



ABHL Digital Limited

Registered number 03538787

**Annual Report and
Financial Statements**

For the year ended 30 June 2022

WEDNESDAY SATURDAY			
	AC1J9S00		
	A05	15/04/2023	#236
	COMPANIES HOUSE		
	AC0C6HWW		
	A03	29/03/2023	#367
	COMPANIES HOUSE		

ABHL Digital Limited (03538787)

Annual Report and Financial Statements - Year ended 30 June 2022

Table of Contents

Directors' report and statement of Directors' responsibilities.....	2
Income Statement	4
Statement of Financial Position.....	5
Statement of changes in equity	6
Notes to the financial statements.....	7
1 General Information	7
2 Basis of preparation and statement of compliance	7
3 Principal accounting policies.....	8
4 Critical accounting estimates and judgements.....	8
5 Operating result.....	9
6 Employees and directors	9
7 Tax	9
8 Investments	10
9 Receivables	10
10 Payables	10
11 Share capital.....	11
12 Share premium account.....	11
13 Financial commitments and contingent liabilities	11
14 Related party transactions	11
15 Controlling parties.....	11

Directors' report and statement of Directors' responsibilities

The Directors of ABHL Digital Limited, registered company number 03538787, ('the Company') submit the following annual report and financial statements ('the financial statements') in respect of the year ended 30 June 2022. The Company's registered office is Crawley Court, Winchester, Hampshire SO21 2QA.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The Company is entitled to take the small companies exemption (as defined by the Companies Act 2006) and therefore has elected to take the exemption from preparing a strategic report in accordance with section 414B of the Companies Act 2006.

Business review and principal activities

The Company acts as an intermediate holding company within the Arqiva Group Limited ('AGL'), group of companies ('the Group'). It holds an investment in a sub group of companies which invest in digital radio.

It is the intention of the Company to continue to act as an intermediate holding company.

The Company's result for the year is a loss of £10,000 (2021: £774,000). The Company has net assets of £46,724,000 (2021: £46,734,000).

Key performance indicators ('KPIs')

Given the straightforward nature of the Company's activities, the Directors are of the opinion that analysis using KPIs is not necessary for the understanding of the development, performance or position of the business.

The KPIs of the Group are managed as a whole and are discussed within the annual report and consolidated financial statements of AGL, a copy of which is available from the address in note 15 of these financial statements or the Group's website at www.arqiva.com.

Future developments

It is the intention of the Company to continue to hold investments in a group of operating companies.

Going concern

The Company adopts the going concern basis in preparing its financial statements, based on the support from its parent undertakings, the future cash flow forecasts of the Group and available facilities, which lead the Directors of the Company to be confident that the Company will have adequate resources to continue in operational existence for the foreseeable future.

Financial risk management

The Company's operations expose it to a variety of financial risks that include the effects of changes in liquidity risk and interest rate risk. The Group's overall risk management programme seeks to minimise potential adverse effects as noted below.

Liquidity risk

The company actively maintains a mixture of long-term and short-term intercompany loans.

Interest rate risk

Intercompany loan balances are interest free.

Events after the reporting date

Post year end there was a change in the shareholding of the Company's ultimate parent undertaking as set out in note 15 to the financial statements. This does not have any impact on the day to day operations of the Company. There have been no other events since the balance sheet date which would have a material impact on the Company and require adjustment or disclosure within the financial statements.

ABHL Digital Limited (03538787)

Annual Report and Financial Statements - Year ended 30 June 2022

Dividends, transfers to reserves and results

The Company has not declared any dividends for the year to 30 June 2022 (2021: £nil). The loss for the year of £10,000 (2021: £774,000) was transferred to reserves.

Directors

The following held office as Directors of the Company during the year and up to the date of this report:

- Tim Jones
- Shuja Khan (appointed 1 June 2022)
- Paul Donovan (resigned 31 May 2022)

Directors' indemnities

The Company has provided an indemnity for its Directors and the Company Secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

Statement of Directors' responsibilities

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

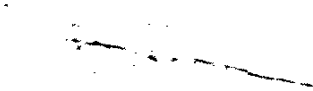
Company law requires the Directors to prepare financial statements for each financial year. Under that law, the Directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101).

