

**Company Registration No. 07320345**

**Independent Digital News and Media Limited**

**Annual Report and Financial Statements**

**For the year ended 30 September 2018**

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# **Independent Digital News and Media Limited**

## **Annual Report and financial statements 2018**

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# **Independent Digital News and Media Limited**

## **Annual Report and financial statements 2018**

### **Officers and professional advisers**

#### **Directors**

E Lebedev  
J D E Byam Shaw  
Z Leonard  
M Malhotra  
David-John Collins  
Eric Leslie Lewis

#### **Company Secretary**

M Malhotra

#### **Registered Office**

2 Derry Street  
London  
W8 5HF

#### **Bankers**

Lloyds Bank plc  
25 Gresham Street  
London  
EC2V 7HN

#### **Auditor**

Deloitte LLP  
Statutory Auditor  
London  
United Kingdom

# Independent Digital News and Media Limited

## Strategic report

This strategic report has been prepared for the Group as a whole and therefore gives greater emphasis to those matters which are significant to Independent Digital News & Media Limited and its subsidiary undertaking when viewed as a whole.

### Principal activities

The principal activity of the Group is digital news and features publishing with its headquarters in London, United Kingdom and an office in New York, United States. The analysis of revenue and operating profit for the year ended 30 September 2018 are included as notes 3 and 4 to the financial statements.

### Review of business and future developments

The Group is a digital consumer media business delivering news and lifestyle content through websites, including *Independent.co.uk* and *indy100.com*, and digital mobile applications including *The Independent Digital Edition* and *Independent Minds*.

The Group completed its second year as a profitable, digital-only publisher on 30 September 2018, with turnover of £24.8m, which represented a £2.6m or 12% improvement on the previous year. The Group recorded an operating profit of £3.1m, which was a marginal decline of £0.2m against the prior year as a result of continuing investment in the editorial teams in the UK and US, as well as an expansion in the network of foreign correspondents located across the globe. There was also a significant investment in the development and launch of *Independent Minds*, a premium content subscription membership service and live app that showcases the high quality journalism of The Independent.

Cumulative traffic for the year brought 955m unique users to *independent.co.uk* and *indy100.com*, which generated 2.8 billion page impressions in the year. Audience and traffic from social media were impacted by a universal change made by Facebook to its newsfeed algorithm, which affected UK and US audience traffic across all news publishers. The Group continues to address this deficit through optimising search engine driven audiences, which resulted in a 33% increase in visits in the year.

During the last financial year, Brexit and US politics continued to dominate the news agenda, with additional spikes in audience delivered by England's strong performance in the football World Cup. Significantly, the US market continues to be the Group's largest market reinforcing the international appeal of The Independent's journalism and its digital channels.

Revenues grew by 12% partly due to growth in agency sales and network & programmatic revenues. There was also a very strong performance in digital-specific licensing & syndication revenues, whilst subscription revenues from *The Independent Daily Edition* app remained broadly stable. These factors all helped to off-set the negative effect on turnover of the algorithm changes by Facebook in the early part of the financial year. The Company also successfully mitigated a potential revenue risk associated with the introduction of The General Data Protection Regulation in May 2018 through rigorous planning and on-going compliance.

### Outlook

Since the end of the year, the Group has continued to deliver strong audience and revenue performance in line with its business plan. The Group will continue to pursue its strategy of further diversifying its revenue streams by building its subscription revenues following the launch of *Independent Minds* in September 2018, whilst licensing revenues will be bolstered through a partnership to translate and distribute The Independent's content in four languages to hundreds of millions of Arabic, Persian, Turkish and Urdu speakers globally. The success of such initiatives will ensure the Group is well placed to continue investing in high quality journalism as well as expanding its commercial, data and technical capabilities.

# **Independent Digital News and Media Limited**

## **Strategic report (continued)**

### **Key performance indicators**

In order to monitor the development, performance and financial position of the business the Group uses key performance indicators such as audience scale and growth (Unique Visitors, Page Impressions, Pages per Visit), syndication client acquisition and renewals, app subscription acquisition and retention, data profile development, audience scale, profile/segmentation and quality measures, breakeven and profit targets for new ventures, advertising volume and yield, video views and ad inventory fill rates, social media friends and followers, and engagement behaviours of all user groups. Increasingly, advertising standards, including viewability and those provisions for data protection under the General Data Protection Regulation are driving our development and operational agenda to protect our users and clients' data, and maintain our own highest brand and service standards. These KPIs have been analysed in the review of business section.

### **Principal risks and uncertainties**

The principal risks and uncertainties faced by the Group are described below:

#### ***Advertising dependency***

With the majority of revenue coming from advertising, the Group is actively developing new and strengthening established forms of revenue to diversify income and ensure the sustainability of the brand. This also includes monitoring market trends and challenges such as Ad-Blocking, advocating and influencing trade associations and testing technical solutions to ensure that the quality and targeting standards of advertising are the highest possible to sustain that revenue stream. Subscription, syndication and eCommerce revenue streams are growing and mitigating exposure to an Advertising-dominant business.

#### ***Audience delivery***

The Group's financial projections and business model depend on continued and material audience growth, increasingly on an international basis. Geographic expansion plans and investments are developed on return on investment criteria. The Group leverages other Group media assets and expertise to cost-effectively achieve its audience growth targets, thus has not been dependent to date on Cash marketing to achieve its KPIs.

#### ***Economic conditions***

General economic conditions and the financial health of our advertising clients affects the performance of our business. The effects of Brexit have been felt to some degree, but may adversely affect specific categories, for example travel and financial markets, and as a consequence the marketing budgets the Group depends on.

