

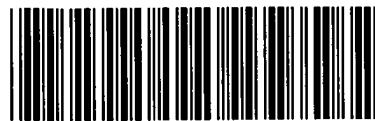
Registration number: 3210363

Carltonco Ninety-Six

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2018

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Carltonco Ninety-Six

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Carltonco Ninety-Six

Directors' Report for the Year Ended 31 December 2018

The Directors present their report and the unaudited financial statements for the year ended 31 December 2018.

Principal activity

The principal activity of the Company continues to be investment activities.

Directors of the Company

The Directors, who held office during the year, were as follows:

Eleanor Irving

Helen Tautz (resigned 11 April 2019)

The following director was appointed after the year end:

Sarah Kayser (appointed 31 July 2019)

Directors liabilities

The Directors benefit from third party insurance provisions in place during the financial year and at the date of this report.

Dividends

The Directors recommend a final dividend payment of £Nil be made in respect of the financial year ended 31 December 2018 (2017: £Nil).

Business review

The results for the Company show a loss for the year of £1,866,000 (2017: profit of £2,888,000). At the statement of financial position date the Company had net liabilities of £30,329,000 (2017: £28,463,000). The significant change in the year is driven by the fluctuation in exchange rates between 2017 and 2018.

Going concern

The Directors have a reasonable expectation that the Company has adequate resources to continue in operation for at least twelve months from the date of this report. The Company is dependent on its ultimate parent undertaking for its funding. The Directors of the Company have no reason to believe that this financial support will not be forthcoming in the event that it is required, the Company continues to adopt the going concern basis in preparing its financial statements (see note 1).

Audit exemption

Carltonco Ninety-Six Limited, as a guaranteed subsidiary of ITV plc, has met the criteria set out in ss.479A-479C of the Companies Act 2006, and is claiming exemption from the audit of their individual accounts afforded by those sections for the year ended 31 December 2018.

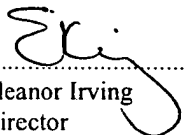
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Directors' Report for the Year Ended 31 December 2018

Small companies' provision statement

This report has been prepared in accordance with the provisions available to companies entitled to the small companies exemption.

Approved by the Board on 16/9/19 and signed on its behalf by:


.....
Eleanor Irving
Director

Registered office
2 Waterhouse Square
140 Holborn
London
EC1N 2AE

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Statement of Directors' Responsibilities

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 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.

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Income Statement for the Year Ended 31 December 2018

	Note	2018 £ 000	2017 £ 000
Interest receivable and similar income	3	20	2,888
Interest payable and similar expenses	4	<u>(1,886)</u>	<u>-</u>
(Loss)/profit before tax		(1,866)	2,888
Taxation	7	<u>-</u>	<u>-</u>
(Loss)/profit for the year		<u><u>(1,866)</u></u>	<u><u>2,888</u></u>

The above results were derived from continuing operations.

The Company has no recognised gains or losses for the year other than the above.

The notes on pages 7 to 14 form an integral part of these financial statements.

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(Registration number: 3210363)

Statement of Financial Position as at 31 December 2018

	Note	2018 £ 000	2017 £ 000
Current assets			
Trade and other receivables	8	1,891	1,871
Non-current liabilities			
Loans and borrowings	9	<u>(32,220)</u>	<u>(30,334)</u>
Net liabilities		<u>(30,329)</u>	<u>(28,463)</u>
Capital and reserves			
Share capital	10	29,895	29,895
Retained earnings		<u>(60,224)</u>	<u>(58,358)</u>
		<u>(30,329)</u>	<u>(28,463)</u>

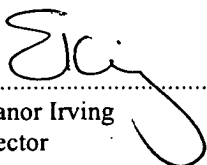
These accounts have been prepared in accordance with the provisions available to companies entitled to the small companies exemption.

For the financial year ending 31 December 2018 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 16/9/19 and signed on its behalf by:


.....
Eleanor Irving
Director

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Statement of Changes in Equity for the Year Ended 31 December 2018

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2018	29,895	(58,358)	(28,463)
Loss for the year	<u>-</u>	<u>(1,866)</u>	<u>(1,866)</u>
At 31 December 2018	<u>29,895</u>	<u>(60,224)</u>	<u>(30,329)</u>

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2017	29,895	(61,246)	(31,351)
Profit for the year	<u>-</u>	<u>2,888</u>	<u>2,888</u>
At 31 December 2017	<u>29,895</u>	<u>(58,358)</u>	<u>(28,463)</u>

The notes on pages 7 to 14 form an integral part of these financial statements.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018

1 Accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

Carltonco Ninety-Six Limited (the "Company") is a private company incorporated, domiciled and registered in England in the UK. The registered number is 3210363 and the registered address is ITV plc, 2 Waterhouse Square, 140 Holborn, London, EC1N 2AE.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). The amendments to FRS 101 (2014/15 Cycle) issued in July 2015 and FRS 101 (2015/16) issued in July 2016 have been applied.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company is a qualifying entity as it is a member of the ITV plc Group where ITV plc, the ultimate parent prepares publicly available consolidated financial statements.