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 these 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 United Kingdom Accounting Standards, including FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; 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 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.

On behalf of the Board


Tim Jones
Director
Crawley Court
Winchester
Hampshire
SO21 2QA

Date: 23 March 2023

ABHL Digital Limited (03538787)

Annual Report and Financial Statements - Year ended 30 June 2022

Income Statement

	Note	Year ended 30 June 2022 £'000	Year ended 30 June 2021 £'000
Operating result	5	(10)	(10)
Loss before tax		(10)	(10)
Tax	7	(764)	(764)
Loss for the year		(774)	(774)

All results are from continuing operations.

The Company has no other comprehensive income other than the loss stated above and therefore no separate statement of comprehensive income has been presented.

ABHL Digital Limited (03538787)

Annual Report and Financial Statements - Year ended 30 June 2022

Statement of Financial Position

	Note	30 June 2022 £'000	30 June 2021 £'000
Non-current assets			
Investments in subsidiaries	8	317	317
Receivables	9	48,601	49,365
		48,918	49,682
Total assets		48,918	49,682
Current liabilities			
Payables	10	(2,958)	(2,948)
Net current liabilities		(2,958)	(2,948)
Total Liabilities		(2,958)	(2,948)
Net assets		45,960	46,734
Equity			
Share capital	11	-	-
Share premium	12	12,713	12,713
Retained earnings		33,247	34,021
Total shareholders' funds		45,960	46,734

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

For the year ending 30 June 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

The Directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts.

For the year ended 30 June 2022, the financial statements have been prepared in accordance with the provisions applicable by the small companies' regime (as defined by the Companies Act 2006).

These financial statements were approved by the Board of Directors on 23 March 2023 and were signed on its behalf by:

Tim Jones
Director

Statement of changes in equity

	Share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
Balance at 1 July 2020	-	12,713	34,795	47,508
Loss for the year	-	-	(774)	(774)
Balance at 30 June 2021	-	12,713	34,021	46,734
Loss for the year	-	-	(774)	(774)
Balance at 30 June 2022	-	12,713	33,247	45,960

Notes to the financial statements

1 General Information

ABHL Digital Limited ("the Company") is a private company incorporated in England, United Kingdom ("UK") under the Companies Act under registration number 03538787. The address of the registered office is Crawley Court, Winchester, Hampshire, SO21 2QA.

The nature of the Company's operations and its principal activities are set out in the Directors Report on page 1.

2 Basis of preparation and statement of compliance

The financial statements of the Company have been prepared in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' ('FRS 101'). The Group's financial statements (Arqiva Group Limited and its subsidiaries) are available online at www.arqiva.com.

The requirements have been applied in accordance with the requirements of the Companies Act 2006.

The financial statements are prepared on a going concern basis and under the historical cost convention.

The following disclosure exemptions, as permitted by paragraph 8 of FRS 101, have been taken in these Company financial statements and notes:

<u>UK-adopted IFRS</u>	<u>Relevant disclosure exemptions</u>
IFRS 7 Financial Instruments: Disclosures	All disclosure requirements.
IAS 1 Presentation of financial statements	The requirements of paragraph 38; comparative information in respect of paragraph 79(a)(iv) of IAS 1.
IAS 1 Presentation of financial statements	The requirements of paragraphs 10(d), 10(f), 16, 38A, 38B to D, 40A to D, 111 and 134 to 136.
IAS 7 Statement of Cash Flows	All disclosure requirements.
IAS 8 Accounting policies, changes in accounting estimates and errors	The requirements of paragraphs 30 and 31.
IAS 24 Related Party Disclosures	The requirements of paragraph 17; the requirement to disclose related party transactions entered into between two or more members of a Group, provided that any subsidiary party to the transaction is wholly owned by such a member and key management personnel.
IAS 36 Impairment of Assets	The requirements of paragraphs 130 (f)(ii), 130(f)(iii), 134(d) to 134 (f) and 135(c) to 135 (e).
IFRS 3 Business Combinations	The requirements of paragraphs 62, B64(d), B64(e), B64(g), B64(h), B64(j) to B64(m), B64(n)(ii), B64(o)(ii), B64(p), B64(q)(ii), B66 and B67.

