

# **Fremantle Group Pension Trustee Limited**

**Registered Number: 04126998**

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

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# **Fremantle Group Pension Trustee Limited**

Registered Number: 04126998

## **Directors' report for the year ended 31 December 2011**

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

### **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**

Capita Hartshead Limited have been appointed as third party administrator, 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 (2010 £nil)

### **Directors**

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

IRM Ousey  
SFH Tingay  
NL Gray  
JA Dolman  
RE Clark (resigned 7<sup>th</sup> March 2011)  
S Tew  
DT Burns  
VC Williams (appointed 5<sup>th</sup> September 2011)

# **Fremantle Group Pension Trustee Limited**

Registered Number 04126998

## **Directors' report for the year ended 31 December 2011 (continued)**

### **Statement of directors' responsibilities**

The directors are responsible for preparing the directors report and 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 these 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.

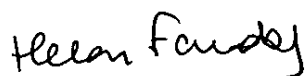
### **Disclosure of information to auditors**

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.

### **Small company exemption**

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

By order of the Board



HL Farnaby  
Company secretary

26 April 2012

# **Fremantle Group Pension Trustee Limited**

## **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 2011 which comprise 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 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.

### **Basis of audit opinion**

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.

### **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,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with 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.

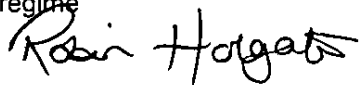
## **Fremantle Group Pension Trustee Limited**

### **Independent auditors' report to the members of Fremantle Group Pension Trustee 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
- the directors were not entitled to prepare financial statements in accordance with the small company regime



Robin Holgate (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London

26 APRIL 2012

**Fremantle Group Pension Trustee Limited**  
**Registered Number: 04126998**  
**Balance sheet as at 31 December 2011**

	Note	2011 £	2010 £
<b>Current assets</b>			
Debtors	5	1	1
<b>Net current assets</b>		1	1
<b>Total assets less current liabilities</b>		1	1
<b>Net assets</b>		1	1
<b>Capital and reserves</b>			
Called up share capital	6	1	1
Profit and loss account		-	-
<b>Total shareholders' funds</b>	7	1	1

The financial statements on pages 5 to 7 were approved by the board of directors on 26 April 2012 and signed on its behalf by



SFH Tingay  
**Director**  
26 April 2012

# **Fremantle Group Pension Trustee 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.

### **2 Cashflow statement**

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, 'Cash flow statements' (Revised 1996).

### **3 Related party disclosure**

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of Financial Reporting Standard 8, 'Related Party Disclosures', on the grounds that it is a wholly owned subsidiary of a group headed by RTL Group.

### **4 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 2011 (2010: £nil). The company has no employees (2010: None).

Auditors' remuneration of £1,241 (2010: £1,500) was borne by FremantleMedia Group Limited.

### **5 Debtors**

	2011 £	2010 £
Other debtors	1	1

## **Fremantle Group Pension Trustee Limited**

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

#### **6 Called up share capital**

	2011 £	2010 £
<b>Authorised</b>		
100 ordinary shares of £1 each (2010 100)	100	100
<b>Allotted and fully paid</b>		
1 ordinary share of £1 each (2010 1)	1	1

#### **7 Reconciliation of movements in shareholders' funds**

	2011 £	2010 £
Total shareholders' funds as at 1 January and 31 December	1	1

#### **8 Ultimate parent undertaking**

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

The smallest group to consolidate these financial statements is RTL Group S A , a company registered in Luxembourg Copies of the RTL Group financial statements 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 financial statements can be obtained from the General Counsel at Bertelsmann AG, Carl-Bertelsmann-Straße 270, 33311 Gütersloh, Germany