Respective responsibilities of directors and auditor

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

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Directors' Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice;
   and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

# CNBC (UK) Limited Independent Auditors' Report to the Members of CNBC (UK) Limited ....... continued

#### Matters on which we are required to report by exception

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

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

Jon Young (Senior Statutory Auditor) For and on behalf of Deloitte LLP,

Chartered Accountants and Statutory Auditor

London, UK

.16.. September 2015

## CNBC (UK) Limited Profit and Loss Account for the Year Ended 31 December 2014

	Note	2014 £ 000	2013 £ 000
Turnover	2	19,433	22,036
Cost of sales		(15,115)	(14,794)
Gross profit		4,318	7,242
Administrative expenses		(9,252)	(9,640)
Operating loss	3	(4,934)	(2,398)
Other interest receivable and similar income	7	6	4
Interest payable and similar charges	8	(103)	(21)
Loss on ordinary activities before taxation		(5,031)	(2,415)
Tax on loss on ordinary activities	9	(210)	(243)
Loss for the financial year	16	(5,241)	(2,658)

All amounts relate to continuing operations in the current year and prior year.

The company has no recognised gains or losses for the current year and prior year other than the results above.

### CNBC (UK) Limited (Registration number: 1574907) Balance Sheet as at 31 December 2014

	Note	2014 £ 000	2013 £ 000
Fixed assets	,		
Tangible fixed assets	10	3,239	3,063
Investments	11	-	-
Current assets			
Debtors	12	12,699	11,258
Cash at bank and in hand	_	29	57
		12,728	11,315
Creditors: Amounts falling due within one year	13	(19,450)	(12,793)
Net current liabilities	_	(6,722)	(1,478)
Total assets less current liabilities		(3,483)	1,585
Provisions for liabilities	14	(173)	-
Net (liabilities)/assets	=	(3,656)	1,585
Capital and reserves			
Called up share capital	15	25,668	25,668
Other reserves	16		11
Profit and loss account	16	(29,324)	(24,094)
Shareholders' (deficit)/funds	17	(3,656)	1,585

The financial statements have been approved and authorised for issue by the Board on ....... September 2015 and signed on its behalf by:

Director

### CNBC (UK) Limited Notes to the Financial Statements

#### 1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year, unless stated otherwise.

#### Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards.

The company has taken advantage of the exemption provided by Section 401 of the Companies Act 2006 and has not prepared group accounts. These financial statements therefore present information about the company as an individual undertaking and not about its group.

The company is exempt from preparing a cash flow statement as 90% or more of the voting rights are held within the group in accordance with FRS 1.

#### Going concern

The financial statements have been prepared on a going concern basis, notwithstanding net liabilities of £3,656,000 (2013: assets of £1,585,000) and loss of £5,241,000 (2013: £2,658,000). The directors have reviewed the current financial performance and position of CNBC (UK) Limited, including the arrangements with group undertakings.

On the basis of their assessment of the company's current financial performance and position, the directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the company to continue as a going concern. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so. Accordingly, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and hence continue to adopt the going concern basis of accounting in preparing the financial statements.

#### Turnover

Turnover represents amounts chargeable in respect of the sale of goods and services to customers.

#### Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment.

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows:

Asset class

Furniture, fittings and equipment Leasehold Improvements Plant and machinery Depreciation method and rate

10 Years

Lower of asset life or life of the lease

8 Years

#### Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value.

### 1 Accounting policies (continued)

#### **Provisions**

A provision is recognised when there is a legal or constructive obligation as a result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation.

#### **Taxation**

Taxation for the period is based on the profit for the period. Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the enacted tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

#### Foreign currency

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the closing rates at the balance sheet date. All exchange differences are included in the profit and loss account.

#### **Pensions**

The company operates a defined contribution pension scheme. Contributions are recognised in the profit and loss account in the period in which they become payable in accordance with the rules of the scheme.

#### Finance costs

Interest payable is recognised as interest accrues. All interest payable is recognised in the profit and loss

#### Finance income

Interest receivable is recognised as interest accrues, using the effective interest method. All interest receivable is recognised in the profit and loss account.

