Registered Number:

01613899

Annual Report and Financial Statements For the Year Ended:

31 December 2018

Registered address:
Bracken House, 1 Friday Street, London, EC4M
9BT (formerly Number One Southwark Bridge,
London, SE1 9HL).

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DIRECTORS' REPORT

The directors present their report and the audited financial statements of The Financial Times (Overseas) Limited (the "Company") for the year ended 31 December 2018.

The Company has taken exemption from preparing a Strategic Report in accordance with s414B of the Companies Act 2006 relating to small companies.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

Principal activities

The Company provides business support services to The Financial Times Limited. The directors do not anticipate any significant change in the Company's activities in the foreseeable future.

Going concern

The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of the financial statements. Thus they continue to adopt the Going Concern basis in preparing the annual financial statements. Further details can be found in Note 1.

Principal risks and uncertainties

The Company operates in a challenging sector and as such the Company has procedures in place to make the directors aware of the various risks to the Company's business. To mitigate these risks the Company adheres to comprehensive legal guidelines and processes and has a strong communications team operating throughout the business. Risks, including the ongoing uncertainty around Brexit, are also monitored and reported to the board on a regular basis.

Dividends

The directors recommend the payment of a final dividend in respect of the year ended 31 December 2018 of €20,000, equivalent to €200 per share (2017: €25,000).

Political contributions

No political contributions were made during the year (2017: nil).

Directors

The directors who held office during the year and up to the date of signing the financial statements are given below: JD Lund JC Slade

During the year ended 31 December 2018, the Company maintained insurance covering the directors of the Company against liabilities arising in relation to the Company in accordance with Section 233 of the Companies Act 2006.

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 including FRS 101 "Reduced Disclosure Framework"). 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 then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK 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.

DIRECTORS' REPORT (continued)

Statement of directors' responsibilities (continued)

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.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent auditor

Deloitte LLP, having indicated its willingness to continue in office, will be deemed to be reappointed as auditor under section 487(2) of the Companies Act 2006.

Disclosure of information to auditor

In the case of each of the persons who are directors at the time when the report is approved, the following applies:

- so far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware; and - the director has taken all the steps that he/she ought to have taken as a director in order to make him/herself 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 s418 of the Companies Act 2006.

Approved and authorised for issue by the board

AM Fortescue Company secretary

05 August 2019

Company registered number: 01613899

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE FINANCIAL TIMES (OVERSEAS) LIMITED

Report on the audit of the financial statements

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended:
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 101 "Reduced Disclosure Framework"; and
- · have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of The Financial Times (Overseas) Limited (the 'company') which comprise:

- · the statement of comprehensive income;
- · the balance sheet;
- · the statement of changes in equity;and
- the related notes 1 to 11.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs(UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

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

We have nothing to report in respect of these matters.

Other information

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE FINANCIAL TIMES (OVERSEAS) LIMITED (continued)

Responsibilities of directors

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

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

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report

We have nothing to report in respect of these matters.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE FINANCIAL TIMES (OVERSEAS) LIMITED (continued)

Use of our report

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

Verin Thompson

Kevin Thompson (Senior statutory auditor) for and on behalf of Deloitte LLP Statutory Auditor London, United Kingdom 05 August 2019

STATEMENT OF COMPREHENSIVE INCOME For the year ended: 31 December 2018

		2018	2017
Continuing operations	Note	€'000	€'000
Revenue	2	971	677
Cost of sales		(902)	(608)
Gross profit		69	69
Administrative expenses	•	(46)	· (74)
Operating profit / (loss)	3	23	(5)
Profit / (Loss) before taxation		23	(5)
Tax on profit / (loss)	5	(7)	(3)
Profit / (Loss) for the financial year		16	(8)
Other comprehensive income:			
Currency translation adjustment		3	12
Other comprehensive income for the year	-	3	12
Total comprehensive income for the year		19	4

The notes on pages 9 to 20 form an integral part of these financial statements.

BALANCE SHEET As at: 31 December 2018

		2018	2017
<u> </u>	Note	€.000	€'000
Current assets			
Trade and other receivables	7	75	18
Cash and bank balances		121	- 108
	•	196	126
Trade and other payables: amounts falling due within one year	8	(154)	(78)
Net current assets		42	48
Total assets less current liabilities		42	48
Net assets		42	48
Capital and reserves	. •		
Called up share capital	. 9	-	_
Profit and loss account		42	48
Total shareholders' funds		42	48

The notes on pages 9 to 20 form an integral part of these financial statements.