#### ***Exposure to changes in the economy and advertising patterns***

General economic conditions and the financial health of our advertising clients affects the performance of our business. In addition, the Group is largely reliant on advertising spending which has historically been cyclical, with companies spending less on advertising in times of economic slowdown. The Group has a commitment to diversify revenue streams and invest in content in order to maintain high levels of quality in our brands and products, which helps us to reduce the effect of these fluctuations by maintaining the strength of our products in their markets.

#### ***Adverse results from litigation or other proceedings***

From time to time the Company is party to litigation regarding defamation and privacy claims, the outcome of which is subject to significant uncertainty. An adverse outcome could result in reputational harm, as well as requiring the company to pay out significant monetary damages and legal costs. This could adversely affect the Company's results, as well as its ability to conduct business as it is presently conducted.

#### ***Legal and regulatory***

The Group ensures its staff is made aware of their obligations to operate ethically and entirely within the law. This is reinforced through a rigorous and strictly enforced Code of Conduct that has been issued to all staff of the Group.

# **Independent Digital News and Media Limited**

## **Strategic report (continued)**

### **Principal risks and uncertainties (continued)**

#### ***Legal and regulatory (continued)***

Following the closure in September 2014 of the Press Complaints Commission, the Group decided not to join the new system of self-regulation established by other parts of the industry. This was the result of the Group believing that questions remained to be answered about how the Independent Press Standards Organisation (IPSO) would operate. In lieu of subscribing to IPSO the Group strengthened its internal complaints handling mechanism, notably by increasing the relevant staffing resource. The Group also made clearer to readers of its titles how they could complain about published content or the behaviour of journalists. Overall the number of complaints received about editorial matters has risen, but that appears largely to reflect the fact that more material is being published on the Group's websites and our online audiences have grown, as well as the better signposting of our in-house complaints system. Senior editorial executives have been updated on the current state of play and in particular have been made aware of which issues tend to give rise to complaints from readers. The Group will of course continue to monitor the situation. It has also been in ongoing discussions with IPSO about the possibility of joining the wider system of self-regulation.

Some of the questions which the Group had about IPSO's operation have been satisfactorily answered; other points may be sufficiently clarified in the coming year.

Aside from its in-house Code of Conduct and related policies and guidance, the business is subject to all applicable laws and regulations, including those pertaining to defamation, contempt, privacy, anti-bribery, anti-slavery, consumer protection, health and safety, data protection and employment.

Additionally, there are specific regulations set out by Audit Bureau of Circulation (ABC) to which the Group must adhere. Changes to, or breaches of, such laws or regulations could adversely affect the future results and reputation of the Group. Staff is made aware of health and safety and employment rights through the Group's intranet. Controls are also in place surrounding compliance with the ABC's regulations and those of other regulatory bodies.

#### ***The impact of technological and market changes on our competitive advantage***

The business operates within a highly competitive environment that can be subject to rapid change. Our products and services, and their means of delivery, are affected by technological innovations, changing legislation, competitor activity or changing customer behaviour. The structural change in advertising markets resulting in significant advertising moving to digital platforms could affect the Group's performance but also provides future opportunities.

#### ***Credit risk***

The Group is exposed to credit risk as its balance sheet will include significant receivables' balances. Management will mitigate this risk through rigorous monitoring and collection of receivables' balances, regular communication with major agencies and credit insurance.

#### ***Impact of a major disaster or outbreak of disease***

Any disaster, such as a geopolitical event or a pandemic, such as influenza, which significantly affects the wider environment or infrastructure in a location where the Group has material operations, could adversely affect the Group. Such an event might affect our ability to produce and deliver our products, reduce the demand for them, or significantly affect our cost base. The Group has plans in place to manage the impact of these risks via its Disaster Recovery Plan.

#### ***Key suppliers***

The loss of a key supplier due to disaster or economic downturn, or a significant worsening of commercial terms with key suppliers could adversely affect the Group's results and its ability to produce key products and services. The Group has disaster recovery plans in place and resources are also devoted to ensuring the relationships with key suppliers are maintained and upheld and that alternative suppliers are available. The Group is recharged overhead costs such as IT and rent by other connected companies on a fair, arm's length basis. If there are changes to the group structure in future, this may result in additional costs having to be absorbed by the Group.

# Independent Digital News and Media Limited

## Strategic report (continued)

### Principal risks and uncertainties (continued)

#### *Promotions*

The Group will be running promotions and competitions, which could significantly impact the Group's reputation if they were found to be conducted inappropriately. Controls are in place to ensure that competitions and promotions are closely reviewed and monitored before they begin and whilst they are in progress.

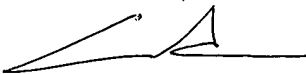

#### *Network and information systems and other technology disruption*

Network and information systems and other technologies are important to the Company's business activities. The Company also relies on third party providers for certain technology and 'cloud based' systems and services that support a variety of business operations. Failure or misuse of these systems and technologies can cause a disruption in the Company's operations, customer or advertiser dissatisfaction, damage to reputation or brand, a loss of customers or revenues and other financial losses.

#### *Information security breach or cyberattack*

An information security breach would cause reputational damage with potential for a resultant loss of revenue. A breach of data protection legislation could result in financial penalties for the business affected and potentially the Group. The investigation and management of an incident would result in the diversion of management time.

Approved by the Board of Directors and signed on behalf of the Board



Z Leonard  
Director

12 December 2018

# **Independent Digital News and Media Limited**

## **Directors' report**

The directors present their annual report and the audited financial statements for the year ended 30 September 2018. The comparative accounts were for the year ended 01 October 2017.

