

UTV INTERNET LIMITED

Report and Accounts

31 December 2011

COMPANIER HOUSE

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UTV Internet Limited

Registered No. NI 032652

DIRECTORS

J McCann

J Downey (resigned 31 December 2011) R McCourt (resigned 31 December 2011)

S Taunton

J Biggerstaff (resigned 19 June 2012)
N Robbins (appointed 31 December 2011)
N McKeown (appointed 31 December 2011)

SECRETARY

M Jess

AUDITORS

Ernst & Young LLP Bedford House 16 Bedford Street Belfast BT2 7DT

BANKERS

First Trust Bank 33-35 University Road Belfast BT7 1ND

SOLICITORS

A&L Goodbody 6th Floor 42-46 Fountain Street Belfast BT1 5EF

REGISTERED OFFICE

Havelock House Ormeau Road Belfast BT7 1EB Registered No. NI 032652

DIRECTORS' REPORT

The directors present their report and accounts for the year ended 31 December 2011.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £449,079 (2010: profit of £73,176). Dividends of £nil (2010: £600,000) were paid during the year.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The company's principal activity is the provision of internet services.

The company's key financial and other performance indicators during the year were as follows:

	2011	2010	Change
	£000	£000	%
Turnover	7,477	8,244	-9%
Gross profit	1,840	2,508	-27%
Operating profit	(604)	93	-749%
Shareholder's funds	(291)	131	-322%
Gross profit margin	24.6%	30.4%	-5.8%

The company operates in an extremely competitive and rapidly changing market. The increase of offerings within this market means that there is pressure on the company to continually review and refresh the price of its products to the market and constantly upgrade and diversify the services it offers.

Total revenues for the company in 2011 were £7,476,728 (2010: £8,243,821) which reflects a decline in the telephony/broadband activities due to an increasingly competitive and price-driven market as well as a reduction in domain services. Gross margin has declined by 5.8% with gross profit decreasing by 27% to £1,839,690 (2010: £2,507,744). The continued investment of the company in the marketing and promotion of its internet services has resulted in a decline in the company's operating profit with a loss this year of £603,606 (2010: profit of £92,844).

DIRECTORS

The directors of the company during the year were those listed on page 1. J Downey and R McCourt resigned as directors and N Robbins and N McKeown were appointed as directors on 31 December 2011. J Biggerstaff resigned as a director on 19 June 2012.

RISKS AND UNCERTAINTIES

The market in which UTV Internet operates is extremely competitive. The company will have to continue to develop and enhance its products and services (as it plans to do) to maintain its competitive position in the internet market.

The telecommunications market continues to experience consolidation as companies are acquired by competitors. This results in a smaller number of larger operators in the internet market.

In order to maintain its competitive position UTV Internet continues to develop its people and enhance its product offerings. UTV Internet continues to assess the telecommunications market and review all growth opportunities within its businesses markets both for organic and acquisitive growth.

Reliance on third parties

UTV Internet relies on BT and eircom's networks to deliver its products and services. Any breakdown or disruption in these networks may have an adverse effect on the company's business, financial condition and results of operations. In addition, UTV Internet's underlying costs are set by BT and eircom, and its profitability will be directly affected by any change in these underlying wholesale prices.

Registered No. NI 032652

DIRECTORS' REPORT

RISKS AND UNCERTAINTIES (Continued)

Technology and technological changes

UTV Internet's continuing success depends on its ability to provide products and services that meet changing customer and technological requirements. The telecommunications industry is characterised by rapidly changing technology, intense competition and frequent introduction of new products and services. In order to compete in a challenging environment, the company will need to be able to adapt quickly to continuing changes in technologies and evolving industry standards.

Economy and financial markets

The overall financial performance of UTV Internet may be affected by the unpredictability of the financial markets creating financial risks in areas such as exchange rates, debt recoverability and cash flow. UTV Internet aims to reduce its exposure to cash flow and liquidity risks by ensuring customers sign up to permanent payment methods and adhere to agreed credit terms.

FUTURE DEVELOPMENTS

The plan for the business is to continue to produce competitive products and services in internet and telecommunications. This will be complemented by trying to develop additional products to try and increase active customers and revenue across the UK and Ireland.

POLITICAL AND CHARITABLE CONTRIBUTIONS

The company did not make any charitable or political contributions during the year (2010: £nil).

DIRECTORS STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made enquiries of fellow directors and of the company's auditors, each of these directors confirms that:

- To the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware; and
- Each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information.