The financial statements on pages 6 - 20 were approved by the board of directors and authorised for issue on 05 August 2019. They were signed on its behalf by :

JD Lund Director

STATEMENT OF CHANGES IN EQUITY For the year ended: 31 December 2018

		fit and loss count	Total
· .	Note	€'000	€'000
At 1 January 2017	•	144	144
Loss for the financial year		(8)	(8)
Other comprehensive income for the year:		ν-,	(.,
Currency translation adjustment		12	12
Total comprehensive income for the year		- 4	4
Dividends paid		(100)	(100)
At 31 December 2017	9	48	48
Profit for the financial year		16	16
Currency translation adjustment		3	3
Total comprehensive income for the year		19	19
Dividends paid	6	(25)	(25)
At 31 December 2018	9	42	42

The notes on pages 9 to 20 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS For the year ended:

31 December 2018

1

Accounting policies

The principal accounting policies are set out below. These policies have been consistently applied to all the years presented with the exception of IFRS 9 and IFRS 15 which was adopted in 2018. The adoption of both IFRS 9 and IFRS 15 did not have a material impact on the financial statements and there has been no restatement of comparative amounts.

Basis of preparation

The Financial Times (Overseas) Limited is a private company limited by shares incorporated in England, in the United Kingdom under the Companies Act 2006. The address of its registered office is Bracken House, 1 Friday Street, London, EC4M 9BT (formerly Number One Southwark Bridge, London, SE1 9HL).

The Company meets the definition of a qualifying entity under FRS 100 (Financial Reporting Standard 100) issued by the Financial Reporting Council. Accordingly, the Company has adopted FRS 101 (Financial Reporting Standard 101 Reduced Disclosure Framework) as issued by the Financial Reporting Council.

The financial statements have been prepared under the historical cost convention, and in accordance with the Companies Act 2006.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. There were no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements requiring disclosure.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of comparative information in respect of certain assets, presentation of a cash-flow statement, standards not yet effective and related party transactions.

Consolidation

The Company is a wholly owned subsidiary of Nikkei Inc. and is included in the consolidated financial statements of Nikkei Inc. which are publicly available (note 11).

Going concern

On the basis of their assessment of the Company's financial position, the Company's directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for a period of at least 12 months from the date of approval of the financial statements. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

Foreign currency translation

The financial statements are presented in Euros (€) which is also the Company's functional currency. Transactions in currencies other than the functional currency are recorded using the exchange rates prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. All differences are taken to the profit and loss account. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the date of the initial transaction and are not re-translated. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate at the date when the fair value was determined.

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

Accounting policies (continued)

Revenue recognition

Revenue represents service fees receivable from group companies and is recognised on an accruals basis as the related services are delivered.

In line with IFRS 15, at contract inception, the company assesses the goods and services promised in its contracts with customers and identifies a performance obligation for each promise to transfer to the customer a service (or bundle of services) that is distinct. To identify the performance obligations the Company considers all of the services promised in the contract regardless of whether they are explicitly stated or are implied by customary business practices. Remaining performance obligations represent the transaction price of contracts for work that have not yet been performed, and is recorded as deferred income on the balance sheet.

Current income tax

Current tax is recognised on the amounts expected to be paid or recovered under the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Trade and other receivables

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost, less provisions for bad and doubtful debts and anticipated future sales returns. In line with IFRS 9, provisions for bad and doubtful debts are based on the expected credit loss model. The 'simplified approach' is used with the expected loss allowance measured at an amount equal to the lifetime expected credit losses.

Cash and cash equivalents

Cash and cash equivalents includes cash in hand, deposits held on call with banks and other short-term investments with maturities of three months or less. Overdrafts are included in borrowings in current liabilities in the balance sheet.

Trade and other payables

Trade and other payables are recognised initially at fair value and subsequently measured at amortised cost.

Financial instruments

(a) Financial assets at amortised cost

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method, less any impairment.

(b) Other financial liabilities

Other financial liabilities, including borrowings, are initially measured at fair value, net of transaction costs. Other financial liabilities are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

Dividend distribution

Dividend distributions to the Company's shareholders are recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

2		
Reven	u	e

Revenue		
	2018	2017
Continuing operations	€'000	€'000
Provision of services	. 971	677
Total revenue	971	• 677
In line with IFRS 15 the Company disaggregates revenue by geographical market as shown below:	2018	2017
	€'000	€'000
United Kingdom	971	677
Total revenue	971	677

The Company's activities consist of one class of business namely intragroup service fees.

