

TERNHILL COMMUNICATIONS LIMITED

Company No: 03236874

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2017



TERNHILL COMMUNICATIONS LIMITED

REPORT OF THE DIRECTORS

The directors submit their annual report and financial statements for the financial year ended 31 March 2017.

The Company has met the requirements in the Companies Act 2006 to obtain the exemption from the need to present a strategic report.

Principal activity and future developments

The Company was dormant within the meaning of Section 1169 of the Companies Act 2006 throughout the financial year and accordingly no profit and loss account has been presented. The directors do not expect the company to trade in the foreseeable future.

Dividends

The directors do not recommend the payment of a dividend (2016: £nil).

Directors

The directors of the Company, who served throughout the year, unless otherwise indicated, are as follows:

D McIntyre

D Evans

Registered office

The registered office of the Company is Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN, England.

Indemnification of directors

In accordance with the Company's articles of association and to the extent permitted by law the directors may be granted an indemnity from the Company in respect of liabilities incurred as a result of their office. In respect of those matters for which the directors may not be indemnified, Vodafone Group Plc maintained a directors' and officers' liability insurance policy throughout the financial period. This policy is renewed annually in August. Neither the Company's indemnity nor the insurance provides cover in the event that the director is proven to have acted dishonestly or fraudulently.

The report of the directors was approved by the Board on *04 DECEMBER* 2017 and signed on its behalf by:



D McIntyre
Director

TERNHILL COMMUNICATIONS LIMITED

Company No: 03236874

BALANCE SHEET

AT 31 MARCH 2017

| | Note | 2017 £ | 2016 £ |
|--|------|------------------|------------------|
| FIXED ASSETS | | | |
| Investments | 3 | - | - |
| CURRENT ASSETS | | | |
| Debtors | 4 | 54,674 | 54,674 |
| Creditors: amounts falling due within one year | 5 | (475,000) | (475,000) |
| NET LIABILITIES | | <u>(420,326)</u> | <u>(420,326)</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 6 | 50,000 | 50,000 |
| Share premium account | | 156,694 | 156,694 |
| Profit and loss account | | (627,020) | (627,020) |
| TOTAL EQUITY SHAREHOLDERS' DEFICIT | | <u>(420,326)</u> | <u>(420,326)</u> |

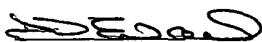
For the year ended 31 March 2017 the Company was entitled to exemption under Section 480(1) of the Companies Act 2006 from the requirement to have its accounts audited.

Members have not required the Company to obtain an audit in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for:

- i. ensuring the Company keeps accounting records which comply with Section 386; and
- ii. preparing financial statements which give a true and fair view of the state of affairs of the Company at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of Sections 394 and 395, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company.

The financial statements were approved by the Board on 04 December 2017 and were authorised for issue and signed on its behalf by:



D Evans
Director

The accompanying notes are an integral part of these financial statements.

TERNHILL COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017

1. Statement of accounting policies

The accounting policies adopted in respect of material items are described below. The accounting policies have been applied on a consistent basis during the current and the preceding year.

Basis of preparation

These financial statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006.

The financial statements are presented in Sterling (£).

The exemptions available under FRS 102 have been applied to the following items:

- Related Party disclosures

As a wholly owned indirect subsidiary of a company registered in England and Wales, for which consolidated financial statements are prepared, the Company has taken advantage of Section 400 of the Companies Act 2006 and has not prepared consolidated financial statements.

Going concern

The Company continues to adopt the going concern basis in preparing its financial statements.

Critical accounting estimates and judgements

Estimates 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 under the circumstances.

The financial statements do not contain any significant estimates or judgements that would reasonably impact the results and balances presented.

Investments

Investments held as fixed assets are stated at cost less provision for impairment in value

Share Capital

Ordinary shares are classified as equity. Mandatorily redeemable preference shares are classified as liabilities, carried at cost, the company, being dormant, having elected to retain its accounting policies at the date of transition to FRS102.

2. Profit and loss account

The Company has not traded in the current or previous financial year and accordingly no profit and loss account has been prepared.

The directors did not receive any remuneration from the Company in the financial year (2016: £nil).

The Company did not have any employees throughout the current or preceding year.

TERNHILL COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2017

3. Investments

| | Subsidiary undertakings £ |
|------------------------------------|------------------------------|
| Cost | |
| At 1 April 2016 and 31 March 2017 | 1 |
| Provisions | |
| At 1 April 2016 and 31 March 2017 | (1) |
| Net book value | |
| At 31 March 2016 and 31 March 2017 | <u>-</u> |

The Company's subsidiary is as follows

| | Activities | Type of share held | Percentage Shareholding % |
|-------------------------------|------------|-----------------------|---------------------------------|
| Mobile 4 Business.com Limited | Dormant | Ordinary shares £1 | 100% |

The subsidiary is registered in England and Wales.

4. Debtors

| | 2017 £ | 2016 £ |
|------------------------------------|---------------|---------------|
| Amounts owed by Group undertakings | <u>54,674</u> | <u>54,674</u> |

Amounts due from Group undertakings are unsecured, interest free and receivable on demand.

TERNHILL COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2017

5. Creditors: amounts falling due within one year

| | 2017 | 2016 |
|---|---------|---------|
| | £ | £ |
| 475,000 non-convertible redeemable preference shares of £1 each | 475,000 | 475,000 |

The preference shareholder has waived all dividend and redemption rights attaching to the preference shares. The rights relating to the preference shares are as follows:

- The holders are not entitled to any dividend in respect of any preference shares held by them.
- On a return of capital, the assets of the Company available for distribution will be applied in repayment first to the holders of the preference shares. The preference shares will not entitle the holders to any further participation in the assets of the Company.
- The preference shares entitle the holder to attend any General Meeting but do not entitle the holders to vote upon any resolution unless at the date of the notice convening the meeting the Company has failed for any reason whatsoever to redeem any of the preference shares.
- The redemption dates for the preference shares at par were as follows:

| Number of preference shares | Redemption date |
|-----------------------------|------------------|
| 160,000 | 31 December 2002 |
| 315,000 | 31 December 2003 |

The Company was unable to redeem the preference shares on the dates shown, and as per the Articles of Association, will redeem them at the earliest opportunity when sufficient funds are available.

6. Called up share capital

| | 2017 | 2016 |
|-----------------------------------|--------|--------|
| | £ | £ |
| Allotted, issued and fully paid: | | |
| 50,000 ordinary shares of £1 each | 50,000 | 50,000 |

TERNHILL COMMUNICATIONS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2017

7. Related party disclosures

The Company is a wholly owned subsidiary of Vodafone Group Plc and has taken advantage of the exemption granted by paragraph 33(2) of FRS 102, Related Party Disclosures, not to disclose transactions with Vodafone Group Plc group companies or interests of the Group who are related parties.

8. Ultimate parent company

The immediate parent company of Ternhill Communications Limited is Vodafone Business Solutions Limited, a company registered in England and Wales. The ultimate parent company and controlling entity of Ternhill Communications Limited, and the smallest and largest group which prepares consolidated financial statements and of which the Company forms a part, is Vodafone Group Plc, a company registered in England and Wales.

A copy of the financial statements of Vodafone Group Plc for the year ended 31 March 2017 may be obtained from the company's website www.vodafone.com or from The Company Secretary, Vodafone Group Plc, Vodafone House, The Connection, Newbury, Berkshire, RG14 2FN.