

The Thomson Organisation (No. 2)

Report and Accounts

for the Year Ended 31 December 2013

The Thomson Organisation (No. 2)
Directors' Report for the Year Ended 31 December 2013

The directors present their report and accounts for the year ended 31 December 2013.

Directors

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

D J Clarke (resigned 12 November 2013)

S N Corbin

S L Jenner

P Thorn

Approved by the Board on 27 March 2014 and signed on its behalf by:

.....

S L Jenner

Director

Registered office: 2nd Floor, Aldgate House, 33 Aldgate High Street, London, EC3N 1DL.

The Thomson Organisation (No. 2)
(Registration number: 02364974)
Balance Sheet as at 31 December 2013

| | Note | 2013 £ | 2012 £ |
|--|----------|----------------------|----------------------|
| Fixed assets | | | |
| Investments | <u>2</u> | <u>4</u> | <u>4</u> |
| Current assets | | | |
| Debtors: amounts falling due within one year | <u>3</u> | 1,443,888 | 1,443,888 |
| Creditors: amounts falling due within one year | <u>4</u> | <u>(220,000,002)</u> | <u>(220,000,002)</u> |
| Net current liabilities | | <u>(218,556,114)</u> | <u>(218,556,114)</u> |
| Net liabilities | | <u>(218,556,110)</u> | <u>(218,556,110)</u> |
| Capital and reserves | | | |
| Called up share capital | <u>5</u> | 45,000,002 | 45,000,002 |
| Capital redemption reserve | | 35,000,000 | 35,000,000 |
| Profit and loss account | | <u>(298,556,112)</u> | <u>(298,556,112)</u> |
| Total shareholders' deficit | | <u>(218,556,110)</u> | <u>(218,556,110)</u> |

For the year ended 31 December 2013 the Company was entitled to the exemption under section 480 of the Companies Act 2006.

Members have not required the Company to obtain an audit in accordance with section 476(2) of the Companies Act 2006.

The directors acknowledge their responsibilities for:(a) ensuring the Company keeps accounting records which comply with section 386; and(b) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit and loss for the financial year, in accordance with the requirements of section 393, and which otherwise comply with the requirements of the Companies Act 2006 relating to accounts, so far as applicable to the Company.

Approved by the Board on 27 March 2014 and signed on its behalf by:

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S N Corbin
Director

The Thomson Organisation (No. 2)
Notes to the Financial Statements for the Year Ended 31 December 2013
..... continued

1 Accounting policies

Basis of preparation

The accounts have been prepared under the historical cost convention in accordance with applicable UK accounting standards and on a basis consistent with the previous year.

Trading status

The Company has not traded during the year or the previous year, has incurred no liabilities and, consequently, has made neither profit nor loss. None of the directors received any emoluments in respect of their services to the Company.

2 Investments held as fixed assets

The Company owes 100% of the issued ordinary share capital of International Thomson Limited and 100% of the issued 'A' share capital of both Thomorg No. 9 Limited and International Thomson Finance Limited, all of which are incorporated in England and Wales. Group accounts are not prepared as the Company is a wholly owned subsidiary of another company incorporated in England and Wales. The directors are of the opinion that the value of the Company's investment in its subsidiaries is not less than the amount at which it is stated in the balance sheet.

3 Debtors: amounts falling due within one year

| | 2013 £ | 2012 £ |
|------------------------------------|------------------|------------------|
| Amounts owed by group undertakings | <u>1,443,888</u> | <u>1,443,888</u> |

4 Creditors: amounts falling due within one year

| | 2013 £ | 2012 £ |
|------------------------------------|--------------------|--------------------|
| Amounts owed to group undertakings | <u>220,000,002</u> | <u>220,000,002</u> |

5 Called up share capital

Allotted, called up and fully paid shares

| | 2013 | | 2012 | |
|-----------------------------------|-------------------|-------------------|-------------------|-------------------|
| | No. | £ | No. | £ |
| Ordinary shares of £1 each | 2 | 2 | 2 | 2 |
| 'A' ordinary shares of £4.50 each | <u>10,000,000</u> | <u>45,000,000</u> | <u>10,000,000</u> | <u>45,000,000</u> |
| | <u>10,000,002</u> | <u>45,000,002</u> | <u>10,000,002</u> | <u>45,000,002</u> |

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Notes to the Financial Statements for the Year Ended 31 December 2013
..... continued

The 'A' ordinary shares are, as a class, entitled to cast the number of votes equal to 51% of all votes. The ordinary shares are, as a class, entitled to cast the number of votes equal to 49%.

6 Company status and ultimate parent undertaking

The Company's immediate parent company is Thomorg No. 1597 Limited. Within the meaning of the Companies Act 2006 ("CA2006"), Thomson Investments Limited ("TIL") is regarded by the Directors of the Company as being the Company's ultimate parent company and controlling party. Within the meaning of CA2006, Thomson Reuters Corporation ("Thomson Reuters") is the parent undertaking of the only group of undertakings for which group accounts were drawn up and of which the Company was a member for the period ended 31 December 2013. TIL and Thomson Reuters are incorporated under the laws of the Province of Ontario, Canada. Copies of the Thomson Reuters annual reports are available from: The Thomson Reuters Building, South Colonnade, Canary Wharf, London E14 5EP, and online at www.thomsonreuters.com.

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