THE UK FILM & TELEVISION PRODUCTION COMPANY PLC

ANNUAL REPORT

For the year ended 31 March 2016

Registered No: 04090944



The UK Film & Television Production Company PLC

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Directors and Advisers

Directors Rupert C G Lywood

Joseph D'Morais Colin Luke Julia Palau

Registered Auditors BDO LLP

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London W1U 7EU

Secretary Wilson Wright LLP

Registered Office Thavies Inn House

3-4 Holborn Circus

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Bankers Barclays Bank PLC

PO Box 777 Wolverhampton West Midlands WV1 1XJ

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Thavies Inn House 3-4 Holborn Circus

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Strategic Report from the Chairman

Overview

The Company's focus has remained to engage with projects where timescales are relatively short by industry standards and the Board has actively continued to seek opportunities.

As reported last year the UK release of Secret Sharer turned out to be a major box office disappointment. International sales have thus far also been disappointing. The carrying value of the film at the balance sheet date remains unchanged at £304,000 (based on the latest sales estimates and guarantees).

Trading and Results

During the year, the Company's focus was on project development, there was limited other trading activity. A loss on ordinary activities of £75,052 was recorded, down from £745,126 in the previous year (£641,014 relating to Secret Sharer).

Turnover of £9,570 was down from £12,893 in the previous year. Turnover was principally derived from the continuing revenues from Bugs 3D and Tsotsi.

Outlook

As reported last year, in the absence of a CEO, the Board is taking an active executive role in progressing the business. Your Company is involved in the development of two television projects with See Saw Films (the producers of "The King's Speech") and is looking to expand this collaboration. Shortly after the year end they released a film production of the stage show "The Railway Children", which is expected to recoup and generate a satisfactory return, and the Board continues to actively work on a project to film live shows and project "3D" images to multiple venues.

Principal risks and uncertainties

There is always risk in the film industry that films, which are invested in, might not recoup the Company's investment in full or at all, and the new projects are not exempt. The Board are accordingly endeavouring to mitigate the risk by making a number of small investments rather than putting everything into one project.

Rupert Lywood, Chairman, 27th September 2016

Directors' Report for the Year Ended 31 March 2016

The directors present their annual report and the audited financial statements for the year to 31 March 2016.

Principal activities and review of the business

The principal activity of the Company is to act as Producer and provide Executive Producer services.

The profit and loss account for the year is set out on page 9 and shows the loss after tax of £75,052.

A review of the business is detailed in the Strategic Report from the Chairman.

The company uses a variety of financial and non financial KPIs to monitor business performance, which are reviewed in the Strategic Report from the Chairman.

Dividends and transfers to reserves

The directors do not recommend the payment of a dividend (2015: £Nil per share).

Directors

The directors of the Company who held office during the year are as follows:

Rupert C G Lywood Joseph D'Morais Julia Palau Colin Luke (appointed 1 May 2015) Peter J Fudakowski (resigned 30 April 2015) Alan Howden (resigned 1 September 2015)

Going Concern

After making appropriate enquiries including review of forecasts and consideration of net realisable value of Investment in films and Work-in-progress, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, recognising the uncertainty within Investment in films and Work-in-progress. For this reason, they continue to adopt the going concern basis in preparing the accounts.

Statement of Internal Financial Control

The directors acknowledge their responsibilities for the Company's system of internal control. In fulfilling these responsibilities, the Board has reviewed the effectiveness of the system of internal control on the basis of the criteria set out in the 'Guidance for Directors' Internal Control and Financial Reporting'. It has considered the major business and financial risks.

As might be expected in a Company of this size, a key control procedure is the day to day supervision of the business by the directors. Other control procedures include the review of regular financial and management information.

On the basis that a system can provide only reasonable but not absolute assurance and that it relates only to the needs of the business at that time, the system of internal financial control was found to be appropriate to the business as at the time of approving the financial statements.

Directors' Report for the Year Ended 31 March 2016 (Continued)

Financial risk management

The Company's operations expose it to a variety of financial risks as discussed below. The Directors seeks to limit the adverse effect of such risks on financial performance. Given the size of the Company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the Board. The policies are set and implemented by the Directors and team.

Foreign currency risk:

The company has some exposure to foreign currency, due to holding funds in currencies other than the functional currency, although the majority of business is transacted in sterling.

Liquidity risk:

Operations for the Company are funded by its existing cash reserves. Where projects require additional funds we will seek discussion and approval from the shareholders.