### **Financial risk management and policies**

Details of financial risk management and policies can be found in the Strategic Report on p2 and form part of this report by cross-reference.

### **Future developments**

Details of future developments can be found in the Strategic Report on page 2.

### **Results and dividends**

The profit after taxation for the period amounted to £2,436,000 (2017: £2,527,000). The directors do not propose a dividend.

### **Disabled employees**

Applications for employment by disabled persons are always fully considered, bearing in mind the abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Group continues and that appropriate training is arranged. It is the policy of the Group and the Company that the training, career development and promotion of disabled persons should, as far as possible, be identical to that of other employees.

### **Employee consultation**

The Company places considerable value on the involvement of its employees and has continued to keep them informed on matters affecting them as employees and on the various factors affecting the performance of the Company. This is achieved through formal and informal meetings, including companywide briefings, departmental updates and a special edition for employees of the annual financial statements. Employee representatives are consulted regularly on a wide range of matters affecting their current and future interests. The Company also regularly gathers feedback from employees via staff surveys, the results of which are used to inform the people strategy.

### **Going concern**

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in this Directors' report. The Company has recorded an operating profit in the period and does not require additional funding for the 12 months following signing of the financial statements. The directors currently have no reason to believe that the Company will not have access to adequate resources to continue in operational existence for the foreseeable future and therefore have adopted the going concern basis in preparing the financial statements.

### **Directors**

The names of the directors of the Company who held office during the year and up to the date of approval of the financial statements were:

E Lebedev  
J D E Byam Shaw  
Z Leonard  
M Malhotra  
David-John Collins  
Eric Leslie Lewis

### **Directors' indemnities**

The Company has made qualifying third party indemnity provisions for the benefit of its directors which were made during the year and remain in force at the date of this report.



# Independent Digital News and Media Limited

## Directors' report (continued)

### Capital structure

The Company's capital structure consists of Voting A, B, C and D Ordinary Shares as follows:

Class of share	number of shares	Percentage of total share capital
A Ordinary shares of £0.001 each	33,810	3%
B Ordinary shares of £0.00075 each	280,000	27%
C Ordinary shares of £0.001166667 each	420,000	40%
D Ordinary shares of £0.001 each	314,490	30%
	<u>1,048,300</u>	<u>100%</u>

### Auditor

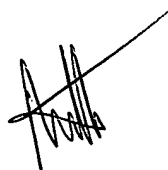
Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP has indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

Approved by the Board of Directors  
and signed on behalf of the Board



M Malhotra  
Director

12 December 2018

# **Independent Digital News and Media Limited**

## **Directors' responsibilities statement**

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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

# **Independent Digital News and Media Limited**

## **Independent auditor's report to the members of Independent Digital News and Media Limited**

### **Report on the audit of the financial statements**

#### **Opinion**

In our opinion the financial statements of Independent Digital News and Media Limited (the 'parent company') and its subsidiary (the 'group'):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2018 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the consolidated profit and loss account and statement of comprehensive income;
- the consolidated and parent company balance sheets;
- the consolidated and parent company statements of changes in equity;
- the consolidated cash flow statement; and
- the related notes 1 to 22.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

#### **Basis for opinion**

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the group and the parent company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### **Conclusions relating to going concern**

We are required by ISAs (UK) to report in respect of the following matters where:

- the directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the group's or the parent company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

## **Independent Digital News and Media Limited**

### **Independent auditor's report to the members of Independent Digital News and Media Limited (continued)**

#### **Other information**

The directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

#### **Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

#### **Auditor's responsibilities for the audit of the financial statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

# **Independent Digital News and Media Limited**

## **Independent auditor's report to the members of Independent Digital News and Media Limited (continued)**

### **Report on other legal and regulatory requirements**

#### **Opinions on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and the directors' report have been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the group and of the parent company and their environment obtained in the course of the audit, we have not identified any material misstatements in the strategic report or the directors' report.

#### **Matters on which we are required to report by exception**

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

We have nothing to report in respect of these matters.

#### **Use of our report**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.



William Touche (Senior Statutory Auditor)  
For and on behalf of Deloitte LLP  
Statutory Auditor  
London, United Kingdom

12 December 2018

# Independent Digital News and Media Limited

## Consolidated profit and loss account and statement of comprehensive income Year ended 30 September 2018

	Notes	2018 £'000	2017 £'000
<b>Turnover</b>	1,3	24,803	22,240
Cost of Sales		(16,828)	(13,925)
<b>Gross profit</b>		7,975	8,315
Net operating expenses		(4,940)	(5,054)
<b>Operating profit</b>	4	3,035	3,261
Finance income	7	21	1
<b>Profit on ordinary activities before taxation</b>		3,056	3,262
Tax charge on profit on ordinary activities	8	(620)	(735)
<b>Retained profit for the financial year attributable to the equity shareholders of the Group</b>	17	2,436	2,527
Currency translation gain on foreign currency net investments	17	8	72
<b>Other comprehensive gain</b>		8	72
<b>Total comprehensive income attributable to equity shareholders of the Group</b>		2,444	2,599

All of the activities of the Group are classified as continuing.

The notes on pages 17 to 32 form part of these financial statements.