Measurement convention

The financial statements are prepared on the historical cost basis.

Summary of disclosure exemptions

The Company is taking advantage of the following disclosure exemptions under FRS 101:

- A Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets, intangible assets and investment properties;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of the compensation of Key Management Personnel;
- Disclosures of transactions with a management entity that provides key management personnel services to the Company;
- Disclosures in respect of goodwill or intangibles with an indefinite life; and
- Disclosures in respect of revenue being 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.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018

1 Accounting policies (continued)

As the consolidated financial statements of ITV plc include the equivalent disclosures, the Company has also taken the exemptions under FRS 101 available in respect of the following disclosures:

- IFRS 2 Share Based Payments in respect of group settled share based payments;
- Certain disclosures required by IAS 36 Impairment of assets in respect of the impairment of goodwill and indefinite life intangible assets;
- Disclosures required by IFRS 5 Non-current Assets Held for Sale and Discontinued Operations in respect of the cash flows of discontinued operations; and
- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures.

The Company proposes to continue to apply the reduced disclosure framework of FRS 101 in its next financial statements.

Changes in accounting policy

New standards, interpretations and amendments effective

The following have been applied for the first time from 1 January 2018.

New or amended EU endorsed accounting standards

The Company has adopted IFRS 9 'Financial Instruments' and IFRS 15 'Revenue from Contracts with Customers' from 1 January 2018. Neither standard has had an impact on the Company's financial statements.

None of the other standards, interpretations and amendments effective for the first time from 1 January 2018 have had a material effect on the financial statements.

Going Concern

The Company has net liabilities of £30,329,000 as at 31 December 2018. The Company is dependent on its ultimate parent undertaking, ITV plc, for its funding, from whom a letter of support has been obtained. The Directors of the Company have no reason to believe that this financial support will not be forthcoming in the event that it is required. On this basis, and on their assessment of the Company's financial position, the Directors have a reasonable expectation that the Company has adequate resources to continue in operation for at least twelve months from the date of this report. Accordingly, the Company continues to adopt the going concern basis in preparing its financial statements.

Amounts due (to) / from group undertakings

The Company participates in an intra-group cash pool policy with other 100% owned UK subsidiaries of the ITV Group. The pool applies to bank accounts where there is an unconditional right of set off and involves the daily closing cash position for participating subsidiaries whether positive or negative, being cleared to £nil via daily bank transfers to/from ITV plc. These daily transactions create a corresponding intercompany creditor or debtor which can result in significant movements in amounts owed to and from subsidiary undertakings in the Company statement of financial position.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018

1 Accounting policies (continued)

Foreign currency transactions and balances

The primary economic environment in which the Company operates is the UK and therefore the financial statements are presented in pounds sterling (£).

Where the Company transacts in foreign currencies, these transactions are translated into pounds sterling at the exchange rate on the transaction date. Foreign currency monetary assets and liabilities are translated into pounds sterling at the year end exchange rate. Where there is a movement in the exchange rate between the date of the transaction and the year end, a foreign exchange gain or loss is recognised in the income statement.

Hedge accounting is implemented on certain foreign currency firm commitments, which allows for the ineffective portion of any foreign exchange gains or losses to be recognised in the income statement. The effective portion of any foreign exchange gains or losses is to be recognised in other comprehensive income.

Where a forward currency contract is used to manage foreign exchange risk and hedge accounting is not applied, any movement in currency is taken to the income statement.

Non-monetary assets and liabilities, measured at historical cost are translated into pounds sterling at the exchange rate on the date of the transaction.

Tax

The tax charge for the period is recognised in the income statement, the statement of comprehensive income and directly in equity, according to the accounting treatment of the related transaction. The tax charge comprises both current and deferred tax. The calculation of the Company's tax charge involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be fully determined until a resolution has been reached by the relevant tax authority.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year and any adjustment in respect of previous years.

The Company recognises liabilities for anticipated tax issues based on estimates of the additional taxes that are likely to become due, which require judgement. Amounts are accrued based on management's interpretation of specific tax law and the likelihood of settlement. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current tax and deferred tax provisions in the period in which such determination is made.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018

1 Accounting policies (continued)

Deferred tax arises due to certain temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and those for taxation purposes. The following temporary differences are not provided for:

- the initial recognition of goodwill;
- the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination; and
- differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future.

The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities. Deferred tax is calculated using tax rates that are enacted or substantively enacted at the statement of financial position date.

A deferred tax asset is recognised only to the extent that it is probable that sufficient taxable profit will be available to utilise the temporary difference. Recognition of deferred tax assets, therefore, involves judgement regarding the timing and level of future taxable income.

Borrowings

Redeemable preference shares

Preference shares, which are redeemable, are classified as liabilities. The dividends on these preference shares are taken to the income statement as finance expense.

