

COMPANY REGISTRATION NUMBER 03030087

# **CLT-UFA UK Television Limited**

**Annual report and financial statements**

**for the year ended 31 December 2013**



**CLT-UFA UK Television Limited**

**Financial statements  
for the year ended 31 December 2013**

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## **CLT-UFA UK Television Limited**

### **Directors' report for the year ended 31 December 2013**

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

#### **Principal activities, business review and future developments**

The principal activity of the company during the year was the provision of research and consulting services in relation to the worldwide television market. This activity ceased on 6 April 2013. The directors anticipate that the company will be wound up during the coming year.

#### **Results and dividends**

The loss for the year, after taxation, amounted to £4,022,951 (2012: £5,552,878). The directors have not recommended a dividend (2012: £nil). The loss for the year has been transferred to reserves.

#### **Financial risk management**

The company's financial management operates within defined treasury and financial operations policies determined by the company's management and its shareholders.

The company's principal financial instruments are cash, the main purpose of which is to finance the company's operations. The company has other financial instruments, such as trade payables that arise directly from its operations.

#### **Directors**

The directors, who held office for the year and up to the date of signing the financial statements, are outlined below:

A Buckhurst  
R Mannelli

The company maintains liability insurance for its directors and officers. The company also provides an indemnity for its directors, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

#### **Going concern**

The company has net liabilities and has incurred a loss in the year ended 31 December 2013. Subsequent to the year end, £305,818,459 of the debt owed to a group company was waived. The company no longer trades and all other creditors have been paid. It is anticipated that the company be wound up during the coming year.

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

### 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 elected to prepare 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 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.

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 auditor is unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

### Small company provisions

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

By order of the Board



A Buckhurst

Director

1 Stephen Street  
London  
W1T 1AL

Approved by the directors on 29 July 2014

## **CLT-UFA UK Television Limited**

### **Independent auditor's report to the members of CLT-UFA UK Television Limited**

We have audited the financial statements of CLT-UFA UK Television Limited for the year ended 31 December 2013 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 on page 2, 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 opinions, 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 these opinions, 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 directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual 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 2013 and of its loss 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 matters 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.

**CLT-UFA UK Television Limited**

**Independent auditor's report**

to the members of CLT-UFA UK Television 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 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.



Stewart Jell (Senior Statutory Auditor)  
For and on behalf of SHIPLEYS LLP  
Chartered Accountants & Statutory Auditor

30 July 2014

# CLT-UFA UK Television Limited

## Profit and loss account

for the year ended 31 December 2013

|                                                    | Note     | 2013<br>£000   | 2012<br>£000   |
|----------------------------------------------------|----------|----------------|----------------|
| Revenue                                            |          | 463            | 1,847          |
| Administrative expenses                            |          | (456)          | (2,328)        |
| <b>Operating profit/(loss)</b>                     | <b>2</b> | <u>7</u>       | <u>(481)</u>   |
| Interest receivable                                |          | 2              | -              |
| Interest payable and similar charges               | <b>4</b> | (3,965)        | (5,382)        |
| <b>Loss on ordinary activities before taxation</b> |          | <u>(3,956)</u> | <u>(5,863)</u> |
| Tax on loss on ordinary activities                 | <b>5</b> | (67)           | 310            |
| <b>Loss for the financial year</b>                 |          | <u>(4,023)</u> | <u>(5,553)</u> |

The above results were derived entirely from discontinued operations. The company's principal activity ceased on 6 April 2013.

The company has 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 loss on ordinary activities before taxation and the loss for the financial years stated above and their historical cost equivalents.

The notes on pages 7 to 11 form part of these financial statements.

