Registered number: 08723975

WONDER TELEVISION LIMITED

UNAUDITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022

WONDER TELEVISION LIMITED

COMPANY INFORMATION

Directors	Jacqueline Moreton Saravjit Nijjer
Registered number	08723975
Registered office	Shepherds Building Central Charecroft Way London W14 0EE
Bankers	NatWest 1 Princes Street London EC2R 8BP

WONDER TELEVISION LIMITED

CONTENTS

STRATEGIC REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

Introduction

The Directors present their Strategic Report of Wonder Television Limited ("the Company") for the financial year ended 31 December 2022.

Principal activity, results and review of the business

The principal activity of the Company is the production of television programmes for broadcast purposes.

The performance of the Company during 2022 was in line with expectations.

Business environment

The UK television market continues to be challenging, with customers maintaining pressure on license fees paid for both new and returning commissions. However, there continue to be new buyers to the marketplace, so the portfolio of potential customers continues to increase.

Strategy and future developments

The Company has ceased to produce television programmes. The Company will continue to receive intellectual property revenue.

Key performance indicators

The Company uses the following key performance indicators ("KPI's") to assess the development, performance and position of the Company:

	2022	*2021*
	£000	*£000*
Turnover	**97**	*108*
Operating profit / (loss)	**68**	*12*

STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

Principal risks and uncertainties

Banijay Group SAS, the intermediate parent undertaking, manages business and financial risks and uncertainties at group level, rather than on an individual Company basis. As a result the Company has reduced exposure to business financial risks because it is able to call on group financial resources and experience, for instance hedging currency fluctuations.

Commercial risk

The principal commercial risks inherent in the activities of the Company relate to the ability of the Company to develop, produce and represent television programmes which generate an audience for the Company's broadcaster clients. The Company aims to manage this risk by maintaining a diversified catalogue of television programmes.

Currency risk

The Company is also exposed to currency risk by virtue of the proportion of its business being invoiced in foreign currencies. The group holds cash in foreign currencies in order to hedge these exposures.

Credit risk

The principal credit risk arises from trade debtors and amounts owed by group undertakings. The Company aims to manage this risk by setting limits for customers based on a combination of payment history and third party credit references, which are reviewed on a regular basis in conjunction with debt ageing and collection history.

Cyber Security and Data Protection risk

Risk that the group is subject to increasingly sophisticated cyber-attacks aimed at causing business disruption, capture of data for financial gain and reputational damage. The group has strengthened controls and defences around this area of risk, including additional security levels applied to IT systems, and remains vigilant to the increasing threat.

This report was approved by the board and signed on its behalf.

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Jacqueline Moreton
Director

Date: 8 Mar 2024

DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors present their report and the financial statements for the year ended 31 December 2022.

Results and dividends

The profit for the year, after taxation, amounted to £(85,000) *(2022 - £(133,000))*.

The Directors have not recommended the payment of a dividend *(2022 -* : £nil).

Future developments and financial risk management of the Company have been addressed in the Strategic report.

Directors

The Directors who served during the year were:

Peter Langenberg (resigned 1 August 2022)
Jacqueline Moreton (appointed 25 August 2022)
Derek O'Gara (resigned 31 October 2023)

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operation in the twelve months from the signing date of these financial statements.

The financial statements have been prepared on a going concern basis. The Company has made a loss of £85,000 for the period ended 31 December 2022, is in a net liability position of £5,265,000 as at 31 December 2022.

The Company's intermediate parent undertaking Banijay Group SAS has given a letter of support confirming it has the ability to and will provide continuing financial support to enable the Company to meet its obligations as and when they fall due for a period of twelve months from the date the directors approve the financial statements of the Company.

Banijay Group SAS has performed cashflow forecasting on the wider Banijay Group and is in a favorable liquidity position. One or more of the Company's directors holds a Group management position with visibility of the Group's position. Based on this information and on enquiries, the directors believe that Banijay Group SAS has the ability to provide financial support to the Company for a period of 12 months from the issuance date of these financial statements.

Taking into account the position of the intermediate parent, and their assessment of the impact on the Company, the directors are of the view, to the best of their current knowledge, that COVID-19 will not have a material adverse impact on the Company's ability to continue as a going concern. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Financial instruments

The Company's financial risk management objectives and policies in relation to financial instruments are set out in the Strategic Report of these financial statements.

