Unaudited Report and Financial Statements

31 December 2022





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Company information

Directors A McMullen

S Brown S Geater V Turton

Registered office Berkshire House

168-173 High Holborn

London WCIV 7AA

Strategic report for the year ended 31 December 2022

The Directors present their Strategic Report for the year ended 31 December 2022.

Principal activity and review of the business

The principal activity of the company is the production of television programmes. The Directors do not anticipate any changes in those activities over the coming year.

The profit for the financial year amounted to £1,022,325 (year ended 31 December 2021 profit: £861,471). The results were driven by the ongoing success of its continuing series and underpinned by the strong appetite for these programmes in international markets.

As at 31 December 2022, shareholders' funds total £1,110,014 (31 December 2021: £3,787,689). The decrease in shareholders' fund is due to the dividend payment made in the year.

Principal risks and uncertainties

The key business risks and uncertainties affecting the company relate to the general economic environment, competition from other distributors of television programmes and the success of the company's programming available for worldwide distribution. Further discussion of these risks and uncertainties, in the context of the DLG Acquisitions Limited group (the "group") as a whole, is provided in the group's financial statements which do not form part 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 of accounting in preparing the annual financial statements.

Key performance indicators ("KPIs")

The directors of DLG Acquisitions Limited manage the group's operations on a divisional basis. For this reason, the company's Directors believe that analysis using key performance indicators for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of Bentley Productions Limited. The development, performance and position of DLG Acquisitions Limited group, which includes the company, are discussed in the group's financial statements which do not form part of this report.

Approved by the Board on 21 July 2023 and signed on its behalf by:

Angela McMullen

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Director

Berkshire House 168-173 High Holborn London

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Directors' report for the year ended 31 December 2022 (continued)

The Directors present their Directors' Report and the unaudited financial statements for the year ended 31 December 2022.

Future Outlook

The commercial environment in which the company operates remains competitive, but the directors believe that the company's position as one of the leading producers of television programmes will enable it to maintain its current position in the future.

Dividends

Dividends paid in the year totalled £3,700,000 (year ended 31 December 2021: £500,000).

Financial Risk Management

Through its trading activities the company is exposed to certain levels of credit and liquidity risk. The company funds its operations from trading activities, equity and intercompany loans.

The company's credit risk is primarily attributable to amounts owed by fellow group undertakings and trade receivables which the company manages through the assessment of the credit risk of current and potential customers and counterparties and ongoing review and collection of outstanding receivables.

Liquidity risk is monitored on an ongoing basis as part of the company's day to day control activities and through periodic financial reviews and forecast exercises with action taken as considered necessary. Such action may include the acquisition of commercial credit and bank overdraft facilities as well as the retention of cash balances; thereby ensuring appropriate funding facilities are continually available within the company.

Directors of the company

The Directors who held office during the year and up to the date of the signing of the financial statements were as follows:

A McMullen

S Brown

S Geater

V Turton

As permitted by the articles of association of the company, the directors and other officers have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006. The indemnity was in force throughout the last financial year and is currently in force. The company also purchases and maintains liability insurance for itself, its directors and officers and associated companies.

Statement of directors' responsibilities in respect of the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", 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 the financial statements, the directors are required to:

Directors' report for the year ended 31 December 2022 (continued)

Statement of directors' responsibilities in respect of the financial statements (continued)

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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 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.

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.

Directors' confirmations

In the case of each Director in office at the date the Directors' Report is approved:

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

Approved by the Board on 21 July 2023 and signed on its behalf by:

Angela McMullen

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Director

Berkshire House 168-173 High Holborn

London

WCIV 7AA

Profit and loss account for the year ended 31 December 2022

Note		Year ended 31 December 2022 £	Year ended 31 December 2021 £
Turnover		7,918,566	10,314,897
Cost of sales		(6,434,156)	(9,053,944)
Gross profit		1,484,410	1,260,953
Administrative expenses		(459,723)	(402,741)
Operating profit	3	1,024,687	858,212
Profit before taxation		1,024,687	858,212
Tax on profit	5	(2,362)	3,260
Profit for the financial year	2	1,022,325	861,472

The above results were derived from continuing operations.