#### 2 Turnover

An analysis of turnover by geographical location is given below:

		2014 £ 000	2013 £ 000
	UK	6,169	3,650
	Rest of European Union	5,164	6,935
	USA	3,326	3,843
	Rest of world	4,774	7,608
		19,433	22,036
3	Operating loss		
	Operating loss is stated after charging:		
		2014 £ 000	2013 £ 000
	Foreign currency losses	171	12 ·
	Depreciation of owned assets	710	655
4	Auditors' remuneration		
		2014 £ 000	2013 £ 000
	Fees payable to the company's auditor for the audit of the company's annual accounts	45	29

There were no fees payable to the company's auditor for non-audit services during the period.

#### 5 Staff numbers and costs

6

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	2014 No.	2013 No.
Production	83	84
Administration and support	18	16
Sales, marketing and distribution	31	33
	132	133
The aggregate staff costs including directors emolume	ents were as follows:	
	2014 £ 000	2013 £ 000
Wages and salaries	9,001	9,214
Social security costs	1,074	1,009
Other pension costs	682	640
	10,757	10,863
Directors' remuneration		
Some of the directors received compensation which disclosure below includes the amounts borne by the c		companies. The
The directors' remuneration for the year was as follow	vs:	

2014 £ 000	2013 £ 000
467	536
	29
467	565
	£ 000 467

During the year the number of directors who were receiving benefits and share incentives was as follows:

	2014 No.	2013 No.
Received or were entitled to receive shares under long term incentive		
schemes	2	-
Exercised share options	2	-
Accruing benefits under money purchase pension scheme	<u> </u>	1
In respect of the highest paid director:		
	2014	2013
	£ 000	£ 000
Remuneration	. 369	167
Company contributions to money purchase pension schemes		64

### 6 Directors' remuneration (continued)

During the year the highest paid director exercised share options and also received or was entitled to receive shares under a long term incentive scheme.

#### 7 Other interest receivable and similar income

′	Other interest receivable and similar income		
		2014 £ 000	2013 £ 000
	Interest from group companies	6	4
8	Interest payable and similar charges		
		2014	2013
		£ 000	£ 000
	Interest on loans from group undertakings	103	21

#### 9 Taxation

#### Tax on loss on ordinary activities

The tax charge comprises:

	2014 £ 000	2013 £ 000
Current tax		
Adjustments in respect of previous years	-	4
Foreign current tax on income for the period	210	239
Total tax on loss on ordinary activities	210	243

#### Factors affecting current tax charge for the year

The tax on loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK (2013 - higher than the standard rate of corporation tax in the UK) of 21.49% (2013 - 23.25%).

The differences are reconciled below:

	2014 £ 000	2013 £ 000
Loss on ordinary activities before tax	(5,031)	(2,415)
Corporation tax at standard rate	(1,081)	(561)
Capital allowances in excess of depreciation	14	12
Short term timing differences	(226)	(244)
Expenses not deductible for tax purposes	· <b>90</b>	16
Adjustment for higher (lower) tax rates on overseas earnings	130	196
Adjustments to tax charge in respect of previous period	32	4
Group relief not paid for	1,251	820
Total current tax	210	243

### Factors that may affect future tax charges

The rate of UK corporation tax that was enacted at the balance sheet date was 20%. The UK corporation tax rate was 21% from 1 April 2014 and changed to 20% from 1 April 2015.

### 10 Tangible fixed assets

	Long leasehold land and buildings £ 000	Plant and machinery £ 000	Fixtures and fittings £ 000	Total £ 000
Cost				
At 1 January 2014	408	3,671	212	4,291
Additions	36	840	10	886
At 31 December 2014	444	4,511	222	5,177
Depreciation				
At 1 January 2014	103	1,076	49	1,228
Charge for the year	60	624	26	710
At 31 December 2014	163	1,700	75	1,938
Net book value		,	•	
At 31 December 2014	281	2,811	147	3,239
At 31 December 2013	305	2,595	163	3,063