Research and development activities

Research and development expenditure for the financial year related mostly to the development of future television programmes and amounted to £Nil (2021- £Nil).

DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2022

Qualifying third party indemnity provisions

The Company has indemnified one or more directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provisions are in force as at the date of approving the Director's report.

Small companies note

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board and signed on its behalf.

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Jacqueline Moreton
Director

Date: 8 Mar 2024

DIRECTORS' RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 DECEMBER 2022

The Directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

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

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £000	*2021* *£000*
Turnover	3	**97**	*94*
Cost of sales		**(18)**	*24*
Gross profit		**79**	*118*
Administrative expenses		**(11)**	*(26)*
Redundancy costs	7	**-**	*(80)*
Operating profit	4	**68**	*12*
Interest payable and similar expenses	8	**(173)**	*(172)*
Loss before tax		**(105)**	*(160)*
Tax on loss	9	**20**	*27*
Loss for the financial year		**(85)**	*(133)*

There were no recognised gains and losses for 2022 or 2021 other than those included in the profit and loss account.

The notes on pages 9 to 23 form part of these financial statements.

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £000	*2021 £000*
Current assets			
Debtors: amounts falling due within one year	10	**613**	*508*
Cash at bank and in hand		**66**	*44*
		679	*552*
Creditors: amounts falling due within one year	12	**(1,686)**	*(1,473)*
Net current liabilities		**(1,007)**	*(921)*
Total assets less current liabilities		**(1,007)**	*(921)*
Creditors: amounts falling due after more than one year	13	**(4,258)**	*(4,259)*
Net liabilities		**(5,265)**	*(5,180)*
Capital and reserves			
Share premium account	16	**1,500**	*1,500*
Profit and loss account	16	**(6,765)**	*(6,680)*
		(5,265)	*(5,180)*

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

The Company was entitled to exemption from audit under section 479A of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

8 Mar 2024

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....
Jacqueline Moreton
Director

The notes on pages 9 to 23 form part of these financial statements.

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2022

	Called up share capital	Share premium account	Profit and loss account	Total equity
	£000	£000	£000	£000
At 1 January 2021	-	1,500	(6,547)	(5,047)
Loss for the year	-	-	(133)	(133)
At 1 January 2022	-	1,500	(6,680)	(5,180)
Loss for the year	-	-	(85)	(85)
At 31 December 2022	-	1,500	(6,765)	(5,265)

The notes on pages 9 to 23 form part of these financial statements.

1. General information

Wonder Television Limited's principal activity continues to be producing television programmes for broadcast purposes.

The Company is a private company limited by shares and is incorporated in England. The address of its registered office is Shepherds Building Central Legal Department, Endemol Shine UK, Charecroft Way, London, United Kingdom, W14 0EE.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The Company's financial statements are presented in Sterling and all values are rounded to the nearest thousand pounds (£000) except when otherwise indicated.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies.

The following principal accounting policies have been applied:

2.2 Adoption of new and revised standards

Amendments to IAS 1 and IAS 8 Definition of Material
The amendments provide a new definition of material that states, "information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity." The amendments clarify that materiality will depend on the nature or magnitude of information, either individually or in combination with other information, in the context of the financial statements. A misstatement of information is material if it could reasonably be expected to influence decisions made by the primary users. These amendments had no impact on the financial statements of the Company, nor is there expected to be any future impact to the Company.

2. Accounting policies (continued)

2.3 Financial reporting standard 101 - reduced disclosure exemptions

The company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases. The requirements of paragraph 58 of IFRS 16, provided that the disclosure of details in indebtedness relating to amounts payable after 5 years required by company law is presented separately for lease liabilities and other liabilities, and in total
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
  - paragraph 79(a)(iv) of IAS 1;
  - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

2.4 Judgements and key sources of estimation uncertainty

The preparation of financial statements in compliance with FRS 101 requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements and estimations have had the most significant effect on amounts recognised in the financial statements:

Production cost

Production costs are expensed as cost of sales in accordance with accounting policy shown in note 2.9. Recognition of production cost per episode is based upon management's judgement of the estimated future cost of completing the production.

2. Accounting policies (continued)

2.5 Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operation in the twelve months from the signing date of these financial statements.

