

Fremantle Group Pension Trustee Limited

Registered Number: 04126998

**Directors' report and financial statements
for the year ended 31 December 2008**



Fremantle Group Pension Trustee Limited

Directors' report for the year ended 31 December 2008

The directors present their report and the audited financial statements of the company for the year ended 31 December 2008.

Principal activity

The company acts as sole Trustee to the Fremantle Group Pension Plan.

Review of business and future developments

The directors do not expect any significant changes in the company's operations for the foreseeable future.

Results and dividends

The company in its capacity as sole Trustee receives contributions which are passed through to the Fremantle Group Pension Plan to which NorthgateArinso have been appointed as third party administrator and to whom all responsibilities in relation to the operation of the plan (including the bank account) have been delegated.

As a result the company does not earn income or incur expenses and has therefore not presented a profit and loss account in the current or prior year.

The directors do not recommend the payment of a dividend (2007: £Nil).

Directors and their interests

The directors who held office during the year and up to the date of this report are outlined below:-

IRM Ousey
SFH Tingay
NL Gray
NO Malmholt
JA Dolman
RE Clark
S Tew

At no time during the year ended 31 December 2008 did any director have any interest which is required to be notified to the company under section 324 of the Companies Act 1985.

Fremantle Group Pension Trustee Limited

Directors' report for the year ended 31 December 2008 (Continued)

Statement of directors' responsibilities

The directors are responsible for preparing 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). The financial statements are required by law to 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.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records that 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 1985. 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.

Statement of 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.

Independent Auditors

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office. In accordance with the Companies Act 1985, the company has elected to dispense with the obligation to hold an annual general meeting and the requirement to reappoint annually the registered auditors of the company.

By order of the Board

Heleen Faudy

H Farnaby
Secretary

1 Stephen Street
London
W1T 1AL

27 April 2009

Independent auditors' report to the members of Fremantle Group Pension Trustee Limited

We have audited the financial statements of Fremantle Group Pension Trustee Limited for the year ended 31 December 2008 which comprise the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 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.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors' report to the members of Fremantle Group Pension Trustee Limited (Continued)

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its results for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

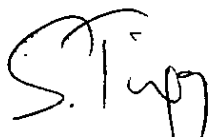
27 April 2009

Fremantle Group Pension Trustee Limited

Balance sheet as at 31 December 2008

	Note	2008 £	2007 £
Current assets			
Other debtors		14,889	14,889
Cash at bank and in hand		9,793	9,793
		24,682	24,682
Creditors – amounts falling due within one year	4	(24,681)	(24,681)
Net current assets		1	1
Total assets less current liabilities		1	1
Net assets		1	1
Capital and reserves			
Called up share capital	5	1	1
Profit and loss account			
Equity shareholders' funds	6	1	1

The financial statements on pages 5 to 7 were approved by the board of directors on 27 April 2009 and signed on its behalf by:



SFH Tingay
Director

Fremantle Group Pension Trustee Limited

Notes to the financial statements for the year ended 31 December 2008

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 1985 and applicable accounting standards.

The company has not traded in the period, incurred no liabilities and consequently made neither profit nor loss. Accordingly, no profit and loss account has been presented.

b) 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.

2 Cashflow and related party disclosures

The company is a wholly owned subsidiary of RTL Group S.A. 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). The company is also exempt under the terms of Financial Reporting Standard 8, Related Party Disclosures, from disclosing transactions with members of the RTL Group.

3 Directors emoluments, employee and auditors remuneration information

None of the directors received any fees or emoluments in respect of their services to the company during the year ended 31 December 2008 (2007: £Nil). The company has no employees (2007: Nil).

Auditors' remuneration of £1,625 (2007: £2,000) was borne by FremantleMedia Group Limited, a fellow company within the RTL Group S.A.

4 Creditors - amounts falling due within one year

	2008	2007
	£	£
Amounts owed to group undertakings	5,000	5,000
Other creditors	19,681	19,681
	24,681	24,681

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

Fremantle Group Pension Trustee Limited

Notes to the financial statements for the year ended 31 December 2008

(Continued)

5 Called up share capital

	2008 £	2007 £
Authorised:		
100 ordinary shares of £1 each (2007: 100)	100	100
Allotted, called up and fully paid:		
1 ordinary share of £1 each (2007: 1)	1	1

6 Reconciliation of movements in total shareholders' funds

	2008 £	2007 £
Total shareholders' funds as at 1 January and 31 December	1	1

7 Ultimate parent undertaking

The immediate parent undertaking is FremantleMedia Services 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 the RTL Group accounts can be obtained from the General Counsel at RTL Group, 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.