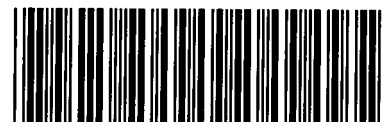


Talkback Productions Limited

Registered Number: 01801230

**Directors' report and financial statements
for the year ended 31 December 2013**

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Talkback Productions Limited

Registered Number: 01801230

Directors' report for the year ended 31 December 2013

The directors present their report and the unaudited financial statements of the company for the year ended 31 December 2013.

Principal activity

The company's principal activity was that of the production of television programmes and the exploitation of television and other ancillary rights. Following the transfer of trade in 2004 to FremantleMedia Limited the principal activity of the company was that of an investment holding company.

In 2008 the entity ceased its activity and is now dormant.

Review of business and future developments

The company is expected to remain dormant.

Results and dividends

As a consequence of ceasing to trade in 2008 the company did not earn income or incur expenses in either the current or prior year and has therefore not presented a profit and loss account.

Directors

The directors who held office during the year are given below:

SFH Tingay

GE Ahluwalia (appointed 4 July 2013)

BR Veerasingham (appointed 4 July 2013)

D Oldfield (resigned 18 January 2013)

J Gearing (resigned 5 July 2013)

Talkback Productions Limited

Registered Number: 01801230

Directors' report for the year ended 31 December 2013 (continued)

Statement of directors' responsibilities

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

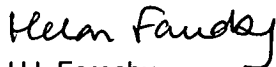
Company law requires the directors to prepare financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- 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.

By order of the Board



H L Farnaby

Company Secretary

1 Stephen Street
London
W1T 1AL

17 July 2014

Talkback Productions Limited

Registered Number: 01801230

Balance sheet as at 31 December 2013

	Note	2013 £	2012 £
Current assets			
Debtors	4	134	134
Net current assets		134	134
Net assets		134	134
Capital and reserves:			
Called up share capital	5	134	134
Total shareholders' funds	6	134	134

For the year ended 31 December 2013 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements were approved by the board of directors on 17 July 2014 and signed on its behalf by:



BR Veerasingham
Director

Talkback Productions Limited

The notes on pages 4 and 5 form part of the financial statements.

Talkback Productions Limited

Registered Number: 01801230

Notes to the financial statements for the year ended 31 December 2013

1. Accounting Policies

Basis of preparation

These financial statements are prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below. The company is dormant, consequently, the company has taken advantage of the exemption provided by Section 480 of the Companies Act 2006 not to prepare group accounts.

2. Cash flow statement and related party disclosures

The company is a wholly owned subsidiary of the RTL Group S.A. and is included in the consolidated financial statements of RTL Group S.A. which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8, Related Party Disclosures, from disclosing transactions with entities that are members of the RTL Group S.A..

3. Directors' emoluments and employee costs

None of the directors received any fees or emoluments from the company since their duties are incidental to their main duties to other subsidiary undertakings of RTL Group S.A. (2012: £nil). The company had no employees during the year ended 31 December 2013 (2012: nil).

4. Debtors

	2013	2012
	£	£
Amounts owed by group undertakings	134	134

Talkback Productions Limited

Registered Number: 01801230

Notes to the financial statements for the year ended 31 December 2013 (continued)

5. Share capital

	2013 £	2012 £
Authorised:		
Ordinary shares of £1 each (2012:150)	150	150
Allotted and fully paid:		
Ordinary shares of £1 each (2012:134)	134	134

6. Reconciliation of movements in total shareholders' funds

	2013 £	2012 £
Total shareholders' funds as at 1 January and 31 December	134	134

7. Ultimate parent undertaking

The immediate parent undertaking FremantleMedia Group Ltd, a company registered in England & Wales.

The smallest group to consolidate these financial statements is RTL Group S.A., a company registered in Luxembourg. Copies of the RTL Group S.A. accounts can be obtained from the General Counsel at RTL Group S.A., 45 Boulevard Pierre Frieden, L-1543 Luxembourg.

The ultimate parent undertaking and controlling party is Bertelsmann SE& Co.KGaA, a company registered in Germany, which is the largest group to consolidate these financial statements. Copies of the Bertelsmann SE& Co.KGaA financial statements can be obtained from the General Counsel at Bertelsmann SE& Co.KGaA, Carl-Bertlesmann-Straße 270, 33311 Gütersloh, Germany.