DIRECTORS' QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The Company has granted an indemnity to one or more of its directors 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 remains in force as at the date of approving the directors' report.

AUDITORS

Ernst & Young LLP has expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

N Robbins

Director

6 September 2012

of the board

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors are responsible for preparing 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material
 departures disclosed and explained in the financial statements; 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UTV INTERNET LIMITED

We have audited the financial statements of UTV Internet Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report and Accounts to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

David Galbraith (Senior Statutory Auditor)

For and on behalf of Ernst & Young LLP

Statutory Auditor

Belfast

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PROFIT AND LOSS ACCOUNT for the year ended 31 December 2011

	Notes	2011 £	2010 £
TURNOVER	3	7,476,728	8,243,821
Cost of sales		(5,637,038)	(5,736,077)
GROSS PROFIT		1,839,690	2,507,744
Administrative expenses		(2,443,296)	(2,414,900)
OPERATING (LOSS)/PROFIT	4	(603,606)	92,844
Interest receivable Interest payable Exchange difference		65 - 2,069	(95) (2,174)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAX		(601,472)	90,575
Tax on (loss)/profit on ordinary activities	5	152,393	(17,399)
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(449,079)	73,176

All amounts relate to continuing operations.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 December 2011

		2011 £	2010 £
(Loss)/profit for the financial year Exchange difference on reserves	13 13	(449,079) 27,622	73,176 19,480
Total recognised gains and losses for the year		(421,457)	92,656
			===

BALANCE SHEET as at 31 December 2011

	.,	2011	2010
	Notes	£	£
FIXED ASSETS	8	25 429	147 211
Intangible assets	9	35,428	147,211
Tangible assets	9	118,305	207,324
		153,733	354,535
CURRENT ASSETS			
Debtors:			
amounts falling due after one year	10	19,486	24,223
amounts falling due within one year	10	1,506,164	1,464,165
Cash at bank and in hand		44,944	27,136
		1,570,594	1,515,524
CREDITORS: amounts falling due within one year	11	(2,015,246)	(1,739,521)
NET CURRENT LIABILITIES		(444,652)	(223,997)
NET LIABILITIES		(290,919)	130,538
NET EIADIEITIES		(290,919)	130,336
			
CAPITAL AND RESERVES			
Equity share capital	12	10,000	10,000
Profit and loss account	13	(300,919)	120,538
EQUITY SHAREHOLDERS' FUNDS		(290,919)	130,538
			

The financial statements of UTV Internet Limited were approved and authorised for issue by the Board of Directors on 6 September 2012 and were signed on its behalf by:

N Robbins Director

6 September 2012'

N McKeown Director

6 September 2012

NOTES TO THE ACCOUNTS

as at 31 December 2011

1. FUNDAMENTAL ACCOUNTING CONCEPT

The financial statements have been prepared on the going concern basis which assumes that the company will be able to continue in operational existence for the foreseeable future and to meet its liabilities as they fall due. In preparing the financial statements, the directors have taken into account both the company's future trading and cash flows and support from its parent undertaking and believe that it is appropriate to prepare the financial statements on the going concern basis.

2. ACCOUNTING POLICIES

Basis of preparation

The accounts are prepared under the historical cost convention, and in accordance with applicable UK accounting and financial reporting standards.

Revenue Recognition

Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance. Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty. Key classes of revenue are recognised on the following basis:

Provision of internet services

- on delivery

Interest

- as interest accrues using the effective interest method

Goodwill

Goodwill arising on the acquisition of trade, being the difference of the consideration paid and the aggregate fair value of its identifiable assets less liabilities, is capitalised, classified as an asset on the balance sheet and amortised on a straight line basis over a period of 5 years. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or circumstances indicate that the carrying value may not be recoverable.

Intangible assets

Intangible assets acquired separately are capitalised at cost. Intangible assets are amortised on a straight line basis over their estimated useful lives up to a maximum of 20 years. The carrying value of intangible assets is reviewed for impairment at the end of the first full year following acquisition and in other periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Such cost includes costs directly attributable to making the asset capable of operating as intended. Borrowing costs attributable to assets under construction are recognised as an expense when incurred.

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation of each asset evenly over its expected useful life, as follows:

Equipment

- 3 to 5 years

Fixtures and fittings

- 5 years

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

Foreign currencies

The financial results of overseas branches are translated at the rate of exchange ruling at the balance sheet date. The exchange difference arising on the retranslation of opening net assets is taken directly to reserves. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date. Exchanges differences arising on the retranslation of monetary assets and liabilities are taken to the profit and loss account.

