

Registered number: 11070046

FLANAME 2 LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2022



FLANAME 2 LIMITED

COMPANY INFORMATION

Directors	Mark Gardiner Robert Waddington Thomas Weldon
Company secretary	Sinead Martin
Registered number	11070046
Registered office	20 Vauxhall Bridge Road London SW1V 2SA
Independent auditor	KPMG LLP 15 Canada Square Canary Wharf London E14 5GL

FLANAME 2 LIMITED

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FLANAME 2 LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2022

The directors present their Strategic Report of FLANAME 2 LIMITED ("the Company") for the year ended 31 December 2022.

Principal activities

The Company is a subsidiary of Penguin Random House Limited, a Company registered in the United Kingdom. The Company is UK domiciled and registered in the United Kingdom. The principal activity of the Company is to act as a co-tenant under an underlease entered into on 25 November 2019 relating to the 2nd floor of Building A02, Phase 3 Embassy Gardens, Nine Elms, London. On the same date the company granted a licence to occupy the premises to a group company, The Random House Group Limited ("RHG").

Business review

The results and financial position of the Company are set out in the attached financial statements. During the year the company's turnover was £nil (2021: £nil).

Key performance indicators ("KPIs")

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

Principal risks and uncertainties

The Company is subject to risk management procedures and an annual risk assessment implemented by the ultimate parent company, Bertelsmann SE & Co KGaA. Given the straightforward nature of the business, no significant risks or uncertainties have been identified.

FLANAME 2 LIMITED

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

Going concern

The Company acts as the leasing company for operating entities under the Penguin Random House UK Group. The directors have considered the operating nature of the entity as one, primarily performing leasing activities (both obtaining and sub-leasing), with an expectation that the sub-lessee intends to remain in occupation for a period of at least 12 months from the date of approval of these financial statements. The company's cash flows are therefore dependent on the receipt of rental income from fellow group trading entities.

The company meets its day to day working capital requirements from rental income from entities within the Penguin Random House UK Group.

Directors considered the current global economic uncertainty along with the outstanding inter-Company receivables for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Company will have sufficient funds to meet its liabilities as they fall due for that period. However, the Directors are aware that the fellow group entities leasing the properties from the Company are dependent on financial support from the ultimate parent Bertelsmann SE & Co. KGaA. As such, although no additional financial support is forecast to be required during the going concern period, the Directors have considered the availability of additional financial support from the Group in the situation where the tenant was unable to settle its liabilities.

Bertelsmann SE & Co. KGaA has indicated its intention to continue to make available such funds as are needed by the Company, for the period covered by the forecasts. As with any Company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

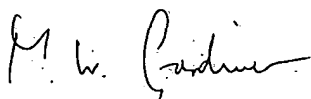
Sub-lessee occupation

The Company has received written confirmation from the sub-lessee that it intends to remain in occupation for a period of at least 12 months from the date of signing these financial statements, and meet any rent obligations payable to the company during that period.

General

The Company is presenting the financial statements in accordance with Financial Reporting Standard 101, 'Reduced Disclosure Framework' (FRS 101).

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



Mark Gardiner
Director

Date: 4 September 2023

FLANAME 2 LIMITED

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 £NIL (2021 - £NIL).

No dividends were proposed or paid during 2022 (2021: £nil).

Financial instruments

It is the Company's policy to implement financial risk management objectives and policies for each major type of transaction. The directors consider the entity's exposure to price risk, credit risk, liquidity risk and cash flow risk as not significant.

Directors

The directors who served during the year were:

Mark Gardiner
Robert Waddington
Thomas Weldon

Directors' section 172 statement

The Directors of the Company must act in accordance with a set of general duties, as detailed in section 172 of the UK Companies Act 2006, summarised as follows:

'A director of a company must act in the way they consider, in good faith, would be most likely to promote the success of the company for the benefit of its shareholders as a whole and, in doing so have regard (amongst other matters) to:

- the likely consequences of any decisions in the long-term;
- the interest of the company's employees;
- the need to foster the company's business relationships with suppliers, customers and others;
- the impact of the company's operations on the community and environment;
- the desirability of the company maintaining a reputation for high standards of business conduct; and
- the need to act fairly as between the shareholders of the company.'

