

FremantleMedia Overseas Limited

Registered Number: 2786185

**Directors' report and financial statements
for the year ended 31 December 2011**

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FremantleMedia Overseas Limited

Registered number: 2786185

Directors' report for year ended 31 December 2011

The directors present their report and the audited financial statements of the company for the year ended 31 December 2011

Principal activity

The principal activity of the company is the holding of overseas investments

Business review and future developments

The results of the company for the year ended 31 December 2011 are set out on page 6 of the financial statements. The results are in line with the expectations of the directors and the directors do not expect any changes in the company's operations in the foreseeable future.

Principal risks and uncertainties

From the perspective of the company, its principal risks and uncertainties are integrated with those of FremantleMedia Group Limited and are not managed separately. The main risks pertaining to this entity are the external and market risks relating to legal issues, strategic direction and the cyclical development of the economy. The FremantleMedia Group Limited financial statements should be referred to for further details.

Key performance indicators ("KPIs")

From the perspective of the Company, its KPIs are integrated with those of FremantleMedia Group Limited and are not managed separately. The directors therefore consider that it is not relevant to provide analysis by KPIs in these financial statements. The FremantleMedia Group Limited financial statements should be referred to for further details.

Results and dividends

The company's profit for the financial year was £19,355,000 (2010: £442,000).

An interim dividend of £16,260,294 per share (2010: £nil) was paid in 2011. The directors do not recommend the payment of a final dividend (2010: £nil). The profit for the financial year has been transferred to reserves.

Directors and their interests

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

SFH Tingay
R Grant

None of the directors have any interest in the share capital of the company.

FremantleMedia Overseas Limited

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Directors' report for year ended 31 December 2011

Financial risk management:

Foreign currency risk

The company's operations expose it to the effects of changes in foreign currency exchange rates. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company by hedging contracts written in a foreign currency.

The policies set out by the board of directors are implemented by the divisional finance departments. The divisions have a policy and procedures manual that sets out specific guidelines on how to manage company cash, and where it would be appropriate to use financial instruments.

Credit risk

The company has implemented the Group policy which requires that stringent credit checks are carried out before any sales are made.

Liquidity risk

The company's cash position together with the short term funding arrangement with the Group is expected to satisfy any short-term liquidity requirement.

Cash flow risk

Cash flow risk is the risk of exposure to variability in cash flows that is attributable to a particular risk associated with a recognised asset or liability. No assets or liabilities at the end of the year are deemed to carry a significant cash flow risk. The Group seeks to limit financial transactions that will give rise to such risk at a local level.

Statement of directors' responsibilities

The directors are responsible for preparing the directors' 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 prepared 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 those 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

FremantleMedia Overseas Limited

Registered number. 2786185

Directors' report for year ended 31 December 2011

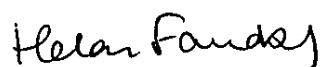
Statement of directors' responsibilities (continued)

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.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By order of the board



HL Farnaby
Company secretary

26 April 2012

FremantleMedia Overseas Limited

Independent auditors' report to the members of FremantleMedia Overseas Limited

We have audited the financial statements of FremantleMedia Overseas Limited for the year ended 31 December 2011 which comprise the profit and loss account, the balance sheet, and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities set out in the directors' report 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.

This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on 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 2011 and of its profit 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

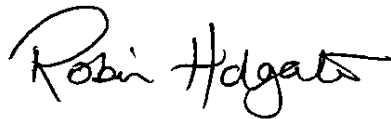
FremantleMedia Overseas Limited

Independent auditors' report to the members of FremantleMedia Overseas 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 or directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Robin Holgate (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

26 APRIL 2012

FremantleMedia Overseas Limited

Profit and loss account for the year ended 31 December 2011

	<i>Note</i>	2011 £'000	2010 £'000
Administrative expenses		(25)	(17)
Operating loss	4	(25)	(17)
Income from other fixed asset investments		464	434
Income from shares in group undertakings		18,918	30
Non operating realised gains on forex		9	-
Profit on ordinary activities before interest and taxation		19,366	447
Interest payable and similar charges	6	(21)	(13)
Profit on ordinary activities before taxation		19,345	434
Tax credit on profit on ordinary activities	7	10	8
Profit for the financial year	14	19,355	442

The above results were derived entirely from continuing operations

The company had no recognised gains or losses during either year other than those reflected in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented

There is no material difference between the retained profit for the financial year stated above and its historical cost equivalent

FremantleMedia Overseas Limited

Registered number: 2786185

Balance sheet as at 31 December 2011

	Note	2011 £'000	2010 £'000
Fixed assets			
Investments	9	82,980	83,001
Current assets			
Debtors	10	7	8
Cash at bank and in hand		2,387	2,003
		2,394	2,011
Creditors – amounts falling due within one year	11	-	(2,625)
Net current assets/ (liabilities)		2,394	(614)
Total assets less current liabilities		85,374	82,387
Provisions for liabilities	12	-	(108)
Net assets		85,374	82,279
Capital and reserves			
Called up share capital	13	-	-
Profit and loss account	14	85,374	82,279
Total shareholders' funds	15	85,374	82,279

The financial statements on pages 6 to 14 were approved by the board of directors on 26 April 2012 and signed on its behalf by


SFH Tingay
Director

FremantleMedia Overseas Limited

Notes to the financial statements for the year ended 31 December 2011

1 Accounting policies

a) Basis of preparation

These financial statements are prepared on the going concern basis, 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 and have been applied consistently throughout the financial year.