NOTES TO THE ACCOUNTS

as at 31 December 2011

2. ACCOUNTING POLICIES (Continued)

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold; and
- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than
 not that there will be suitable taxable profits from which the future reversal of the underlying timing
 differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Pensions

The company is part of a group defined contribution scheme which requires contributions to be made to a separately administered fund. Contributions to the defined contribution scheme are recognised in the income statement in the period in which they become payable.

Cash flow statement

Given that the company is a subsidiary undertaking where at least 90% of the voting rights are controlled within the group and that group accounts which include the subsidiary are publicly available the company is exempt from preparing a cash flow statement.

3. TURNOVER

Turnover represents the amounts derived from the provision of services in the period which fall within the company's ordinary activities, stated net of value added tax. Turnover is attributable to one principal activity, the provision of internet services, and is attributable to continuing operations.

4. OPERATING (LOSS)/PROFIT

	£	£
Operating (loss)/profit is stated after charging:		
Depreciation of tangible fixed assets	79,827	80,787
Amortisation of intangible fixed assets	137,041	133,332
Auditors remuneration	7,400	6,500
		====

2010

2011

5. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES		
(a) The taxation (credit)/charge is made up as follows:		
	2011	2010
	£	£
Current tax:		
Corporation tax on profits for the year	•	28,819
Current year group relief receivable	(137,915)	-
Adjustments in respect of previous periods	(19,215)	3,164
	(157,130)	31,983
Defense to the		-
Deferred tax: Origination and reversal of timing differences	(9,539)	(7,129)
Restatement due to change in future UK corporation tax rate	796	-
Adjustments in respect of previous periods	13,480	(7,455)
	4,737	(14,584)
Table (Parl	(152.000)	15.000
Total tax (credit)/charge	(152,393)	17,399
(b) Factors affecting the tax (credit)/charge for the year The tax assessed for the year is lower than (2010: higher than) the standard of 26.5% (2010: 28%). The differences are explained by:	l rate of corporation tax	
	2011	2010
	£	£
(Loss)/profit on ordinary activities before tax	(601,472)	90,575
(Loss)/profit on ordinary activities multiplied by standard rate		
of corporation tax in the UK of 26.5% (2010: 28%)	(159,390)	25,361
Effects of	, ,	•
Effects of: Short term timing differences	608	4,294
Disallowed expenses and non taxable income	11,363	13,385
Accelerated capital allowances	9,504	3,732
Group relief received for nil payments	•	(17,953)
Adjustment in respect of previous periods	(19,215)	3,164
Current tax (credit)/charge for the year	(157,130)	31,983

NOTES TO THE ACCOUNTS

as at 31 December 2011

5. TAX ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

(c) Deferred Tax

The deferred tax included in the balance sheet is as follows:

The deferred tax included in the balance sheet is as follows:		
	2011	2010
	£	£
Included in debtors (note 10)	19,486	24,223
		====
	2011	2010
	£	£
Decelerated capital allowances	12,423	17,213
Other timing differences	7,063	7,010
	19,486	24,223
		
Deferred Tax		£
At 1 January 2011		24,223
Deferred tax charge in the profit and loss account		(4,737)
At 31 December 2011		19,486

(d) Future corporation tax rate changes

In the emergency budget in June 2010 and in the 2011 and 2012 budgets, changes in future corporation tax rates in the UK have been proposed. As at 31 December 2011 only the revision to 25% from April 2012 has been approved. As the further proposed changes in the UK corporation tax rate have not yet been substantively enacted, deferred tax has been calculated at 25% at 31 December 2011. If the proposed corporation tax rate changes to 24% by April 2012 and of 1% per annum thereafter were to be fully approved and the tax rate reduced to 22% by 2014, the relevant deferred tax assets at 31 December 2011 would be restated to approximately £16,947.

6. **DIRECTORS' EMOLUMENTS**

Directors emoluments paid by the company were as follows:		
	2011	2010
	£	£
Aggregate emoluments in respect of qualifying services	89,796	88,235
	===	====
Aggregate contributions under defined contribution scheme	9,652	7,091
		===
	2011	2010
	No.	No.
Number of directors accruing benefits under defined contribution		
scheme	l	1

The directors of the company are also directors of the ultimate parent company and fellow subsidiaries. The directors received total remuneration for the year of £1,354,588 (2010: £1,791,223), all of which was paid by the ultimate or immediate parent companies. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of the ultimate parent company and fellow subsidiary companies.