**CLT-UFA UK Television Limited**


**Balance sheet**

as at 31 December 2013

|                                                       | Note | 2013<br>£000     | 2012<br>£000     |
|-------------------------------------------------------|------|------------------|------------------|
| <b>Fixed assets</b>                                   |      |                  |                  |
| Tangible assets                                       | 6    | -                | 4                |
| <b>Current assets</b>                                 |      |                  |                  |
| Debtors                                               | 7    | -                | 180              |
| Cash at bank                                          |      | 167              | 2,880            |
|                                                       |      | <u>167</u>       | <u>3,060</u>     |
| <b>Creditors: Amounts falling due within one year</b> | 8    | <b>(305,985)</b> | <b>(304,859)</b> |
| <b>Net current liabilities</b>                        |      | <b>(305,818)</b> | <b>(301,799)</b> |
| <b>Total assets less current liabilities</b>          |      | <b>(305,818)</b> | <b>(301,795)</b> |
| <b>Capital and reserves</b>                           |      |                  |                  |
| Called-up share capital                               | 9    | 22,028           | 22,028           |
| Share premium account                                 | 10   | 255,184          | 255,184          |
| Profit and loss account                               | 10   | (583,030)        | (579,007)        |
| <b>Total shareholders' deficit</b>                    | 11   | <b>(305,818)</b> | <b>(301,795)</b> |

**Capital and reserves**

The financial statements on pages 5 to 11 were approved by the directors and authorised for issue on 29 July 2014, and are signed on their behalf by:



A Buckhurst  
Director

Company Registration Number: 03030087

The notes on pages 7 to 11 form part of these financial statements.



## **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 and have been applied consistently.

#### **Going concern**

The company has net liabilities and has incurred a loss in the year ended 31 December 2013. Subsequent to the year end, £305,818,459 of the debt owed to a group company was waived. The company no longer trades and all other creditors have been paid. It is anticipated that the company be wound up during the coming year.

#### **Cash flow and related party transactions**

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

#### **Turnover**

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

#### **Fixed assets**

All fixed assets are initially recorded at cost. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

#### **Depreciation**

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Motor Vehicles                      -     3 years straight line

#### **Operating lease agreements**

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

#### **Fixed asset investments**

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

#### **Pension costs**

Contributions in respect of the company's defined contribution pension scheme are charged to the profit and loss account for the year in which they are payable to the scheme. Differences between contributions payable and contributions actually paid in the year are shown as either accruals or prepayments at the year end.

## Notes to the financial statements

for the year ended 31 December 2013

### Taxation

The charge for taxation is based on the profit for the 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. Deferred tax is calculated on a non-discounted basis at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse.

### Interest

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

## 2. Operating profit/(loss)

Operating profit/(loss) is stated after charging/(crediting):

|                                    | 2013<br>£000 | 2012<br>£000 |
|------------------------------------|--------------|--------------|
| Depreciation of owned fixed assets | 1            | 6            |
| Profit on disposal of fixed assets | (1)          | -            |
| Auditor's remuneration             |              |              |
| - as auditor                       | 4            | 4            |
|                                    | <u>4</u>     | <u>4</u>     |

## 3. Employee information and directors' emoluments

The average number of staff employed by the company during the financial year amounted to:

|       | 2013<br>No | 2012<br>No |
|-------|------------|------------|
| Other | 1          | 3          |
|       | <u>1</u>   | <u>3</u>   |

The aggregate payroll costs of the above were:

|                                           | 2013<br>£000 | 2012<br>£000 |
|-------------------------------------------|--------------|--------------|
| Wages and salaries                        | 354          | 1,962        |
| Social security costs                     | 52           | 187          |
| Pension costs                             | 1            | 15           |
| Employment benefits and other staff costs | 4            | 16           |
|                                           | <u>411</u>   | <u>2,180</u> |

## 4. Interest payable and similar charges

|                                        | 2013<br>£000 | 2012<br>£000 |
|----------------------------------------|--------------|--------------|
| Interest payable to group undertakings | 3,965        | 5,382        |
|                                        | <u>3,965</u> | <u>5,382</u> |

**CLT-UFA UK Television Limited**

**Notes to the financial statements**

for the year ended 31 December 2013

**5. Tax on loss on ordinary activities**

**(a) Analysis of charge/(credit) in the year**

|                                                                                          | 2013<br>£000 | 2012<br>£000 |
|------------------------------------------------------------------------------------------|--------------|--------------|
| Current tax:                                                                             |              |              |
| UK group relief payable/(receivable) at 23.25% (2012: 24.5%)<br>on the loss for the year | 5            | (117)        |
| Adjustments in respect of previous periods                                               | 62           | (193)        |
|                                                                                          | <u>67</u>    | <u>(310)</u> |

There are no deferred tax charges in either the current or previous period.