3 Principal accounting policies

The following accounting policies have been applied consistently in relation to the Company's financial statements:

(a) Exemption from consolidation

The Company is a wholly owned subsidiary of Arqiva UK Broadcast Holdings Limited and of its ultimate parent, AGL. It is included in the consolidated financial statements of AGL which are publicly available. Therefore the Company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements.

These financial statements are separate financial statements.

(b) Going concern

The Company adopts the going concern basis in preparing its financial statements based upon the support from its parent undertakings and the future profit, cash flows and available resources of the Group which lead the Directors of the Company to be confident that the Company will have adequate resources to continue in operational existence for the foreseeable future.

(c) Changes in accounting policy and disclosures

New and revised standards

The following new and revised Standards and Interpretations have been adopted in the current year. Their adoption has not had any significant impact on the amounts reported in these financial statements.

Amendments to IFRS 9, IAS 39 and IFRS 7	Interest Rate Benchmark Reform
---	--------------------------------

At the date of authorisation of these financial statements, the Group has not applied the following new and revised IFRS Standards that have been issued but are not yet effective:

Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IFRS 3	Reference to the Conceptual Framework
Improvements to IFRS Standards 2018-2020 Cycle	Amendments to IFRS 1 First-time Adoption of International Financial Reporting Standards, IFRS 9 Financial Instruments, IFRS 16 Leases, and IAS 41 Agriculture
Amendments to IAS 1 and IFRS Practice Statements 2	Disclosure of Accounting Policies
Amendments to IAS 8	Definition of Accounting Estimates
Amendments to IAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction

None of the above are expected to have a material impact on the Company.

(d) Investments in subsidiaries

Investments in subsidiaries are shown at cost less provision for impairment.

4 Critical accounting estimates and judgements

In the application of the Company's accounting policies, which are described in note 3, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

There are no significant judgements or critical accounting estimates impacting these financial statements.

ABHL Digital Limited (03538787)

Annual Report and Financial Statements - Year ended 30 June 2022

5 Operating result

The Company has received a management recharge in respect of senior executive management costs and central treasury costs within the group, from fellow Group companies. These management recharges (2022: £10,000; 2021: £10,000) are operating expenses included within the Income Statement.

The Company's audit fee for the year was £nil (2021: £nil) due to the exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

6 Employees and directors

Employees

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

Directors

There are no recharges (2021: £nil) made to the Company in respect of any remuneration for any Directors, as their duties in respect of the Company are incidental to their normal duties on behalf of their employer companies.

The Directors are either representatives of the ultimate UK parent undertakings or other Group companies and their individual remuneration reflects the services they provide to the Company and other Group companies. It is not possible to make an accurate apportionment of each Director's emoluments in respect of their services to the Company. Accordingly, no emoluments in respect of these Directors services have been disclosed.

7 Tax

	Year ended 30 June 2022 £'000	Year ended 30 June 2021 £'000
Current tax:		
UK corporation tax	764	764
Total current tax	764	764
Tax charge on profit on ordinary activities	764	764

UK Corporation tax is calculated at the rate of 19.0% (2021: 19.0%) of the estimated taxable loss for the year. The charge for the year can be reconciled to the profit in the income statement as follows:

	Year ended 30 June 2022 £'000	Year ended 30 June 2021 £'000
Loss before tax	(10)	(10)
Tax at the UK Corporation tax rate of 19% (2021: 19%)	(2)	(2)
Deemed interest on intercompany balances	766	766
Total tax charge for the year	764	764

The current year UK corporation tax charge (2021: charge) represents the payment made to (2021: made to) other Group companies for the provision of tax losses by way of group relief.

The main rate of UK corporation tax was 19.0% (2021: 19.0%) during the year. In the Finance Act 2021 it was enacted that the main rate of UK corporation tax would be increased to 25.0% from 1 April 2023.