The financial statements have been prepared on a going concern basis. The Company has made a loss of £(85,000) for the period ended 31 December 2022, is in a net liability position of £5,265,000 as at 31 December 2022.

The Company's intermediate parent undertaking Banijay Group SAS has given a letter of support confirming it has the ability to and will provide continuing financial support to enable the Company to meet its obligations as and when they fall due for a period of twelve months from the date the directors approve the financial statements of the Company.

Banijay Group SAS has performed cashflow forecasting on the wider Banijay Group and is in a favorable liquidity position. One or more of the Company's directors holds a Group management position with visibility of the Group's position. Based on this information and on enquiries, the directors believe that Banijay Group SAS has the ability to provide financial support to the Company for a period of 12 months from the issuance date of these financial statements.

Taking into account the position of the intermediate parent, and their assessment of the impact on the Company, the directors are of the view, to the best of their current knowledge, that COVID-19 will not have a material adverse impact on the Company's ability to continue as a going concern. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

2. Accounting policies (continued)

2.6 Revenue

Performance obligations are the goods or services promised in the contract. The Company recognises revenue when it has satisfied a performance obligation by providing the customer with the promised good or service.

A performance obligation is satisfied when control of the good or service is transferred to the customer. This transfer takes place at a point in time.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably estimated.

Revenues are measured at the fair value of the consideration received or receivable, net of rebates, and net of consideration payable to a customer (pay-backs).

If a contract includes a significant financing component, the revenue is discounted at revenue recognition date to reflect the credit facility granted to the customer.

Production revenues (from producing television programs)

Production revenues are recognised when the programs are delivered to the client. Standard criteria to establish revenue recognition are:

- client's acceptance document (i.e. delivery notice signed/approved by the client, etc.),
- delivery of a certain number of episodes, and
- expiry of the period stated in the contract to reject or return the product.

In case of partial delivery of the same program over several periods of time (series, etc.), revenue, costs and margin are recognised according to episodic deliveries.

Production revenues are booked net of grants, subsidies and co-producers' contributions.

Revenue not meeting these conditions is deferred. Revenue recognised in the Statement of comprehensive income but not yet invoiced is held on the Statement of financial position within prepayments and accrued income. Revenue invoiced but not yet recognised in the Statement of comprehensive income is held on the Statement of financial position within accruals and deferred income.

Distribution revenues (from the sale of finished programs)

Distribution revenues are recognised when the rights are transferred to the client:

- on the basis of a signed contract or a deal memo, and
- when the related rights are opened, and
- for the full revenue (revenues are not spread over the licensing period), as it is an access to right.

Inter-group and third-party royalty income

Inter-group royalty income is recognised in the financial statements on an accrual basis.

Royalty income from third party distributors is recognised on statement receipt basis as this is when the revenue is measurable.

Revenues from other rights and services

2. Accounting policies (continued)

Other rights and services include merchandising, music rights, other ancillary revenues and digital services. Merchandising revenues are recognised when the rights are transferred to the client:

- on the basis of a signed contract or deal memo, and
- when the licensing period begins, and
- for the full revenue (revenues are not spread over the licensing period).

Advanced payments are recognised as revenue when the above criteria are met.

2.7 Other operating income

The other operating income is comprised of CJRS grant income. The Coronavirus Job Retention Scheme (CJRS) is the UK government's flagship support measure for organisations during the COVID-19 pandemic. It offers grants to cover a proportion of the salaries of furloughed staff. The CJRS grant income is credited to the Statement of comprehensive income when the expense for salaries of furloughed staff is charged to the Statement of comprehensive income.

2.8 Tangible assets

Tangible assets are stated at cost less accumulated depreciation and accumulated impairment losses. Such costs includes costs already attributable to making the assets operate as intended.

Depreciation is provided on all property, plant and equipment, other than land, on a straight line basis over its expected useful life as follows:

Fixtures and fittings	-	5 years
Office equipment	-	3 years

The carrying values of fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

2.9 Stocks

Production costs are recognised:

- In work in progress until programmes are delivered.
- In the Statement of comprehensive income (in cost of sales) as soon as programmes are delivered and related production revenues are recognised.
- Production costs are booked net of grants, subsidiaries and co-production financing.