The company is a wholly owned subsidiary of the RTL Group and is included in the consolidated financial statements of RTL Group which are publicly available. Consequently the company has taken advantage of the exemption provided by Section 400 of the Companies Act 2006 not to prepare group accounts.

b) Fixed asset investments

Fixed asset investments are stated at cost less provision for any permanent diminution in value. Their value is reviewed annually by the Directors and provision is made, where appropriate, for any permanent diminution of value.

c) Foreign currencies

Transactions denominated in foreign currencies during the financial year are translated at rates ruling at the dates of the transactions. At the balance sheet date all monetary assets and liabilities denominated in foreign currencies are translated at financial year end rates. Exchange gains and losses are taken to the profit and loss account.

d) Taxation

The charge for taxation is based on the profit or loss for the financial year and takes into account taxation deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes. Full provision is made for deferred taxation resulting from timing differences computed for taxation purposes and profits stated in the financial statements to the extent that there is an obligation to pay more tax in the future as a result of the reversal of those timing differences. Deferred tax assets are recognised to the extent that they are expected to be recoverable.

e) Interest

Interest income is recognised on a time-proportion basis using the effective interest method.

f) Dividends received

Dividends received are recognised as income in the profit and loss account in the financial year in which they are approved by the payer's shareholders.

g) Dividends paid

Dividends paid are recognised as a reduction in the profit and loss reserve account in the financial year in which they are approved by the company's shareholders.

h) Cash and cash equivalents

Cash and cash equivalents includes cash in hand and deposits held at call with banks. Bank overdrafts are shown within current liabilities on the balance sheet.

FremantleMedia Overseas Limited

Notes to the financial statements for the year ended 31 December 2011 (continued)

1 Accounting policies (continued)

i) Provisions

Provisions for contingent consideration are raised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount has been reliably estimated

2 Cash flow statement

The company is a wholly owned subsidiary of RTL Group 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), 'Cash flow statements'

3 Related party disclosures

The company is also exempt under the terms of Financial Reporting Standard 8, 'Related Party Disclosures', from disclosing transactions with companies that are members of RTL Group

4 Operating loss

Operating loss is stated after charging

	2011	2010
	£'000	£'000
Foreign exchange losses	21	17

The auditors' remuneration in the current year of £6,862 (2010 £8,292) has been borne by FremantleMedia Group Limited

5 Directors' emoluments and employee information

None of the directors received any fees or emoluments in respect of their service to the company during the year ended 31 December 2011 (2010 £nil). The company had no employees during the year ended 31 December 2011 (2010 £nil).

6 Interest payable and similar charges

	2011	2010
	£'000	£'000
Interest payable to group undertakings	21	13

FremantleMedia Overseas Limited

Notes to the financial statements for the year ended 31 December 2011 (continued)

7 Tax on profit on ordinary activities

	2011 £'000	2010 £'000
a) Analysis of credit in the year		
Current tax credit.		
UK group relief receivable at 26.5% (2010: 28%) on profits for the financial year	(10)	(8)
Total current tax credit (note 7(b))	(10)	(8)

There were no deferred tax balances in either year

b) Factors affecting the tax credit for the year

The standard rate of Corporation Tax in the United Kingdom changed from 28% to 26% with effect from 1 April 2011. Accordingly the company's profits are taxed at an effective rate of 26.5%.

The current tax charge differs from the standard rate of corporation tax in the UK of 26.5% (2010: 28%). The differences are explained below:

	2011 £'000	2010 £'000
Profit on ordinary activities before tax	19,345	434
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26.5% (2010: 28%)	5,126	122
Effects of:		
Group relief for nil consideration	-	-
Income exempt from tax – dividends	(5,136)	(130)
Current tax credit for the year (note 7(a))	(10)	(8)

During the year a change in the main corporation tax rate to 25% was substantively enacted on 25 July 2011 and was effective from 1 April 2012.