Statement of comprehensive income for the year ended 31 December 2022

3	Year ended 1 December 2022	Year ended 31 December 2021
	£	£
Profit for the financial year	1,022,325	861,472
Total comprehensive income for the year	1,022,325	861,472

Bentley Productions Limited (Registration number: 01823410)

Balance sheet as at 31 December 2022

		31 December 2022	31 December 2021
	Note	£	£
Fixed assets			
Tangible assets	6	200	467
Investments	7	4	3
		204	470
Current assets			
Stocks	8	34,410	<u>-</u>
Debtors	9	2,193,418	2,056,239
Cash at bank and in hand		4,575,699	8,333,381
		6,803,527	10,389,620
Creditors: amounts falling due within one year	10	(5,693,717)	(6,602,401)
Net current assets		1,109,810	3,787,219
Total assets less current liabilities		1,110,014	3,787,689
Net assets		1,110,014	3,787,689
Capital and reserves			
Called-up share capital	11	1,250	1,250
Share premium account		47,500	47,500
Profit and loss account	12	1,061,264	3,738,939
Total shareholders' funds		1,110,014	3,787,689

For the year ending 31 December 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476. The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements have been approved and authorised for issue by the board on 21 July 2023 and were signed on behalf by:

Angela McMullen

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Director

Statement of changes in equity for the year ended 31 December 2022

	Called-up share capital £	Share premium account	Profit and s loss account	Total hareholders ' funds £
At 1 January 2021	1,250	47,500	3,377,467	3,426,217
Total comprehensive income for the financial year Dividends	<u>.</u> .	<u>.</u>	861,472 (500,000)	861,472 (500,000)
At 31 December 2021	1,250	47,500	3,738,939	3,787,689
Total comprehensive income for the financial year Dividends	- -	<u>-</u>	1,022,325 (3,700,000)	1,022,325 (3,700,000)
At 31 December 2022	1,250	47,500	1,061,264	1,110,014

Notes to the financial statements for the year ended 31 December 2022

1. General information

Bentley Productions Limited is a private company limited by shares, incorporated in United Kingdom under the Companies Act and registered in England.

The address of the registered office is: Berkshire House 168-173 High Holborn London WCIV 7AA

The nature of the company's operations and principal activities are set out in the Strategic report on page 2.

2. Accounting policies

2.1 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

The financial statements of Bentley Productions Limited have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 as applicable to companies using FRS 101. Historical cost is generally based on the fair value of the consideration given in exchange for the goods and services.

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. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.2.

The company is a subsidiary of DLG Acquisitions Limited and is included in the consolidated financial statements of DLG Acquisitions Limited which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

The following exemptions from the requirements of IFRS have been applied in the preparation of these financial statements, in accordance with FRS 101:

- Paragraphs 45(b) and 46 to 52 of IFRS 2, 'Share-based payment' (details of the number and weighted average exercise prices of share options, and how the fair value of goods or services received was determined)
- IFRS 7, 'Financial Instruments: Disclosure'
- Paragraphs 91 to 99 of IFRS 13, 'Fair value measurement' (disclosure of valuation techniques and inputs used for fair value measurement of assets and liabilities)
- Paragraph 38 of IAS 1, 'Presentation of financial statements' comparative information requirement in respect of:
 - (i) Paragraph 79(a)(iv) of IAS 1;
 - (ii) Paragraph 73(e) of IAS 16 Property, plant and equipment;
 - (iii) Paragraph 118(e) of IAS 38 Intangible assets (reconciliations between the carrying amount at the beginning and end of the period)
- The following paragraphs of IAS 1, 'Presentation of financial statements':
 - 10(d), (statement of cash flows)

Notes to the financial statements for the year ended 31 December 2022 (continued)

2. Accounting policies (continued)

2.1 Summary of significant accounting policies (continued)

- 10(f) (a statement of financial position as at the beginning of the preceding period when an entity
 applies an accounting policy retrospectively or makes a retrospective restatement of items in its
 financial statements, or when it reclassifies items in its financial statements),
- 16 (statement of compliance with all IFRS),
- 38A (requirement for minimum of two primary statements, including cash flow statements),
- 38B-D (additional comparative information),
- 40A-D (requirements for a third statement of financial position
- 111 (cash flow statement information), and
- 134-136 (capital management disclosures)
- IAS 7, 'Statement of cash flows'
- Paragraph 30 and 31 of IAS 8 'Accounting policies, changes in accounting estimates and errors' (requirement for the disclosure of information when an entity has not applied a new IFRS that has been issued but is not yet effective)
- Paragraph 17 of IAS 24, 'Related party disclosures' (key management compensation)
- The requirements in IAS 24, 'Related party disclosures' to disclose related party transactions entered into between two or more members of a group.

Where required the equivalent disclosures are given in the group financial statements of DLG Acquisitions Limited. The group financial statements of DLG Acquisitions Limited are available to the public and can be obtained as set out in note 16.

Turnover

For commissioned TV programmes, turnover and attributable profit are recognised on an episodic basis once delivery of the production to the broadcaster occurs.

Both under and overspends are accounted for once known and are recognised in accordance with the episodic delivery pattern.

Provision is made for any loss making contracts as soon as identified (i.e. expected overspend is in excess of originally anticipated margin).