# Independent Digital News and Media Limited

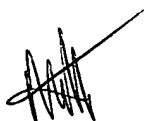
## Consolidated balance sheet As at 30 September 2018

	Notes	2018 £'000	2017 £'000
<b>Fixed Assets</b>			
Tangible assets	10	25	12
Intangible assets	12	-	-
		<u>25</u>	<u>12</u>
<b>Current assets</b>			
Debtors falling due within one year	13	5,007	6,346
Cash at bank and in hand		<u>3,736</u>	<u>3,684</u>
		8,743	10,030
<b>Creditors: amounts falling due within one year</b>	14	<u>(4,329)</u>	<u>(5,952)</u>
<b>Net current assets</b>		4,414	4,078
<b>Total assets less current liabilities</b>		<u>4,439</u>	<u>4,090</u>
<b>Provisions</b>	15	(517)	(620)
<b>Net assets</b>		<u>3,922</u>	<u>3,470</u>
<b>Capital and reserves</b>			
Called up share capital	16	1	1
Share premium account	17	-	-
Profit and loss account	17	3,807	3,355
Other reserves	17	114	114
<b>Shareholders' funds</b>		<u>3,922</u>	<u>3,470</u>

The notes on pages 17 to 32 form part of these financial statements.

The financial statements of Independent Digital News and Media Limited, registered number 07320345 were approved by the Board of Directors on 12 December 2018.

Signed on behalf of the Board of Directors



M Malhotra  
Director

# Independent Digital News and Media Limited

## Company balance sheet As at 30 September 2018

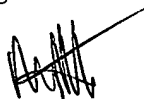
	Notes	2018 £'000	2017 £'000
<b>Fixed Assets</b>			
Tangible assets	10	25	12
Intangible assets	12	-	-
Investments	12	1	1
		<u>26</u>	<u>13</u>
<b>Current assets</b>			
Debtors falling due within one year	13	5,449	6,395
Cash at bank and in hand		3,167	3,386
		<u>8,616</u>	<u>9,781</u>
<b>Creditors: amounts falling due within one year</b>	14	<u>(4,411)</u>	<u>(5,838)</u>
<b>Net current assets</b>		<u>4,205</u>	<u>3,943</u>
<b>Total assets less current liabilities</b>		<u>4,231</u>	<u>3,956</u>
<b>Provisions</b>	15	(517)	(620)
<b>Net assets</b>		<u>3,714</u>	<u>3,336</u>
<b>Capital and reserves</b>			
Called up share capital	16	1	1
Share premium account	17	-	-
Profit and loss account	17	3,599	3,221
Other reserves	17	114	114
<b>Shareholders' funds</b>		<u>3,714</u>	<u>3,336</u>

The profit for the financial year dealt with in the financial statements of the parent Company was £2,486,000 (2017: £2,414,000). As permitted by Section 408 of the Companies Act 2006, no separate profit and loss account or statement of comprehensive income is presented in respect of the parent Company.

The notes on pages 17 to 32 form part of these financial statements.

The consolidated financial statements of Independent Digital News and Media Limited, registered number 07320345 were approved by the Board of Directors on 12 December 2018.

Signed on behalf of the Board of Directors



M Malhotra  
Director



# Independent Digital News and Media Limited

## Consolidated cash flow statement Year ended 30 September 2018

	Notes	2018 £'000	2017 £'000
<b>Net cash inflow from operating activities</b>	11	2,042	2,987
<b>Cash flows from investing activities</b>			
Interest received	7	21	1
Capital expenditure	10	(27)	(17)
<b>Net cash flows from investing activities</b>		(6)	(16)
<b>Cash flows from financing activities</b>			
Dividends paid	9	(1,992)	(941)
<b>Net cash flows from financing activities</b>		(1,992)	(941)
<b>Net increase in cash and cash equivalents</b>		44	2,030
<b>Cash and cash equivalents at the beginning of the year</b>		3,684	1,719
Effect of foreign exchange rate changes		8	(65)
<b>Cash and cash equivalents at the end of the year</b>		3,736	3,684

# Independent Digital News and Media Limited

## Statement of changes in equity Year ended 30 September 2018

Group	Share capital £'000	Share premium reserve £'000	Retained Earnings £'000	Other reserves £'000	Total £'000
<b>Balance at 02 October 2016</b>	<u>1</u>	<u>-</u>	<u>1,697</u>	<u>-</u>	<u>1,698</u>
Profit for the year	-	-	2,527	114	2,641
Currency translation difference on foreign currency net investments	-	-	72	-	72
Total comprehensive income	-	-	2,599	114	2,713
Final dividend paid	-	-	(941)	-	(941)
Share issue in the year (Note 17)	-	-	-	-	-
<b>Balance at 01 October 2017</b>	<u>1</u>	<u>-</u>	<u>3,355</u>	<u>114</u>	<u>3,470</u>
Profit for the year	-	-	2,436	-	2,436
Currency translation difference on foreign currency net investments	-	-	8	-	8
Total comprehensive income	-	-	2,444	-	2,444
Interim dividend paid	-	-	(1,992)	-	(1,992)
<b>Balance at 30 September 2018</b>	<u>1</u>	<u>-</u>	<u>3,807</u>	<u>114</u>	<u>3,922</u>

Company	Share capital £'000	Share premium reserve £'000	Retained Earnings £'000	Other reserves £'000	Total £'000
<b>Balance at 02 October 2016</b>	<u>1</u>	<u>-</u>	<u>1,748</u>	<u>-</u>	<u>1,749</u>
Profit and total comprehensive income for the year	-	-	2,414	114	2,528
Final dividend paid	-	-	(941)	-	(941)
Share issue in the year (Note 17)	-	-	-	-	-
<b>Balance at 01 October 2017</b>	<u>1</u>	<u>-</u>	<u>3,221</u>	<u>114</u>	<u>3,336</u>
Profit and total comprehensive income for the year	-	-	2,370	-	2,370
Interim dividend paid	-	-	(1,992)	-	(1,992)
<b>Balance at 30 September 2018</b>	<u>1</u>	<u>-</u>	<u>3,599</u>	<u>114</u>	<u>3,714</u>

# **Independent Digital News and Media Limited**

## **Notes to the financial statements Year ended 30 September 2018**

### **1. Accounting policies**

#### **Basis of preparation**

The Company is a company incorporated in the United Kingdom under the Companies Act 2006.