**(b) Factors affecting the tax charge/(credit) for the year**

The standard rate of Corporation Tax in the United Kingdom changed from 24% to 23% with effect from 1 April 2013. Accordingly the company's losses are taxed at an effective rate of 23.25%. The current tax charge differs from the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The differences are explained below:

|                                            | 2013<br>£000 | 2012<br>£000 |
|--------------------------------------------|--------------|--------------|
| Loss on ordinary activities before tax     | (3,956)      | (5,863)      |
| Loss on ordinary activities by rate of tax | (920)        | (1,436)      |
| Expenses not deductible for tax purposes   | 925          | 1,319        |
| Utilisation of tax losses                  |              |              |
| Adjustments in respect of previous periods | 62           | (193)        |
| Total current tax (note 5(a))              | <u>67</u>    | <u>(310)</u> |

Reductions to the UK corporation tax rate by 2% to 21% from 1 April 2014 and by a further 1% to 20% from 1 April 2015 were substantively enacted on 3 July 2013.

# CLT-UFA UK Television Limited

## Notes to the financial statements

for the year ended 31 December 2013

### 6. Tangible fixed assets

|                            | Motor Vehicles<br>£000 |
|----------------------------|------------------------|
| <b>Cost</b>                |                        |
| At 1 January 2013          | 18                     |
| Disposals                  | (18)                   |
| <b>At 31 December 2013</b> | <b>-</b>               |
| <b>Depreciation</b>        |                        |
| At 1 January 2013          | 14                     |
| Charge for the year        | 1                      |
| Disposals                  | (15)                   |
| <b>At 31 December 2013</b> | <b>-</b>               |
| <b>Net book value</b>      |                        |
| At 31 December 2013        | -                      |
| At 31 December 2012        | 4                      |

### 7. Debtors

|                                    | 2013<br>£000 | 2012<br>£000 |
|------------------------------------|--------------|--------------|
| Amounts owed by group undertakings | -            | -            |
| Other debtors                      | -            | 180          |
| Prepayments and accrued income     | -            | -            |
|                                    | <b>-</b>     | <b>180</b>   |

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

### 8. Creditors: Amounts falling due within one year

|                                    | 2013<br>£000   | 2012<br>£000   |
|------------------------------------|----------------|----------------|
| Trade creditors                    | 5              | 3              |
| Amounts owed to group undertakings | 305,972        | 303,869        |
| Other taxation and social security | 2              | 976            |
| Accruals and deferred income       | 6              | 11             |
|                                    | <b>305,985</b> | <b>304,859</b> |

Included in amounts owed to group undertakings in 2013 are loan balances which incurred interest between 1.59% and 1.67% (2012: 1.83% and 2.38%) during the year. All other amounts owed to group undertakings are repayable on demand.

### 9. Called up share capital

|                                                          | 2013<br>£000  | 2012<br>£000  |
|----------------------------------------------------------|---------------|---------------|
| <i>Allotted and fully paid</i>                           |               |               |
| 22,027,726 (2012: 22,027,726) ordinary shares of £1 each | <b>22,028</b> | <b>22,028</b> |

## Notes to the financial statements

for the year ended 31 December 2013

### 10. Reserves

|                               | Share<br>Premium<br>account<br>£000 | Profit and<br>loss account<br>£000 |
|-------------------------------|-------------------------------------|------------------------------------|
| As at 1 January 2013          | 255,184                             | (579,007)                          |
| Loss for the financial year   | -                                   | (4,023)                            |
| <b>As at 31 December 2013</b> | <b>255,184</b>                      | <b>(583,030)</b>                   |

### 11. Reconciliation of movements in shareholders' deficit

|                                              | 2013<br>£000     | 2012<br>£000     |
|----------------------------------------------|------------------|------------------|
| Loss for the financial year                  | (4,023)          | (5,553)          |
| Shareholders' deficit brought forward        | (301,795)        | (296,242)        |
| <b>Shareholders' deficit carried forward</b> | <b>(305,818)</b> | <b>(301,795)</b> |

### 12. Ultimate parent undertaking and controlling party

The immediate parent undertaking is CLT-UFA S.A., a company registered in Luxembourg.

The smallest group to consolidate these accounts 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 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-Bertelsmann-Straße 270, 33311 Gütersloh, Germany.

### 13. Pension commitments

The company makes contributions to defined contribution pension schemes on behalf of employees.

The cost of these contributions in the year amounted to £1,000 (2012: £15,000).

### 14. Post balance sheet events

In June 2014, £305,818,459 of the debt owed to a group company was waived.