Turnover on programmes distributed by third parties and other ancillary turnover are recognised once the company has been notified of sums due to it.

In the case of fixed-price contracts, the customer pays the fixed amount based on a payment schedule. If the services rendered by Bentley Productions Limited exceed the payment, a contract asset is recognised. If the payments exceed the services rendered, a contract liability is recognised.

Turnover relates wholly to the company's principal activity in the UK.

Notes to the financial statements for the year ended 31 December 2022 (continued)

2. Accounting policies (continued)

2.1 Summary of significant accounting policies (continued)

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in shareholders' funds. In this case, the tax is also recognised in other comprehensive income or directly in shareholders' funds, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill; or arise from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net 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.

Tangible assets

Fixed assets are stated at cost less depreciation.

Cost comprises the purchase price of the asset and directly attributable costs in bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation

Depreciation is calculated to write off the cost of tangible fixed assets evenly over their estimated useful lives at the following annual rates:

Fixtures and fittings 20%
Office and computer equipment 25-33.33%

The carrying values of tangible fixed assets are reviewed for impairment if events or changes in circumstances indicate the carrying value may not be in line with the remaining estimated useful life.

Notes to the financial statements for the year ended 31 December 2022 (continued)

2. Accounting policies (continued)

2.1 Summary of significant accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

Leases

Bentley Productions Limited applies IFRS 16.

At inception of a contract, Bentley Productions assesses whether a contract is, or contains, a lease. A contract is deemed to be or contain a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, Bentley Productions assesses whether:

- o the contract involves the use of an identified asset this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- Bentley Productions has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- Bentley Productions has the right to direct the use of the asset. Bentley Productions has the rights that are most relevant to changing how and for what purpose the asset is used.

Amounts recognised in the statement of profit and loss and in the balance sheet are disclosed in note 3.

Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge disclosed in note 12 represents contributions payable by the company to the fund.

2.2 Critical accounting estimates and judgements

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

(a) Impairment of amounts owed by fellow group undertakings

The company makes an estimate of the recoverable value of amounts owed by fellow group undertakings. When assessing the impairment of accounts receivable, management considers factors including the credit rating of the receivable, the ageing profile of receivables and historical experience. See note 8 for the net carrying amount of the receivables and associated impairment provision.

Notes to the financial statements for the year ended 31 December 2022 (continued)

3. Operating profit

Arrived at after charging:

Year ended	Year ended
31 December	31 December
2022	2021
£	£
Depreciation expense (note 6) 267	<u>267</u>

Audit fees for the current financial reporting period were £nil (2021: £nil)

The company had no employees during the year (2021: none).

4. Directors' remuneration

Directors' remuneration in the year to 31 December 2022 was £nil (year ended 31 December 2021: £nil) in relation to services to this company.

The directors are remunerated by All3Media Limited, and details of their emoluments and pension payments are available in the financial statements of that company.

Notes to the financial statements for the year ended 31 December 2022 (continued)

5. Tax on profit

(a) Tax included in profit or loss

	Year ended	Year ended
	31 December	31 December
	2022	2021
	£	£
Current taxation		
UK corporation tax on profits for the year	-	-
•		
Total current income tax	-	-
		
Deferred taxation		
Origination and reversal of temporary differences	2,362	(66)
Impact of changes in tax rates and laws	-	(3,194)
	2.262	(2.260)
Total deferred taxation	2,362	(3,260)
Total tax on profit on ordinary activities	2,362	(3,260)
		

(b) Factors affecting the tax charge for the current year

The tax charge for the year differs (2021: differs) from the standard rate of corporation tax in the UK of 19% (2021: 19%). The differences are explained below:

	Year ended 31 December 2022	Year ended 31 December 2021
	£	£
Profit before taxation	1,024,687	858,210
Corporation tax at standard rate at 19% (2021: 19.00%) Effects of:	194,691	163,060
Expenses not deductible for tax purposes Adjustments in respect of prior period Group relief received for no consideration Remeasurement of deferred tax – change in UK tax rate	- (192,896) 567	(163,111) (3,209)
Total tax charge/(credit) for the year	2,362	(3,260)

Notes to the financial statements for the year ended 31 December 2022 (continued)

5. Tax on profit (continued)

(c) Factors affecting the tax charge for the future years

The main rate of corporation tax is currently 19% but this will increase to 25% from 1 April 2023. The rate increase has been substantively enacted and therefore the deferred tax balances have been recognised at the rate they are expected to reverse.