The Company is a private Company limited by shares and is registered in England. The address of the Company's registered office is shown on page 1.

The principal activities of the Company and the nature of the Company's operations are set out in the strategic report on pages 2 to 5.

The Group's consolidated financial statements have been prepared under the historical cost convention, modified to include certain items at fair value, and in accordance with Financial Reporting Standard 102 (FRS 102) issued by the Financial Reporting Council. The Group has applied the amendments to FRS 102 issued by the FRC in July 2015 and the amendments to Company law made by The Companies, Partnerships and Groups (Accounts and Reports) Regulations 2015.

The functional currency of Independent Digital News and Media Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates. The consolidated financial statements are also presented in pounds sterling. Foreign operations are included in accordance with the policies set out below.

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and to the preceding year.

#### **Financial year**

The results for 2018 represent the financial year from 02 October 2017 to 30 September 2018. The comparative accounts were for the financial year from 03 October 2016 to 01 October 2017.

#### **Revenue**

Revenue is measured at the fair value of the consideration received or receivable for goods or services provided in the normal course of business net of value added tax (VAT), trade discounts and commission where applicable. Digital revenues are recognised on publication for advertising or delivery of service for other digital revenues. Events revenue is recognised on the date or period of the event and syndication revenue is recognised based on contractual guarantees and the date of publication.

#### **Barter transactions**

Revenue and costs in respect of barter transactions for advertising are recognised only where there is persuasive evidence of the value at which, if it had not been exchanged, the advertising would have been sold for cash in a similar transaction.

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 1. Accounting policies (continued)

#### Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and provision for impairment.

The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition.

Depreciation is calculated to write down the cost of tangible assets by equal annual instalments over their estimated useful lives as follows:

Plant and equipment	3-5 years
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#### Financial Instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

##### (i) *Financial assets and liabilities*

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the statement of financial position when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Debt instruments which meet the following conditions are subsequently measured at amortised cost using the effective interest method:

- (a) The contractual return to the holder is (i) a fixed amount; (ii) a positive fixed rate or a positive variable rate; or (iii) a combination of a positive or a negative fixed rate and a positive variable rate.
- (b) The contract may provide for repayments of the principal or the return to the holder (but not both) to be linked to a single relevant observable index of general price inflation of the currency in which the debt instrument is denominated, provided such links are not leveraged.
- (c) The contract may provide for a determinable variation of the return to the holder during the life of the instrument, provided that (i) the new rate satisfies condition (a) and the variation is not contingent on future events other than (1) a change of a contractual variable rate; (2) to protect the holder against credit deterioration of the issuer; (3) changes in levies applied by a central bank or arising from changes in relevant taxation or law; or (ii) the new rate is a market rate of interest and satisfies condition (a).
- (d) There is no contractual provision that could, by its terms, result in the holder losing the principal amount or any interest attributable to the current period or prior periods.
- (e) Contractual provisions that permit the issuer to prepay a debt instrument or permit the holder to put it back to the issuer before maturity are not contingent on future events, other than to protect the holder against the credit deterioration of the issuer or a change in control of the issuer, or to protect the holder or issuer against changes in levies applied by a central bank or arising from changes in relevant taxation or law.

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 1. Accounting policies (continued)

#### Financial instruments (continued)

##### (i) Financial assets and liabilities (continued)

(f) Contractual provisions may permit the extension of the term of the debt instrument, provided that the return to the holder and any other contractual provisions applicable during the extended term satisfy the conditions of paragraphs (a) to (c).

Debt instruments that have no stated interest rate (and do not constitute financing transaction) and are classified as payable or receivable within one year are initially measured at an undiscounted amount of the cash or other consideration expected to be paid or received, net of impairment.

With the exception of some hedging instruments, other debt instruments not meeting these conditions are measured at fair value through profit or loss.

Commitments to make and receive loans which meet the conditions mentioned above are measured at cost (which may be nil) less impairment.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

##### (ii) Investments

Investments in subsidiaries and associates are measured at cost less impairment. For investments in subsidiaries acquired for consideration including the issue of shares qualifying for merger relief, cost is measured by reference to the nominal value of the shares issued plus fair value of other consideration. Any premium is ignored.

##### (iii) Fair value measurement

The best evidence of fair value is a quoted price for an identical asset in an active market. When quoted prices are unavailable, the price of a recent transaction for an identical asset provides evidence of fair value as long as there has not been a significant change in economic circumstances or a significant lapse of time since the transaction took place. If the market is not active and recent transactions of an identical asset on their own are not a good estimate of fair value, the fair value is estimated by using a valuation technique.

#### Leasing

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding.

# **Independent Digital News and Media Limited**

## **Notes to the financial statements Year ended 30 September 2018**

### **1. Accounting policies (continued)**

#### **Leasing (continued)**

Rentals payable under operating leases are charged to the profit and loss account on a straight-line basis over the term of the relevant lease, even if the payments are not made on such a basis. Benefits received and receivable as an incentive are also spread on a straight-line basis over the lease term.

#### **Foreign exchange**

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates prevailing at the balance sheet date. All exchange differences are taken to the profit and loss account.