7. STAFF COSTS

	2011	2010
	£	£
Wages and salaries	838,894	776,127
Social security costs	71,186	66,444
Other pension costs	31,701	29,386
	941,781	 871,957
		-2-3
The average number of employees during the year was as follows:		
	2011	2010
	No.	No.
Administration	16	15
Web resources	23	21
	30	36

8. INTANGIBLE ASSETS

	Computer		
	Goodwill	software	Total
	£	£	£
Cost:			
At 1 January 2011	700,000	13,875	713,875
Additions	-	25,258	25,258
At 31 December 2011	700,000	39,133	739,133
			
Amortisation:			
At 1 January 2011	566,664	-	566,664
Provided during the year	133,336	3,705	137,041
At 31 December 2011	700,000	3,705	703,705
			=======================================
Net book value:			
At 31 December 2011	-	35,428	35,428
At 1 January 2011	133,336	13,875	147,211

Goodwill arising on the acquisition of the trade of CNW Communications Limited is being amortised evenly over the directors' estimate of its useful economic life of 5 years.

Computer software relates to the development of a WLR3 platform to support customer provisioning.

9. TANGIBLE FIXED ASSETS

TANGIDEE TIADD ASSETS			
	Office	Technical	
	equipment	equipment	Total
	, ,	£	£
Cost:			
At 1 January 2011	15,311	1,078,026	1,093,337
Additions	599	23,316	23,915
Transfer to fellow group undertaking	-	(143,778)	(143,778)
Translation adjustment	(141)	(3,012)	(3,153)
At 31 December 2011	15,769	954,552	970,321
Depreciation:			
At 1 January 2011	15,311	870,702	886,013
Charge for year	15,511	79,677	79,827
Transfer to fellow group undertaking	130	(111,793)	(111,793)
	(141)		
Translation adjustment	(141)	(1,890)	(2,031)
At 31 December 2011	15,320	836,696	852,016
N 1			
Net book value:			
At 31 December 2011	449	117,856	118,305
	= =====================================		=======================================
At 1 January 2011	•	207,324	207,324
			=

10.	DEBTORS
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10.	DEBLOKS				
				2011	2010
				£	£
	Trade debtors			191,212	182,709
	Prepayments and accrued income			242,382	313,346
	Other debtors			394,787	268,955
	Amounts owed from group undertakings			520,653	699,155
	Deferred tax (note 5)			19,486	24,223
	Group relief receivable			157,130	-
				1,525,650	1,488,388
	Amounts falling due after more than one year include	led above are:		2011	2010
				£	£
	Deferred tax (note 5)			19,486	24,223
					
11.	CREDITORS: amounts falling due within one year	•			
				2011	2010
				£	£
	Trade creditors			209,277	560,139
	Bank overdraft			-	7,479
	Other taxes and social security costs			183,826	208,581
	Accruals			466,442	318,588
	Other creditors			4,647	4,222
	Amounts owed to group undertakings			530,762	20,220
	Group relief payable			620,292	620,292
				2,015,246	1,739,521
12.	ALLOTTED AND ISSUED SHARE CAPITAL				 =
		2011	2010	2011	2010
		No.	No.	£	£
	Allotted, called up and fully paid	110.	1,0.	*	*
	Ordinary shares of £1 each	10,000	10,000	10,000	10,000
				: = 	

13. RECONCILIATION OF SHAREHOLDERS' FUNDS

RECONCIDENTAL OF SHAREHOLDERS TONDS			
	Share capital £	Profit and loss account £	Total £
At 1 January 2011 Loss for the year Exchange difference	10,000 - -	120,538 (449,079) 27,622	130,538 (449,079) 27,622
At 31 December 2011	10,000	(300,919)	(290,919)
DIVIDENDS			
Equity dividends on ordinary shares		2011 £000	2010 £000
Declared and paid during the year Final dividend for 2011: £nil (2010: 60.0p)		-	600,000

15. RELATED PARTY TRANSACTIONS

14.

The company, as a 100% subsidiary, has taken advantage of the exemption under FRS8 Related Party Disclosures not to disclose transactions with other group companies and these transactions form part of the consolidated financial statements prepared by the group.

16. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking of the company is UTV New Media Limited, a company registered in Northern Ireland.

The ultimate parent undertaking and controlling party is UTV Media plc, a company registered in Northern Ireland.

17. GROUP ACCOUNTS

The parent undertaking of the smallest and largest group which prepares consolidated accounts is UTV Media plc. Copies of the consolidated accounts of UTV Media plc for the year ended 31 December 2011 which include the company can be obtained from Ormeau Road, Belfast, BT7 1EB.