(d) Deferred tax

	;	31 December 2022	31 December 2021
		£	£
Included in debtors (note 9)		11,012	13,374
Analysed as below:			
Depreciation in advance of capital allowances		11,012	13,374
Deferred taxation asset		11,012	13,374
Deferred tax movement during the year:			
	At 1 January 2022 £	Recognised in income	At 31 December 2022 £
Accelerated tax depreciation	13,374	(2,362)	11,012
	13,374	(2,362)	11,012

Notes to the financial statements for the year ended 31 December 2022 (continued)

6. Tangible assets

	Office and computer equipment £	Total £
Cost		
At 1 January 2022 Additions	800	800
raditions		
At 31 December 2022	800	800
Accumulated depreciation		
At 1 January 2022	333	333
Charge for the year	267	267
At 31 December 2022	600	600
Net Book Value		
At 31 December 2022		200
At 31 December 2021	467	467

7. Investments

	Shares in subsidiary undertakings £
At I January 2022	3
Addition in the year	1
Net book value at 31 December 2022	4

Details of the company's fixed asset investments are set out below. These are all unlisted.

Subsidiary undertakings	Country of incorporation	Equity holding	Nature of business
Midsomer Murders S21 Limited Berkshire House, 168-173 High Holborn, London, WC1V 7AA	United Kingdom	100%	Television and film production
Midsomer Murders S22 Limited Berkshire House, 168-173 High Holborn, London, WC1V 7AA	United Kingdom	100%	Television and film production
Midsomer Murders S23 Limited Berkshire House, 168-173 High Holborn, London, WC1V 7AA	United Kingdom	100%	Television and film production
Midsomer Murders S24 Limited Berkshire House, 168-173 High Holborn, London, WC1V 7AA	United Kingdom	100%	Television and film production

Notes to the financial statements for the year ended 31 December 2022 (continued)

8. Stocks

	31 December 2022 £	31 December 2021 £
Work in progress	34,410	-
	34,410	
9. Debtors		
	31 December 2022	31 December 2021
	£	£
Trade debtors	_	11,373
Amounts owed by fellow group undertakings	-	83,066
Prepayments and accrued income	-	600,000
Other debtors	1,625,952	62,235
Social security and other taxes	556,454	1,286,191
Deferred tax asset (note 5)	11,012	13,374
	2,193,418	2,056,239

Amounts owed by fellow subsidiary group undertakings are interest-free, unsecured and repayable on demand.

10. Creditors: amounts falling due within one year

	31 December 2022	31 December 2021
	£	£
Accruals and deferred income Amounts payable to group undertakings Amounts payable to parent undertakings Other creditors	1,680,319 15,225 3,983,922 14,251	521,168 6,066,984 - 14,249
	5,693,717	6,602,401

Amounts owed to fellow subsidiary group undertakings are interest-free, unsecured and repayable on demand.

Notes to the financial statements for the year ended 31 December 2022 (continued)

11. Called up share capital

Allotted, called up and fully paid shares

31 December 2022		31 December 2021	
No.	£	No.	£
625	625	625	625
625	625	625	625
1,250	1,250	1,250	1,250
	No. 625 625	No. £ 625 625 625 625	No. £ No. 625 625 625 625 625

The authorised share capital of the company is divided into 10,000 "A" ordinary £1 shares and 10,000 "B" ordinary £1 shares ranking pari passu for participation in the profits and assets of the company and in all other respects with each other.

12. Profit and loss account

	£
Balance at 1 January 2022	3,738,939
Profit for the financial year	1,022,325
Dividends	(3,700,000)
Balance at 31 December 2022	1,061,264

13. Pension and other schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and in the year ended amounted to £nil (year ended 31 December 2021: £nil). No contributions were payable to the fund at the balance sheet date.

14. Related party transactions

As permitted by FRS 101, the company has taken advantage of the exemption available under that standard in relation to "related party transactions" from the requirement to disclose transactions with group companies on the grounds that consolidated financial statements are prepared by the ultimate parent company. There were no other related party transactions during the year.

Notes to the financial statements for the year ended 31 December 2022 (continued)

15. Dividends

	Year ended December 2022 £	Year ended 31 December 2021 £
Ordinary Dividends paid: £2,960 (2021: £400) per £1 share	3,700,000	500,000

16. Parent and ultimate parent undertaking

The company's immediate and ultimate parent undertaking is DLG Acquisitions Limited. DLG Acquisitions Limited is the parent undertaking of the smallest and the largest group to consolidate these financial statements at 31 December 2022. Copies of its group financial statements, which include the company, are available from Berkshire House, 168-173 High Holborn, London, WCIV 7AA. The ultimate controlling parties at the balance sheet date are Liberty Global plc and Warner Bros. Discovery, Inc., which own LGCI HoldCo I B.V. and Discovery International UK Holdings Limited respectively, which are joint owners of DLG Acquisitions Limited.