Exchange differences are recognised in profit or loss in the period in which they arise except for exchange differences arising on gains or losses on non-monetary items which are recognised in other comprehensive income.

#### **Taxation**

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### **Pension costs**

The Company operates a defined contribution scheme. This means that the pension charge reported in these financial statements is the same as the cash contributions due in the period.

#### **Intercompany recharges**

The Company is charged costs incurred on its behalf by connected companies, Evening Standard Limited and Independent Print Limited. Costs recharged from connected companies are treated as costs in the profit and loss account. Details of these items are set out in note 21.

# **Independent Digital News and Media Limited**

## **Notes to the financial statements** **Year ended 30 September 2018**

### **2. Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Company's accounting policies, which are described in note 1, 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 ongoing 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. In the opinion of the directors there are no key sources of estimation uncertainty that could materially impact the value of the Company's net assets.

#### ***Critical judgements in applying the Company's accounting policies***

The following are the critical judgements, apart from those involving estimations (which are dealt with separately below), that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements.

#### ***Forecasting***

The Company prepares forecasts based on Board-approved budgets and three-year outlooks. These are used to support judgements made in the preparation of the Company's financial statements including the recognition of deferred tax assets, the Company's going concern assessment and for the purposes of impairment reviews. Longer term forecasts use long-term growth rates applicable to the relevant businesses.

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 3. Turnover

	<b>2018</b>
	<b>Turnover</b>
	<b>£'000</b>
<b>By activity:</b>	
Online news media	<u>24,803</u>
<b>Geographical market by destination and source:</b>	
United Kingdom	<u>24,803</u>
	<b>2017</b>
	<b>Turnover</b>
	<b>£'000</b>
<b>By activity:</b>	
Online news media	<u>22,240</u>
<b>Geographical market by destination and source:</b>	
United Kingdom	<u>22,240</u>

### 4. Operating profit

The operating profit is stated after charging/ (crediting) the following:

	<b>2018</b>	<b>2017</b>
	<b>£'000</b>	<b>£'000</b>
Recharged pension costs	15	79
Depreciation of tangible fixed assets	14	5
Equity-settled share based payment charge	-	114
Auditor's remuneration:		
- fees for the audit of the company	43	25
- non-audit fees - taxation compliance	26	10
- non-audit fees - taxation advice	16	-
Other operating expenses	<u>6,177</u>	<u>6,098</u>
	6,291	6,331
Other operating income	<u>(1,351)</u>	<u>(1,277)</u>
Net operating expenses	<u>4,940</u>	<u>5,054</u>

The company recharges certain payroll costs to other group entities contained within other operating costs. The amount recharged is included as other operating income.



# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 5. Employees

Staff costs were as follows:

	Group		Company	
	2018	2017	2018	2017
	Number	Number	Number	Number
Monthly average number of persons (including Directors) by activity:				
Online news media	169	112	155	105
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
Total staff costs (including Directors) comprised:				
Wages and salaries	8,785	5,669	7,662	4,851
Social security costs	915	583	849	519
Pension contributions	417	131	411	125
	<u>10,117</u>	<u>6,383</u>	<u>8,922</u>	<u>5,495</u>

### 6. Directors' emoluments

	2018	2017
	£'000	£'000
Emoluments	457	330
Company contributions to money purchase pension scheme	7	7
	<u>464</u>	<u>337</u>

Retirement benefits are accruing to one (2017: one) director in respect of defined contribution pension schemes.

	2018	2017
	£'000	£'000
<b>Highest paid director</b>		
Emoluments	217	222
Company contributions to money purchase pension scheme	7	7
	<u>225</u>	<u>229</u>

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 7. Interest receivable and similar income

	2018 £'000	2017 £'000
Bank interest receivable	21	1

### 8. Taxation

	2018 £'000	2017 £'000
UK corporation tax charge for the year	587	683
Adjustment in respect of previous periods	(1)	-
Foreign tax suffered	39	50
Total current tax charge	625	733
Deferred tax (credit)/charge for the year	(5)	2
Total per income statement	620	735

#### Factors affecting the tax charge for the current period

The tax charge for the period can be reconciled to the profit per the income statement as follows:

Profit for the period from continuing operations	3,056	3,262
Tax on profit at standard rate of 19% (2017: 19.5%)	581	636
Factors affecting charge for the period:		
Expenses not deductible for tax purposes	20	78
Tax rate changes	1	-
Adjustment to tax charge in respect of previous periods	(1)	-
Share options	-	(2)
Differences in overseas tax rate	20	23
Total current tax charge	620	735

On 1st April 2017 the main rate of UK corporation tax reduced from 20% to 19% and has remained at this level throughout the current financial year. The main rate of UK corporation tax, as outlined in The Finance Bill 2017, reduces to 17% from 19% on 1st April 2020. Deferred tax assets and liabilities have therefore been measured at 17% (2017: 17%) as it is anticipated the timing differences will reverse at this point.

#### Deferred tax

A deferred tax asset of £nil (2017: £nil) has been recognised in the year in respect of short term timing differences.

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 9. Dividends on equity shares

	2018 £'000	2017 £'000
Amounts recognised as distributions to equity holders in the period:		
Final dividend for the year ended 02 October 2016	-	941
Interim dividend for the year ended 30 September 2018	1,992	-
	<u>1,992</u>	<u>941</u>

No dividend is proposed for 2018.