2.10 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.11 Cash and cash equivalents

Cash and short term deposits in the Statement of financial position comprise cash at banks and in hand and short term deposits with an original maturity of three months or less.

2. Accounting policies (continued)

2.12 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

The Company recognises its financial assets into the category discussed below.

Loans and receivables
Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of comprehensive income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Financial liabilities

The Company classifies its financial liabilities into the category discussed below.

At amortised cost

Financial liabilities at amortised cost including bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Statement of financial position.

2.13 Creditors

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

2. Accounting policies (continued)

2.14 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

2.15 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.16 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2.17 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

2. Accounting policies (continued)

2.18 Taxation

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the Statement of financial position date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the Statement of financial position date.

The carrying amount of deferred income tax assets is reviewed at each Statement of financial position date. Deferred income tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the Company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the Statement of comprehensive income.

2.19 Redundancy costs

Redundancy costs are transactions that fall within the ordinary activities of the Company but are presented separetely due to their size or incidence. Please see note 8 for more details.

2.20 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

3. Turnover

Turnover, stated net of VAT, is attibutable to one continuing activity, as stated in the Directors' report

The turnover was derived from the Company's principal activity, an analysis of which is given below by geographical market:

Analysis of turnover by country of destination:

	2022 **£000**	*2021* *£000*
United Kingdom	**97**	*94*
	97	*94*

4. Operating profit

The operating profit is stated after charging:

	2022 **£000**	*2021* *£000*
Depreciation of tangible assets	-	*2*
Defined contribution pension cost	-	*2*

5. Employees

	2022 **£000**	*2021* *£000*
Wages and salaries	-	*13*
Social security costs	-	*2*
Cost of defined contribution scheme	-	*1*
	-	*16*

The average monthly number of employees, including the Directors, during the year was as follows:

	2022 **No.**	*2021* *No.*
Administration	-	*3*
Production	-	*1*
	0	*4*

6. Directors' remuneration

The directors who served in the year were remunerated by other group companies; 2 by Endemol Shine UK Limited and 1 by Banijay (Central) Limited. It is not practical to determine the proportion of emoluments which relate to their services as directors of this Company.

7. Redundancy costs

	2022 £000	2021 £000
Redundancy payments	-	80

The above costs relate to redundancy costs incurred during the year as a result of business reorganisation.

8. Interest payable and similar expenses

	2022 £000	2021 £000
Bank interest payable	1	-
Loans from group undertakings	172	172
	173	172

9. Taxation

	2022 £000	2021 £000
Corporation tax		
Group relief receivable	(20)	(27)
	(20)	(27)
Total current tax	(20)	(27)
Deferred tax		
Total deferred tax	-	-
Taxation on loss on ordinary activities	(20)	(27)

9. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than *(2021 - lower than)* the standard rate of corporation tax in the UK of 19% *(2021 - 19%)*. The differences are explained below:

	2022 **£000**	*2021* *£000*
Loss on ordinary activities before tax	**(105)**	*(160)*
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2021 - 19%)	**(20)**	*(30)*
Effects of:		
Expenses not deductible for tax purposes	-	*1*
TV tax credit adjustment	-	*1*
Remeasurement of deferred tax for changes in tax rates	-	-
Deferred tax assets not recognised/(utilised) in the year	-	*1*
Group relief surrendered	-	*27*
Receipt for group relief	-	*(27)*
Total tax charge for the year	**(20)**	*(27)*

Factors that may affect future tax charges

The Finance Act 2021, enacted on 10 June 2021, included legislation to increase the rate of Corporation tax to 25% as of 1 April 2023.

10. Debtors

	2022 **£000**	*2021* *£000*
Trade debtors	**5**	-
Amounts owed by group undertakings	**349**	*300*
Other debtors	**129**	*129*
Prepayments and accrued income	**130**	*79*
	613	*508*

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

11. Cash and cash equivalents

	2022 £000	*2021 £000*
Cash at bank and in hand	**66**	*44*
	66	*44*

12. Creditors: Amounts falling due within one year

	2022 £000	*2021 £000*
Trade creditors	**85**	*85*
Amounts owed to group undertakings	**1,055**	*854*
Other taxation and social security	**-**	*1*
Other creditors	**4**	*4*
Accruals and deferred income	**542**	*529*
	1,686	*1,473*

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

13. Creditors: Amounts falling due after more than one year

	2022 £000	*2021 £000*
Amounts owed to group undertakings	**4,258**	*4,259*
	4,258	*4,259*

This is related to the following loans from Banijay UK Limited, the parent undertaking:

£1,537,000: This loan is repayable on 27 February 2023 with interest at 4.25% plus 6-month LIBOR. The interest is payable on a quarterly basis.