There are no recognised or unrecognised deferred tax balances (2021: none).

ABHL Digital Limited (03538787)

Annual Report and Financial Statements - Year ended 30 June 2022

8 Investments

	Investments in subsidiaries £'000
Cost	
At 30 June 2021 and 30 June 2022	317

The Directors consider the carrying value of the Company's investments in its subsidiaries on an annual basis, or more frequently should indicators arise, and believe that the carrying values of the investments are supported by the underlying trade and net assets.

The Company's investments (held indirectly unless stated) are shown below:

Company	Country of incorporation	Principal activities	Year end	Percentage of ordinary shares held
ABHL Digital Radio Limited	United Kingdom	Holding company	30-Jun	100% (held directly)
Digital One Limited	United Kingdom	Transmission services	30-Jun	100%
Now Digital (East Midlands) Limited	United Kingdom	Transmission services	30-Jun	80%
Now Digital (Oxford) Limited	United Kingdom	Dormant Company	30-Jun	100%
Now Digital (Southern) Limited	United Kingdom	Transmission services	30-Jun	100%
Now Digital Limited	United Kingdom	Transmission services	30-Jun	100%
South West Digital Radio Limited	United Kingdom	Transmission services	30-Jun	66.67%

The registered office of each of the subsidiary companies listed was Crawley Court, Winchester, Hampshire, SO21 2QA.

9 Receivables

	30 June 2022 £'000	30 June 2021 £'000
Amounts receivable from other group entities	48,601	49,365
Total non-current receivables	48,601	49,365

Amounts owed by Group undertakings are unsecured and interest free.

10 Payables

	30 June 2022 £'000	30 June 2021 £'000
Amounts payable to other group entities	2,958	2,948
Total payables	2,958	2,948

Amounts owed to Group undertakings are unsecured, interest free and are repayable on demand.

ABHL Digital Limited (03538787)

Annual Report and Financial Statements - Year ended 30 June 2022

11 Share capital

	30 June 2022 £	30 June 2021 £
Allotted and fully paid:		
13 (2021: 13) ordinary shares of £1 each	13	13

12 Share premium account

	£'000
At 30 June 2021 and 30 June 2022	12,713

13 Financial commitments and contingent liabilities

Financing commitments

Under the terms of the Group's external debt facilities, the Group has provided security over substantially all of its tangible, intangible and other assets by way of a Whole Business Securitisation ('WBS') structure.

14 Related party transactions

The Company has applied the provisions within FRS 101 to be exempt from the disclosure of transactions entered into, and balances outstanding, with a Group entity (which is wholly owned by another Group entity) and key management personnel.

15 Controlling parties

The Company's immediate parent undertaking is Arqiva UK Broadcast Holdings Limited ('AUKBHL'). Copies of the AUKBHL financial statements can be obtained from the Company Secretary at Crawley Court, Winchester, Hampshire, SO21 2QA.

The ultimate parent undertaking is AGL, which is the parent undertaking of the largest group to consolidate these financial statements. Arqiva Group Parent Limited ('AGPL') is the smallest group to consolidate these financial statements.

Copies of the AGL and AGPL consolidated financial statements can be obtained from the Company Secretary of each Company at Crawley Court, Winchester, Hampshire, SO21 2QA.

At the year end AGL was owned by a consortium of shareholders including Canada Pension Plan Investment Board (CPPIB), Macquarie European Infrastructure Fund II, other Macquarie managed funds and minorities. There is no ultimate controlling party of the Company above AGL.

In June 2022 it was announced that Digital 9 Infrastructure had agreed to purchase Canada Pension Plan Investment Board's (CPPIB) entire 48% stake in AGL. Digital 9 Infrastructure is a dedicated infrastructure investor, headquartered in the UK and with significant experience in the infrastructure industry. Subsequent to the year end, this acquisition was completed on 18 October 2022. At that point the representatives from CPPIB appointed to the Group Board of Directors were replaced by representatives from Digital 9 Infrastructure. This will not change the day-to-day operations of the Group or Company's business and did not result in any changes to the Company's Directors.