11 Fixed assets investments		
Shares in group undertakings and participating interests	2014 £ 000	2013 £ 000
in group undertakings and participating interests		
Shares in group undertakings and participating interests		
		Subsidiary undertakings £ 000
Cost		
At 1 January 2014		15,847
At 31 December 2014		15,847
Provision for impairment		
At 1 January 2014		(15,847)
At 31 December 2014		(15,847)
Net book value		•
At 31 December 2014		-

#### **Details of undertakings**

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertal	kings			
CFN/CNBC Holding BV Netherlands		Ordinary share	31.58%	Holding Company

12 Debt	nre

12 Debtors	,	
	2014	2013
	£ 000	£ 000
Trade debtors	4,894	6,904
Other debtors	565	75
Prepayments and accrued income	3,607	4,097
Owed by group undertakings	3,633	127
VAT		55
	12,699	11,258
Deferred tax		
Analysis of unrecognised deferred tax	,	
	2014 £ 000	2013 £ 000
Difference between accumulated depreciation and amortisation and		
capital allowances	19	6
Other timing differences	<u> </u>	210
		216
13 Creditors: Amounts falling due within one year		
•••	2014 £ 000	2013 £ 000
Trade creditors	830	1,030
Corporation tax	69	54
Accruals and deferred income	3,519	4,640
Owed to group undertakings	15,032	7,069
	19,450	12,793
14 Provisions		
	Restructuring £ 000	Total £ 000
At 1 January 2014	-	-
Utilised during the period	(151)	(151)
Charged to the profit and loss account	324	324
At 31 December 2014	173	173

The restructuring provision relates to the costs of restructuring the management team and will be fully utilised in the next 12 months.

#### 15 Share capital

Allotted, called up and fully paid share				
	No. 000	14 £ 000	2013 No. 000	£ 000
Ordinary Shares of £1 each	25,668	25,668	25,668	25,668
16 Reserves				
•	o	ther reserves £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2014		11	(24,094)	(24,083)
Loss for the year		-	(5,241)	(5,241)
Other reserves movement		(11)	11	
At 31 December 2014		-	(29,324)	(29,324)
17 Reconciliation of movement in shareho	olders' funds			
			2014 £ 000	2013 £ 000
Loss attributable to the members of the c	ompany		(5,241)	(2,658)
New share capital subscribed			-	11
Net reduction to shareholders' funds			(5,241)	(2,647)
Shareholders' funds at 1 January			1,585	4,232
Shareholders' (deficit)/funds at 31 Dec	ember	==	(3,656)	1,585

#### 18 Pension schemes

#### Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year is equal to the contributions payable by the company to the scheme and amounted to £681,621 (2013 - £640,000).

#### 19 Commitments

#### Capital commitments

Amounts contracted for but not provided in the financial statements amounted to £215,718 (2013 - £198,099). The capital commitments relate to securing the right to carriage fee transmission of the channel across Europe.

#### Operating lease commitments

As at 31 December 2014 the company had annual commitments under non-cancellable operating leases as follows:

### Operating leases which expire:

Operating tensor which expires	2014 £ 000	2013 £ 000
Land and buildings		
Within one year	759	759
Within two to five years	759	759
	1,518	1,518
Other		
Within one year	368	-
Within two to five years	1,101	385
Over five years	1,101	1,136
	2,570	1,521

#### 20 Related party transactions

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group.

#### 21 Post balance sheet events

On 30 April 2015, a capital injection was made by issuing 5,900,000 fully paid ordinary shares of £1 each to NBC (UK) Holdings Limited. The share capital is held 100% by NBC (UK) Holdings Limited.

#### 22 Control

The company's immediate parent undertaking is NBC (UK) Holdings Limited, a company registered in England and Wales.

The smallest group in which the results of the company was consolidated is that headed by NBCUniversal Media LLC, a company incorporated in the United States of America. The largest group in which the results of the company are consolidated is that headed by its ultimate parent undertaking, Comcast Corporation, a company incorporated in the United States of America. The consolidated financial statements of these companies are available to the public and may be obtained from 30 Rockefeller Plaza, New York, NY 10112-0015, USA and One Comcast Center, Philadelphia, PA 19103-2838, USA or at www.cmcsa.com respectively.