Audit fees payable to the Company's auditor

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

3	•
Operating (loss)/profit	
Operating (loss)/profit is stated after charging:	,
•	
Staff costs	

No fees were paid to the Company's auditor, Deloitte LLP, and its associates for services other than the statutory audit of the Company.

2018

€'000

902 13 2017

€'000[°]

13

The Directors' services to this Company are of a non-executive nature and as such their emoluments are deemed to be wholly attributable to their services to other group companies.

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

4

Staff costs	•	•	•	
			2018	2017
Staff costs			€'000	€'000
Wages and salaries			741	524
Social security costs		•	148	71
Other pension costs		•	13	13
			902	608

The directors are contracted to and paid by a fellow group undertaking which makes no recharge to the Company (2017: €nil).

			2018	2017
	number of persons emp	ployed by the company	Monataga	Number
during the year		<u> </u>	Number	Number
Production	•	•	ь	4
Administration	•	·	-	1
Editorial	•		4	. 3
			10	

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended:

31 December 2018

5			
Tax	on	(loss)/profi

, , , , , , , , , , , , , , , , , , ,	2018	2017 €000
	€.000	
Current tax		
UK corporation tax on profit/(loss) for the financial year	. 4	(1)
Adjustments in respect of prior years	· 3	4
Total current tax	7	- 3
Total tax on profit/(loss)	7	3
UK standard effective rate of corporation tax (%)	19.00	19.25

The charge for the year can be reconciled to the profit in the statement of comprehensive income as follows:

	2018	2017
	€'000	€'000
Profit/(loss) before taxation	23	(5)
Tax on profit at standard UK corporation tax rate of 19% (2017: 19.25%)	4	(1)
Effects of:		
Adjustments in respect of prior years	. 3	4
Losses surrendered as group relief	4	-
Payment for group relief	(4)	
Total tax charge for the year	7	3

The Company's profit for this accounting year has been taxed at a statutory rate of 19.00%. As enacted in Finance Act 2016, the UK corporation tax rate will reduce from 1 April 2020 to 17%.

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

6 Dividends

Dividends	2018	2017
	€'000	€'000
Amounts recognised as distributions to equity holders in the year:	•	
Final dividend for the year ended 31 December 2017 (equivalent to €250 per share)	25	100
Dividends paid to equity owners in the financial year	25	100
Proposed final dividend for the year (equivalent to €200 per share (2017: €250))	20	25

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

7
Trade and other receivables

•		2018	2017
		€'000	€'000
Amounts falling due within one year		,	
Amounts owed by group undertakings	•	•	
- fellow subsidiary entities		1	_
Other taxation	.,	•-	. 7
Other receivables		71	10
Prepayments and accrued income	•	3	-
Corporation tax		-	1
Total trade and other receivables		. 75	-18

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

R

Trade and other payables: amounts falling due within one year

		2018	2017
•		€'000	€'000
Amounts falling due within one year	 		
Amounts owed to group undertakings			
- immediate parent entity	i	100	63
Corporation tax	•	5	-
Other payables		•	7
Accruals and deferred income		49	8
Total trade and other payables		154	78

Amounts owed to group undertakings are non-interest-bearing, unsecured and repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

9	'n			
C	alled	цр	share	capital

Called up Share capital			2018	2017
			£	£
Total authorised share capital			100	100
Total authorised share capital			136	136
	2018	2017	2018	2017
	No No	· No	£	£
Ordinary shares £1 each Allotted, called up and fully paid shares	100	100	100	100

The share capital of the Company has been translated from pounds sterling (\mathfrak{L}) into Euros (\mathfrak{E}) at a historical rate in the Balance Sheet.

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

10 Related party transactions

The company has taken advantage of the exemption under paragraph 8(k) of FRS101 not to disclose transactions with fellow wholly owned subsidiaries.

NOTES TO THE FINANCIAL STATEMENTS continued For the year ended: 31 December 2018

11 Ultimate parent undertaking

The immediate parent undertaking is The Financial Times Limited.

The ultimate parent undertaking and controlling party is Nikkei Inc., which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Nikkei Inc. is incorporated in Japan and copies of Nikkei Inc.'s consolidated financial statements can be obtained from its registered office at Nikkei Inc., 1-3-7 Otemachi, Chiyoda-ku, Tokyo 100-8066, Japan.