2 Critical accounting judgements and key sources of estimation uncertainty

The preparation of financial statements requires management to exercise judgement in applying the Group's accounting policies. It also requires the use of estimates and assumptions that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. For the current year, there were no significant judgements that require disclosure

Estimates and underlying assumptions are reviewed on an ongoing basis, with revisions recognised in the period in which the estimates are revised and in any future periods affected.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018

3 Interest receivable and similar income

	2018 £ 000	2017 £ 000
Interest receivable from group undertakings	20	13
Foreign exchange gains	-	2,875
	<u>20</u>	<u>2,888</u>

4 Interest payable and similar expenses

	2018 £ 000	2017 £ 000
Foreign exchange losses	<u>1,886</u>	<u>-</u>

5 Staff costs

There were no employees and hence no staff costs during the year (2017: £Nil).

6 Directors' remuneration

The Directors were remunerated by other ITV plc Group companies. The Directors received no remuneration in respect of their qualifying services to the Company (2017: £Nil).

7 Current tax

Tax charged in the income statement

	2018 £ 000	2017 £ 000
Current taxation		
UK corporation tax	<u>-</u>	<u>-</u>
Total current income tax	-	-
Deferred taxation		
Total deferred taxation	<u>-</u>	<u>-</u>
Tax expense in the income statement	<u>-</u>	<u>-</u>

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018

7 Current tax (continued)

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2017: lower than the standard rate of corporation tax in the UK) of 19% (2017: 19.25%).

The differences are reconciled below:

	2018 £ 000	2017 £ 000
(Loss)/profit before tax	(1,866)	2,888
Corporation tax at standard rate of 19% (2017: 19.25%)	(355)	556
Group relief claimed	(3)	(3)
Expenses not deductible for tax purposes	358	-
Income not taxable for tax purposes	-	(553)
Total tax charge/(credit)	-	-

The Finance Act 2016, which was substantively enacted on 6 September 2016, provides for a reduction in the main rate of corporation tax to 17% from 1 April 2020 (this supersedes the reduction to 18% which was provided for in the Finance Act 2015). These rate reductions have been reflected in the calculation of deferred tax at the statement of financial position date.

8 Trade and other receivables

	2018 £ 000	2017 £ 000
Amounts due from group undertakings	1,891	1,871

Included in amounts due from group undertakings are amounts of £1,891,000 (2017: £1,871,000) which relate to balances associated with the ITV plc group treasury pooling arrangements. This balance is repayable on demand and attracts interest of 0.5% above base rate per annum. The interest is settled annually.

We have applied the expected loss model and the impact was not material.

The carrying value of trade and other receivables approximates fair value.

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018

9 Loans and borrowings

	31 December 2018 £ 000	31 December 2017 £ 000
Non-current loans and borrowings		
Redeemable preference shares	<u>32,220</u>	<u>30,334</u>

The preference shares are US\$ denominated and have been retranslated at year end in accordance with FRS 101.

The allotted, issued and fully paid preference shares above have been classified as debt in accordance with FRS 101 and disclosed in non-current loans and borrowings.

The holders of the preference shares have waived their rights to all dividends from 1 January 2007.

The cumulative redeemable preference shares ("preference shares") are entitled to payment of a fixed cumulative dividend in preference to any other shareholders. In addition, the holders are entitled to one percent of any dividend beyond the preference dividend. On a wind up of the company the holders of preference shares are entitled, in preference to all other shareholders, to the amount paid up on their shares plus any dividend arrears. The preference shareholders are also entitled to attend General Meetings of the Company and have certain limited voting rights.

The preference shares may be redeemed at par together with a premium (if any) at the option of either the Company or the shareholders giving not less than 20 days or more than 60 days notice of the redemption date, which must be a dividend payment date.

10 Share capital

Allotted, called up and fully paid

	2018		2017	
	No.	£'000	No.	£'000
Ordinary A shares of £1 each	<u>29,894,593</u>	<u>29,895</u>	<u>29,894,593</u>	<u>29,895</u>

11 Contingent liabilities

Under a Group registration the Company is jointly and severally liable for the VAT at 31 December 2018 of £39 million (2017: £45 million).

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Notes to the Unaudited Financial Statements for the Year Ended 31 December 2018

12 Parent of group in whose consolidated financial statements the Company is consolidated

The name of the parent of the group in whose consolidated financial statements the Company's financial statements are consolidated is ITV plc.

These financial statements are available upon request from 2 Waterhouse Square, 140 Holborn, London, EC1N 2AE.

13 Parent and ultimate parent undertaking

The Company's immediate parent is Carlton Communications Limited.

The ultimate parent is ITV plc. ITV plc is incorporated in the UK.

The most senior parent entity producing publicly available financial statements is ITV plc. These financial statements are available upon request from 2 Waterhouse Square, 140 Holborn, London, EC1N 2AE.

The ultimate controlling party is ITV plc.