The directors fulfil these duties as follows:

Risk management

The Company has a long-term strategic plan that effectively identifies, evaluates and mitigates the risks which the Company faces, ensuring they are sufficiently considered and, if applicable, hedged against for the future. The directors will invariably delegate day-to-day management and decision making to executive management, but will ensure that management is acting in accordance with the strategy and plans agreed by the board.

Business relationships with suppliers, customers and others

The directors appreciate the importance of fostering business relationships with key stakeholders, such as customers and suppliers, and focus on the maintenance and growth of these relationships in their decision-making and strategic planning. The company employs dedicated relationship managers to foster these relationships which also ensures the board has a high degree of visibility to take stakeholder considerations into account.

FLANAME 2 LIMITED

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

Community and environment

The Company will seek to minimise adverse impacts on the environment from its activities, whilst continuing to address health, safety and economic issues. The Company has complied with all applicable legislation and regulations.

The Company's approach is to use its position of strength to ensure it is an asset to the communities and people with which it interacts. The board ensures significant consideration is given to the impact of the company's operations on the community and environment in their decision-making. The company strives to create positive change in reducing the environmental impact of its businesses and to meet the highest level of health and safety and environmental standards, whilst maintaining effective and continuing business practices.

Shareholders

The board recognises the importance of regular and open dialogue with the shareholders and the need to ensure the strategy and goals of the company are effectively communicated to them. Feedback on these plans and objectives is welcomed by the directors and major business decisions are made closely and with the approval of the shareholders.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- "Following completion of current year audit, KPMG LLP will step down as the Company's auditors. The Board intends to subsequently appoint Grant Thornton UK LLP as the Company's successor auditor." the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

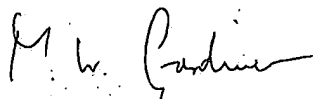
Post balance sheet events

There have been no significant events affecting the Company since the year end.

Independent Auditors

Following completion of current year audit, KPMG LLP will step down as the Company's auditors. The Board intends to subsequently appoint Grant Thornton UK LLP as the Company's successor auditor.

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



Mark Gardiner
Director

Date: 4 September 2023

20 Vauxhall Bridge Road
London
SW1V 2SA

FLANAME 2 LIMITED

**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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 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 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

FLANAME 2 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FLANAME 2 LIMITED

Opinion

We have audited the financial statements of FLANAME 2 LIMITED ("the Company") for the year ended 31 December 2022 which comprise the Profit and Loss Account and Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its result for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Company or to cease its operations, and as they have concluded that the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

In our evaluation of the directors' conclusions, we considered the inherent risks to the Company's business model and analysed how those risks might affect the Company's financial resources or ability to continue operations over the going concern period.

Our conclusions based on this work:

- we consider that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate;
- we have not identified, and concur with the directors' assessment that there is not, a material uncertainty related to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for the going concern period.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the above conclusions are not a guarantee that the Company will continue in operation.

Fraud and breaches of laws and regulations – ability to detect

Identifying and responding to risks of material misstatement due to fraud

To identify risks of material misstatement due to fraud ("fraud risks") we assessed events or conditions that could indicate an incentive or pressure to commit fraud or provide an opportunity to commit fraud. Our risk assessment procedures included enquiring of directors and inspection of policy documentation as to the Penguin Random House Limited's ("PRHL") policies and procedures to prevent and detect fraud that apply to

FLANAME 2 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FLANAME 2 LIMITED

this group company as well as enquiring whether the directors have knowledge of any actual, suspected or alleged fraud.

As required by auditing standards, we perform procedures to address the risk of management override of controls, in particular the risk that management may be in a position to make inappropriate accounting entries. On this audit we do not believe there is a fraud risk related to revenue recognition because there are no revenue transactions. We did not identify any additional fraud risks.

We performed procedures including agreeing all accounting entries in the period to supporting documentation.