£2,522,000: This loan is repayable on 27 February 2023 with interest at 4.25% plus 6-month LIBOR. The interest is payable on a quarterly basis.

£200,000: This loan is repayable on 27 February 2023 with interest at 4.25% plus 6-month LIBOR. The interest is payable on a quarterly basis.

14. Financial instruments

	2022 £000	*2021 £000*
Financial assets		
Loans and receivables	**483**	*683*
Financial liabilities		
Non-current creditors	**(4,259)**	*(4,259)*
Current creditors	**(1,140)**	*(778)*
	(5,399)	*(5,037)*

Financial assets

Financial assets measured at fair value through profit or loss comprise loans and receivables.

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less *provision of impairment.*

Financial liabilities

Other financial liabilities measured at fair value through profit or loss comprise creditors.

Creditors are both interest and non-interest bearing and are normally settled on negotiated commercial terms depending on the nature of the creditor. The disclosure with relation to those creditors which are interest bearing are given in note 16. Other creditors are non-interest bearing and have a payment term which is agreed with management.

15. Share capital

	2022 £000	*2021 £000*
Allotted, called up and fully paid		
301 *(2021 - 301)* Ordinary A shares shares of £0.01 each	-	-
300 *(2021 - 300)* Ordinary B shares shares of £0.01 each	-	-
67 *(2021 - 67)* Growth shares shares shares of £0.05 each	-	-
40 *(2021 - 40)* New Growth *shares shares shares of £0.05 each*	-	-
	-	-

15. Share capital (continued)

The profits of the Company which are available for lawful distribution in respect of each accounting period and in respect of which a dividend is declared shall be applied amongst the A class shares, B class shares and Growth shares pari passu as if the same constituted one class of share capital on a capital distribution (including winding up).

Capital proceeds shall be distributed as follows: first holders of growth shares shall receive £1.61 per Growth share, second A class and B class share holders shall receive the ordinary entitlement in proportion to the nominal value of their holdings of ordinary shares; and thirdly holders of Growth shares shall receive the balance of the capital proceeds in proportion to the number of Growth shares held by them. Redemption a shares do not confer any rights of redemption.

In the event of a capital distribution event (including winding up):

Growth shareholders and New Growth shareholders will preferentially receive £10.00 per Growth share; and secondly in respect of capital proceeds in excess of the preferential payment to Growth shareholders. Class A and Class B shareholders will receive such proceeds in proportion to the nominal value of their holdings of such shares; and thirdly Growth shareholders will receive the balance of such proceeds in excess of £1,800,000 in proportion to the number of Growth shares held.

16. Reserves

Share premium account

This reserve records the amount above the nominal value received for shares issued, less transaction costs.

As at 31 December 2022 the value of the share premium account was £1,500,000 (2021: £1,500,000).

Profit and loss account

Includes all current and prior periods retained profits and losses.

17. Contingent liabilities

The Company had no contingent liabilities at 31 December 2022 or 31 December 2021.

18. Capital commitments

The Company had no capital commitments at 31 December 2022 or 31 December 2021.

19. Post balance sheet events

There are no adjusting or non-adjusting post-balance sheet events of note.

20. Pension commitments

The Company operates a defined contribution pension scheme.

The pension charge for the year represents contributions payable by the Company scheme and amounted to £Nil (2021: £2,000). Contributions outstanding at year end amounted to £Nil (2021: £Nil).

21. Controlling party

The immediate parent undertaking is Banijay UK Limited.

The parent undertaking of the smallest group which includes the Company and for which publicly available group financial statements are prepared is Banijay Media Limited. Copies of these financial accounts can be obtained from Shepherds Building, Charecroft Way, London, W14 0EE.

At the date of the statement of financial position the ultimate parent undertaking and controlling party is Stephane Courbit's LOV Group who control Banijay Group. The Banijay Group listed on the Euronext stock exchange through FL Entertainment, from 1 July 2022.