### 10. Property plant and equipment

	Group Plant and equipment £'000	Company Plant and equipment £'000
<b>Cost</b>		
At 01 October 2017	17	17
Additions	27	27
At 30 September 2018	<u>44</u>	<u>44</u>
<b>Accumulated depreciation</b>		
At 01 October 2017	5	5
Charge for the year	14	14
At 30 September 2018	<u>19</u>	<u>19</u>
<b>Net book value</b>		
At 30 September 2018	<u>25</u>	<u>25</u>
At 01 October 2017	<u>12</u>	<u>12</u>

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 11. Reconciliation of operating profit to operating cash flows

	2018	2017
	£'000	£'000
Operating profit	3,035	3,261
Depreciation and amortisation	14	5
Decrease/(Increase) in debtors	1,339	(2,444)
(Decrease)/Increase in creditors due within one year	(1,336)	2,444
(Decrease)/Increase in provisions	(103)	185
Equity-settled share based payment charge	-	114
Tax payments	(907)	(578)
<b>Net cash inflow/(outflow) from operating activities</b>	<b>2,042</b>	<b>2,987</b>

### 12. Intangible Assets and Investments

	Brand	Fixed Asset
	Name	Investment
Group	£	£
<b>Cost</b>		
At 01 October 2017	1	-
Addition	-	1
At 30 September 2018	1	1
<b>Net book value</b>		
At 01 October 2017	1	-
At 30 September 2018	1	1
<b>Company</b>	<b>£'000</b>	
Investment in subsidiary	1	

During the year the Company was transferred a 12.5% share in NLA Media Access Limited which is the Newspaper Licencing Agency from Independent Print Limited, a group related party.

Company name	Country of incorporation	Percentage shareholding	Description
Independent Digital News and Media Inc	United States of America	100% Ordinary	Service provider

The subsidiary's registered address is 1209 Orange Street, County of New Castle, Wilmington, Delaware 19801 and is consolidated in the group financial statements of Independent Digital News and Media Limited.

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 13. Debtors

	Group		Company	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
<b>Amounts due within one year:</b>				
Trade debtors	1,664	2,650	1,640	2,643
Amounts owed by group company	-	-	548	244
Other debtors	4	4	4	4
Prepayments and accrued income	3,339	3,692	3,257	3,504
	<u>5,007</u>	<u>6,346</u>	<u>5,449</u>	<u>6,395</u>

The amounts due from group undertakings are on demand and interest free.

### 14. Creditors: amounts falling due within one year

	Group		Company	
	2018	2017	2018	2017
	£'000	£'000	£'000	£'000
<b>Amounts falling due within one year:</b>				
Trade creditors	1,012	1,944	983	1,945
Amounts owed to group company	-	-	182	-
Taxation and social security	616	1,353	658	1,342
Other creditors	48	67	48	69
Accruals and deferred income	2,652	2,588	2,540	2,482
	<u>4,329</u>	<u>5,952</u>	<u>4,411</u>	<u>5,838</u>

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 15. Provisions for liabilities

	Libel	Group Contract discounts	Total
	£'000	£'000	£'000
At beginning of year	112	508	620
Charged during year	54	141	195
Released during the year	(95)	(184)	(279)
Utilised during year	(15)	(4)	(19)
At end of year	56	461	517

	Libel	Company Contract discounts	Total
	£'000	£'000	£'000
At beginning of year	112	508	620
Charged during year	54	141	195
Released during the year	(95)	(184)	(279)
Utilised during year	(15)	(4)	(19)
At end of year	56	461	517

It is expected that the majority of this expenditure will be incurred in the next financial year and that all will be incurred within two years of the balance sheet date.

### 16. Share capital

	2018	2017
	£	£
<b>Allotted, called up and fully paid</b>		
33,810 A Ordinary shares of £0.001 each	34	34
280,000 B Ordinary shares of £0.00075 each	210	210
420,000 C Ordinary shares of £0.001166667 each	490	490
314,490 D Ordinary shares of £0.001 each	314	314
	<u>1,048</u>	<u>1,048</u>

On 01 June 2017, a special resolution was approved by the board subdividing all A and B shares into 600,000 C shares at £0.001167 each, 45,000 A ordinary shares at £0.001 each and 400,000 B shares at £0.00075 each.

On 07 June 2017 3,300 A ordinary shares of £0.001 were issued on exercise of a share option.

On 07 June 2017 14,490 A ordinary shares of £0.001 were converted into 14,490 D ordinary shares of £0.001. 120,000 B ordinary shares of £0.00075 and 180,000 C ordinary shares of £0.001166667 were together converted into 300,000 D ordinary shares of £0.001.

All shares have equal rights as to distribution and capital. A and D shares have equal voting rights, B shares have 0.75 voting rights, C shares have 1.167 voting rights.

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 17. Reserves

	Share premium account		Profit and loss account		Other reserves	
	2018	2017	2018	2017	2018	2017
	£	£	£'000	£'000	£'000	£'000
<b>Group</b>						
At beginning of financial year	262	261	3,355	1,697	114	-
Final dividend paid	-	-	-	(941)	-	-
Exchange reserve	-	-	8	72	-	-
Retained profit for the year	-	-	2,436	2,527	-	114
Interim dividend paid	-	-	(1,992)	-	-	-
Share issue during the year	-	1	-	-	-	-
At end of financial year	<u>262</u>	<u>262</u>	<u>3,807</u>	<u>3,355</u>	<u>114</u>	<u>114</u>
<b>Company</b>						
At beginning of financial year	262	261	3,221	1,748	114	-
Final dividend paid	-	-	-	(941)	-	-
Retained profit for the year	-	-	2,370	2,414	-	114
Interim dividend paid	-	-	(1,992)	-	-	-
Share issue during the year	-	1	-	-	-	-
At end of financial year	<u>262</u>	<u>262</u>	<u>3,599</u>	<u>3,221</u>	<u>114</u>	<u>114</u>

The Group recognised total expenses of £nil (2017: £114,000) related to equity-settled share-based payment transactions.