Identifying and responding to risks of material misstatement related to compliance with laws and regulations

We identified areas of laws and regulations that could reasonably be expected to have a material effect on the financial statements from our general commercial and sector experience and through discussion with the directors (as required by auditing standards), and discussed with the directors the policies and procedures regarding compliance with laws and regulations.

The company is subject to laws and regulations that directly affect the financial statements including financial reporting legislation (including related companies legislation), distributable profits legislation and taxation legislation and we assessed the extent of compliance with these laws and regulations as part of our procedures on the related financial statement items.

Whilst the Company is subject to many other laws and regulations, we did not identify any others where the consequences of non-compliance alone could have a material effect on amounts or disclosures in the financial statements.

Context of the ability of the audit to detect fraud or breaches of law or regulation

Owing to the inherent limitations of an audit, there is an unavoidable risk that we may not have detected some material misstatements in the financial statements, even though we have properly planned and performed our audit in accordance with auditing standards. For example, the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely the inherently limited procedures required by auditing standards would identify it.

In addition, as with any audit, there remained a higher risk of non-detection of fraud, as these may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls. Our audit procedures are designed to detect material misstatement. We are not responsible for preventing noncompliance or fraud and cannot be expected to detect non-compliance with all laws and regulations.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

FLANAME 2 LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF FLANAME 2 LIMITED

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures 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 these respects.

Directors' responsibilities

As explained more fully in their statement set out on page , the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; assessing the 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 they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

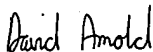
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



David Arnold (Senior statutory auditor)

for and on behalf of KPMG LLP

Chartered Accountants
15 Canada Square
Canary Wharf
London
E14 5GL

4 September 2023

FLANAME 2 LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £	2021 £
Turnover		-	-
Cost of sales		-	-
Gross result		-	-
Administrative expenses		-	-
Operating result	4	-	-
Interest receivable and similar income	6	107,417	119,363
Interest payable and similar expenses	7	(107,417)	(119,363)
Result before tax		-	-
Tax on result		-	-
Result for the financial year		-	-

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 13 to 20 form part of these financial statements.

Continuing operations

None of the Company's activities were acquired or discontinued during the current year or previous year.

FLANAME 2 LIMITED

STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2022

	Note	2022 £	2021 £
Result for the financial year		-	-
Other comprehensive income:			
Other comprehensive income		-	-
Total comprehensive income for the year		-	-

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

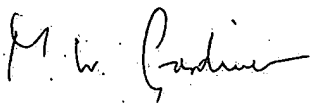
The notes on pages 13 to 20 form part of these financial statements.

FLA NAME 2 LIMITED
REGISTERED NUMBER: 11070046

BALANCE SHEET
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 £
Current assets			
Debtors: amounts falling due after more than one year	8	3,941,035	4,591,274
Debtors: amounts falling due within one year	8	757,657	757,657
		<u>4,698,692</u>	<u>5,348,931</u>
Creditors: amounts falling due within one year	9	(757,656)	(757,656)
Net current assets		<u>3,941,036</u>	<u>4,591,275</u>
Total assets less current liabilities		<u>3,941,036</u>	<u>4,591,275</u>
Creditors: amounts falling due after more than one year	10	(3,941,035)	(4,591,274)
Net assets		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital	12	1	1
		<u>1</u>	<u>1</u>

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



Mark Gardiner
Director

Date: 4 September 2023

The notes on pages 13 to 20 form part of these financial statements.

FLANAME 2 LIMITED

**STATEMENT OF CHANGES IN EQUITY
AS AT 31 DECEMBER 2022**

	Called up share capital £	Retained earnings £	Total equity £
At 1 January 2021	1	-	1
Profit for the financial year and total comprehensive income	-	-	-
Balance as at 31 December 2021	<u>1</u>	<u>-</u>	<u>1</u>
Profit for the financial year and total comprehensive income	-	-	-
At 31 December 2022	<u>1</u>	<u>-</u>	<u>1</u>

The notes on pages 13 to 20 form part of these financial statements.