In addition to the changes in rates of Corporation tax disclosed above a number of further changes to the UK Corporation tax system were announced in the March 2012 UK Budget Statement. A resolution passed by Parliament on 26 March 2012 reduced the main rate of corporation tax to 24% from 1 April 2012. Legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 is expected to be included in the Finance Act 2012. A further reduction to the main rate is also proposed to reduce the rate to 22% from 1 April 2014. None of these rate reductions have been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

FremantleMedia Overseas Limited

Notes to the financial statements for the year ended 31 December 2011 (continued)

8 Dividends paid

	2011 £'000	2010 £'000
Equity - ordinary		
Interim dividend paid £16,260 (2010 £nil) per share	16,260	-

9 Fixed asset investments

	Group undertakings £'000
Cost	
At 1 January 2011	84,484
Disposals (Note 9(a))	(21)
At 31 December 2011	84,463
Impairment	
At 1 January 2011	(1,483)
Provision for impairment	-
At 31 December 2011	(1,483)
Net book amount	
At 31 December 2011	82,980
At 31 December 2010	83,001

a)	Additions/Disposals to investments	2011 £'000	2010 £'000
	(Disposal) / Investment in Blu A/S	(21)	1,307
	Total (disposals) / additions during the year	(21)	1,307

In the current year contingent consideration for Blu A/S was paid of £87,732 in respect of the acquisition of a further 25% of share capital in 2010, increasing the holding from 75% to 100%. In 2010 a provision of £108,260 was made for this, the net difference of £20,528 has therefore been shown as a disposal in 2011.

FremantleMedia Overseas Limited

Notes to the financial statements for the year ended 31 December 2011 (continued)

9 Fixed asset investments (continued)

Name of subsidiary undertaking	Percentage of ordinary shares held	Country of incorporation	Principal activity
Fremantle Productions LLC	100%	Russia	TV Production
FremantleMedia Overseas Holdings BV	100%	Holland	Holding Company
FremantleMedia Belgium S A	100%	Belgium	TV Production
FremantleMedia Finland Oy	100%	Finland	TV Production
FremantleMedia Australia Holdings Pty Limited	100%	Australia	Holding Company
Blu A/S	100%	Denmark	TV Production
FremantleMedia North America Inc	100%	USA	TV Production
Beyond International Limited	20.01%	Australia	TV Production

The year-end of Beyond International Limited is 30 June, the financial years of all other subsidiary and associated undertakings are co-terminus with that of FremantleMedia Overseas Limited

The total fixed asset investment ascribable to listed company investments is £3,838,881, which at year end had a market value of £5,438,055. The directors believe that the carrying value of the investments is supported by their underlying net assets.

10 Debtors

	2011 £'000	2010 £'000
Amounts owed by group undertakings	7	8

All amounts owed by group undertakings are unsecured and interest free and repayable on demand.

11 Creditors - amounts falling due within one year

	2011 £'000	2010 £'000
Amounts owed to group undertakings	-	2,625

All amounts owed to group undertakings are unsecured and interest free and repayable on demand.

FremantleMedia Overseas Limited

Notes to the financial statements for the year ended 31 December 2011 (continued)

12 Provision for liabilities

	Provision for contingent consideration £'000
As at 1 January 2011	108
Released during the year	(108)
As at 31 December 2011	-

During 2010 FremantleMedia Overseas Limited purchased the remaining 25% of Blu A/S. FremantleMedia Overseas Limited agreed to make an additional contingent consideration for Blu A/S dependent upon the future performance of Blu A/S. Based on 2010 budgeted performance an amount of €126,924 was due to be payable. The actual consideration paid in 2011 was £87,732 (note 9).

13 Called up share capital

	2011 £	2010 £
Authorised		
1,000 (2010: 1,000) ordinary shares of £1 each	1,000	1,000
Allotted and fully paid		
1 (2010: 1) ordinary shares of £1 each	1	1

14 Profit and loss account

	£'000
As at 1 January 2011	82,279
Profit for the financial year (note 15)	3,095
As at 31 December 2011	85,374

15 Reconciliation of movements in total shareholders' funds

	2011 £'000	2010 £'000
Profit for the financial year	19,355	442
Dividends paid (note 8)	(16,260)	-
Retained profit for the financial year	3,095	442
Net addition to total shareholders' funds		
Total shareholders' funds as at 1 January	82,279	81,837
Total shareholders' funds as at 31 December	85,374	82,279

FremantleMedia Overseas Limited

Notes to the financial statements for the year ended 31 December 2011 (continued)

16 Bank arrangement

The company participates in an arrangement with Barclays Bank Plc whereby the company and other FremantleMedia group companies, operate a zero balancing cash pooling arrangement, with each entity having its own legal ownership of its bank account

17 Ultimate parent undertaking

The immediate parent undertaking is FremantleMedia Group Limited, a company registered in England and Wales

The smallest group to consolidate these accounts is RTL Group S A , a company registered in Luxembourg. Copies of 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 AG, a company registered in Germany, which is the largest group to consolidate these accounts. Copies of the Bertelsmann AG accounts can be obtained from the General Counsel at Bertelsmann AG, Carl-Bertlesmann-Straße 270, 33311 Gutersloh, Germany