### 18. Pension arrangements

The Company operates defined contribution pension schemes. The assets of the schemes are held separately from those of the Company in independently administered funds. The pension cost charge represents contributions payable by the Company to the funds and amounted to £416,645 (2017: £131,321). Contributions totalling £41,233 (2017: £11,619) were payable to the fund at the balance sheet date and are included in other creditors.

# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 19. Share Options

#### *Equity-settled share option schemes*

The Company has a share option scheme for certain key management personnel of the Group. The Company takes part in this group share-based payment plan, and recognises and measures its allocation of the share-based payment expense on a pro-rata basis.

The vesting period is ten years and vesting conditions require a sale event or at the board of director's discretion. If the options remain unexercised after a period of ten years from the date of grant, the options expire. Options are forfeited if the employee leaves the Group before the options vest.

On 09 December 2015 11 A ordinary equity settled share options with a 10 year life were granted to certain key management personnel at an exercise price of £1.25 per share. On 01 June 2017 these options were converted into 11,000 A ordinary share options at an exercise price of £0.001 in alignment with the division of the Company's share capital during the year. There has been no change in the overall fair value of the options and no new options have been granted during the year.

Details of the share options outstanding during the year are as follows:

	2018		2017	
	Number of share options	Weighted average exercise price (£)	Number of share options	Weighted average exercise price (£)
Outstanding at beginning of year	11	1.25	11	1.25
Subdivision of existing share options	(11)	1.25	(11)	1.25
Subdivision of existing share options	7,700	0.001	11,000	0.001
Exercised during the year	-	-	(3,300)	0.001
Outstanding at the end of the year	7,700	0.001	7,700	0.001
Exercisable at the end of the year	-	-	-	-

The fair value of the share options at the grant date was calculated using the Black Scholes model, which is considered to be the most appropriate generally accepted valuation method of measuring fair value.

The Group recognised total expenses of £nil and £114,000 related to equity-settled share-based payment transactions in 2018 and 2017 respectively recognised in the profit and loss account and held in other reserves on the balance sheet.



# Independent Digital News and Media Limited

## Notes to the financial statements Year ended 30 September 2018

### 20. Financial Instruments

The carrying values of the Group and Company's financial assets and liabilities are summarised by category below:

	Group	
	2018 £'000	2017 £'000
<b>Financial assets</b>		
Debt instruments measured at amortised cost		
Trade debtors, other debtors and accrued income (see note 14)	4,512	5,959
Cash and cash equivalents	3,736	3,684
	<u>8,248</u>	<u>9,643</u>
<b>Financial liabilities</b>		
Measured at amortised cost		
Trade creditors, other creditors and accrued expenses (see note 15)	2,391	4,339
	<u>2,391</u>	<u>4,339</u>
	Company	
	2018 £'000	2017 £'000
<b>Financial assets</b>		
Debt instruments measured at amortised cost		
Trade debtors, other debtors and accrued income (see note 14)	4,487	6,027
Cash and cash equivalents	3,167	3,386
	<u>7,654</u>	<u>9,413</u>
<b>Financial liabilities</b>		
Measured at amortised cost		
Trade creditors, other creditors and accrued expenses (see note 15)	2,242	4,240
	<u>2,242</u>	<u>4,240</u>

# **Independent Digital News and Media Limited**

## **Notes to the financial statements Year ended 30 September 2018**

### **21. Related party transactions**

During the year, the Group entered into the following transactions with related parties. All balances due to or from related parties are transacted under standard commercial terms:

Under the terms of the Services agreement signed between Independent Print Limited and Independent Digital News and Media Limited, following the transfer of business in 2010, each company continued to provide its own Editorial content to the other free of charge.

A number of direct and administrative staff were employed in the year by Independent Print Limited and their costs recharged monthly. The total payroll costs recharged during the year amounted to £362,631 (2017: £1,863,380) plus £14,612 (2017: £63,325) pension costs.

On 7 December 2017, Independent Print Limited transferred its archive content to the Group for nil consideration.

At the balance sheet date, the Group was owed a net £3,945 (2017: owed £180,283) from Independent Print Limited, included in other debtors. Independent Print Limited is controlled by Mr Evgeny Lebedev.

The Group made purchases in respect of management and consultancy services amounting to £4,816,215 (2017: £4,954,695) and sales of £1,350,800 (2017: £1,266,025) to Evening Standard Limited, a company under common control. At the balance sheet date, the net amount owed by the Group was £391,658 (2017: owed £849,847).

The Group received technical services during the year from ESTV Limited, a company under common control, with costs recharged monthly. The total costs recharged during the period amounted to £26,921 (2017: £nil), whilst the net amount due in respect of these services on 30 September 2018 were £2,243 (2017: £nil).

During the year, the Group received services from companies in which directors have an interest totalling £95,440 (2017: £67,645) and received revenues of £1,358,062 (2017: £1,756,429). The net amount owed by these companies at 30 September 2018 was £112,045 (2017: £339,371).

The Group from time to time provides free advertising to other companies in the group when no paid for third party advertising is available.

### **22. Controlling party**

Until 7 June 2017 the directors regarded Mr Evgeny Lebedev, a director and shareholder of the Company, as the ultimate controlling party. Since that date, the directors do not consider any one shareholder to have ultimate control.