FLANAME 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

FLANAME 2 LIMITED is a private company limited by shares and is incorporated in the United Kingdom. The address of its registered office is 20 Vauxhall Bridge Road, London, SW1V 2SA. The company entered into a lease dated 25 November 2019 for the occupation of the 2nd floor at Embassy Gardens, London. On the same date, the company granted The Random House Group Limited the right to occupy the premises as licencees.

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 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 (see note 3).

The following principal accounting policies have been applied:

2.2 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 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 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 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

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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.3 Going concern

The Company acts as the leasing company for operating entities under the Penguin Random House UK Group. The directors have considered the operating nature of the entity as one, primarily performing leasing activities (both obtaining and sub-leasing), with an expectation that the sub-lessee intends to remain in occupation for a period of at least 12 months from the date of approval of these financial statements. The company's cash flows are therefore dependent on the receipt of rental income from fellow group trading entities.

The company meets its day to day working capital requirements from rental income from entities within the Penguin Random House UK Group.

Directors considered the current global economic uncertainty along with the outstanding inter-Company receivables for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Company will have sufficient funds to meet its liabilities as they fall due for that period. However, the Directors are aware that the fellow group entities leasing the properties from the Company are dependent on financial support from the ultimate parent Bertelsmann SE & Co. KGaA. As such, although no additional financial support is forecast to be required during the going concern period, the Directors have considered the availability of additional financial support from the Group in the situation where the tenant was unable to settle its liabilities.

Bertelsmann SE & Co. KGaA has indicated its intention to continue to make available such funds as are needed by the Company, for the period covered by the forecasts. As with any Company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

2.4 Impact of new international reporting standards, amendments and interpretations

There are no amendments to accounting standards or IFRIC interpretations that are effective for the year ended 31 December 2022 that have had a material impact on the company's financial statements.

2.5 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.

FLANAME 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.6 Leases

The Company leases various offices. Rental contracts are typically made for fixed periods of 10 years but may have extension options.

The Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted by using the rate implicit in the lease. If this rate cannot be readily determined, the Company uses its incremental borrowing rate. Being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company did not make any such adjustments during the periods presented.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

The Company does not recognise a right-of use asset in respect of the lease of premises which it has granted occupation under licence to another group company. The right-of-use asset is recognised by the licensee in this scenario. The Company recognises the net present value of the lease receivable due from the licensee under the licence to occupy agreement. The lease receivable is discounted using the interest rate implicit in the lease. The finance income is credited to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the receivable for each period.

FLANAME 2 LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.7 Debtors including amounts owed by group undertakings

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.

2.8 Creditors including amounts due to group undertakings

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.

3. Critical accounting estimates, assumptions and judgements

In the application of the Company's accounting policies, which are described in note 2, 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, underlying assumptions and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable and relevant under the circumstances, however, there are no significant accounting judgements and estimates applicable to this entity.

4. Operating Result

Auditors' remuneration of £5,000 (2021: £5,000) for the statutory audit of the Company was borne by The Random House Group Limited. No other services were provided by the Company's auditors in 2022 (2021: none)

5. Employees and Directors

Employees

The Company had no employees during 2022 (2021: nil)

Directors

The directors are employed and paid by The Random House Group Limited. Directors' services to the company are trivial in nature and their emoluments are deemed to be wholly attributable to their services to the company that employs them. Accordingly, there are no emoluments in respect of the directors (2021: nil)

FLANAME 2 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

6. Interest receivable and similar income

	2022 £	2021 £
Interest on lease receivable with group company	107,417	119,363
	<u>107,417</u>	<u>119,363</u>

7. Interest payable and similar expenses

	2022 £	2021 £
Interest on lease liabilities - buildings	107,417	119,363
	<u>107,417</u>	<u>119,363</u>

8. Debtors

	2022 £	2021 £
Due after more than one year		
Lease receivable owed by group undertakings	3,941,035	4,591,274
	<u>3,941,035</u>	<u>4,591,274</u>
Due within one year		
Lease receivable owed by group undertakings	757,656	757,656
Other debtors	1	1
	<u>757,657</u>	<u>757,657</u>

Lease receivable represents future rent due to the Company from The Random House Group Limited for occupation of the leased premises.

FLANAME 2 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

9. Creditors: Amounts falling due within one year

	2022 £	2021 £
Lease liabilities	757,656	757,656
	<u>757,656</u>	<u>757,656</u>

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

	2022 £	2021 £
Lease liabilities	3,941,035	4,591,274
	<u>3,941,035</u>	<u>4,591,274</u>

11. Leases

Company as a lessee

The Company has entered into a lease contract for the 2nd floor of Building A02, Phase 3 Embassy Gardens, Nine Elms, London. The office space will be occupied by The Random House Group Limited ("RHG"), a fellow subsidiary of Penguin Random House Limited, under a licence agreement granted to them by the company. As detailed in note 2, and in accordance with the provisions of 'IFRS 16: Leases', the Company does not recognise a right-of-use asset for the leased premises when it has granted occupation under licence to another group company. The right-of-use asset is recognised by RHG in this scenario and the company instead recognises the net present value of the rent due to them from RHG as a lease receivable. The lease receivable is discounted using the interest rate implicit in the lease. The Company recognises a lease liability for the net present value of future rent payments due to the landlord under the head lease, discounted using the interest rate implicit in the lease. Interest income is recognised on the lease receivable due to the licence to occupy agreement constituting a finance lease under IFRS 16.

The amounts recognised in the financial statements in relation to the lease are as follows:

(i) Lease receivables are due as follows:

	2022 £	2021 £
Lease receivables		
Not later than one year	757,656	757,656
Later than one year	3,941,035	4,591,274
	<u>4,698,691</u>	<u>5,348,930</u>

FLANAME 2 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

11. Leases (continued)

(ii) Lease liabilities are due as follows:

	2022 £	2021 £
Lease liabilities		
Not later than one year	757,656	757,656
Later than one year	3,941,035	4,591,274
	<u>4,698,691</u>	<u>5,348,930</u>

(iii) Amount recognised in the profit and loss account

The following amounts in respect of leases, where the Company is a lessee, have been recognised in profit or loss:

	2022 £	2021 £
Interest Income	107,417	119,363
Interest expense on lease liabilities	(107,417)	(119,363)

(iv) Future minimum lease payments as at 31 December 2022

	2022 £	2021 £
Less than one year	757,656	757,656
Between one and two years	757,656	757,656
Between two and three years	757,656	757,656
Between three and four years	757,656	757,656
Between four and five years	757,656	757,656
More than 5 years	1,259,824	1,957,278
	<u>5,048,104</u>	<u>5,745,558</u>
Impact of finance income	(349,413)	(396,628)
Carrying amount of lease liability	<u>4,698,691</u>	<u>5,348,930</u>

FLANAME 2 LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

11. Leases (continued)

(v) Maturity analysis table of lease receivables balances

	2022 £	2021 £
Less than one year	757,656	757,656
Between one and two years	757,656	757,656
Between two and three years	757,656	757,656
Between three and four years	757,656	757,656
Between four and five years	757,656	757,656
More than 5 years	1,259,824	1,957,278
	<u>5,048,104</u>	<u>5,745,558</u>
Impact of finance income	(349,413)	(396,628)
Carrying amount of lease receivable	<u><u>4,698,691</u></u>	<u><u>5,348,930</u></u>

12. Share capital

	2022 £	2021 £
Allotted, called up and fully paid		
1 (2021 - 1) Ordinary share of £1.00	<u><u>1</u></u>	<u><u>1</u></u>

13. Related party disclosure

The immediate parent undertaking is Penguin Random House Limited ("PRHL"). At the balance sheet date PRHL was owned by Bertelsmann UK Limited. The company's ultimate parent company is Bertelsmann SE & Co KGaA, which is incorporated in Germany. Copies of Bertelsmann SE & Co KGaA's consolidated financial statements (the smallest and largest financial statements in which the Company is consolidated) can be obtained from:

Bertelsmann SE & Co KGaA
Corporate Communications
Carl Bertelsmann Strasse 270
33311 Gütersloh
Germany

The company is exempt from the requirement, under International Accounting Standard 24 'Related party disclosures', to disclose transactions with entities that are wholly owned by PRHL. The company has taken advantage of this exemption.