Forward looking cash flow projections are prepared and reviewed by the directors on a regular basis to assess any funding requirements.

Adoption of FRS 102 in period

During the year the company adopted Financial Reporting Standard 102 ("FRS 102") 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. The comparative period has been restated to reflect any new standards, and there were no transition adjustments arising.

Directors' responsibilities

The directors are responsible for preparing the annual 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

Directors' Report for the Year Ended 31 March 2016 (continued)

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.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the Company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

A resolution to reappoint BDO LLP as auditors will be proposed at the next annual general meeting.

This report was approved on behalf of the Board on 27th September 2016.

Rupert Lywood

Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE UK FILM & TELEVISION PRODUCTION COMPANY PLC

We have audited the financial statements of The UK Film & Television Production Company PLC for the year ended 31 March 2016 which comprise the income statement and statement of total comprehensive income, the statement of financial position, the statement of changes in equity and the related notes. 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), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 auditors

As explained more fully in the statement of directors' responsibilities, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

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 March 2015 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THE UK FILM & TELEVISION PRODUCTION COMPANY PLC (continued)

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.

Andrew Viner (senior statutory auditor)

BROLLA

For and on behalf of BDO LLP, statutory auditor

London

Date: 17 September 2016

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Income statement and statement of total comprehensive income for the year ended 31 March 2016

	Notes	Year to 31 March 2016 £	Year to 31 March 2015 £
Turnover Cost of sales (including exceptional items,	3	9,570	12,893
see note 2)		(7,235)	(645,893)
Gross Profit/(Loss)		2,335	(633,000)
Net operating expenses		(79,756)	(124,165)
Foreign exchange profit		120	9,671
Operating loss		(77,301)	(747,494)
Interest receivable		2,249	2,368
Loss on ordinary activities before taxation	2	(75,052)	(745,126)
Taxation charge on loss on ordinary activities	6	<u>-</u>	-
Loss for the financial year after taxation			
and total comprehensive loss for the year		(75,052)	(745,126)
Attributable to:			
Owners of the Company		(75,052)	(745,126)
(Loss) per share	14	(2.4)p	(23.9)p

The Company has no recognised gains or losses other than those shown above.

The notes on pages 13 to 19 form part of these financial statements.

Statement of Financial Position as at 31 March 2016

	Notes	31 March 2016 £	31 March 2015 £
Fixed assets			
Tangible assets	7	244	1,617
		244	1,617
Current assets			
Investment in films - Secret Sharer	8	304,000	304,000
Work-in-progress	9	224,681	90,450
Debtors – due in less than one year	10	16,363	3,820
Cash at bank and in hand		432,966	661,100
		978,010	1,059,370
Creditors: amounts falling due within 1	year 11	(34,809)	(42,490)
Net current assets		943,201	1,016,880
Net assets		943,445	1,018,497
Capital and reserves			
Called up share capital	13	1,560,710	1,560,710
Share premium account		1,390,382	1,390,382
Profit and loss account		(2,007,647)	(1,932,595)
Shareholders' funds - equity		943,445	1,018,497
			

The financial statements were approved by the board of directors and authorised for issue on 27th September 2016 by:

Rupert Lywood Director Company Registration Number: 04090944

The notes on pages 13 to 19 form part of these financial statements.

Statement of changes in equity for the year ended 31 March 2016

	Share capital £	Share premium £	Profit and loss account	Total equity £
At 1 March 2014	1,560,710	1,390,382	(1,187,469)	1,763,623
Loss and total comprehensive loss for the year	-	-	(745,126)	(745,126)
At 31 March 2015	1,560,710	1,390,382	(1,932,595)	1,018,497
Loss and total comprehensive loss for the year	-	· -	(75,052)	(75,052)
At 31 March 2016	1,560,710	1,390,382	(2,007,647)	943,445

The notes on pages 13 to 19 form part of these financial statements.

Statement of cash flows for the year ended 31 March 2016

Notes	2016 £	2015 £
Cash flows from operating activities		
Loss for the financial year	(75,052)	(745,126)
Adjustments for:		
Depreciation charge	(2,249)	(2,368)
Interest received	1,740	3,843
Foreign exchange	(120)	(9,671)
(Increase) in investment in films	•	(304,000)
(Increase)/Decrease in work-in-progress	(134,231)	792,485
(Increase)/Decrease in debtors	(12,542)	5,950
Increase/(Decrease) in creditors	(7,682)	6,429
Net cash from operating activities	(230,136)	(252,458)
Cash flows from investing activities		
Interest received	2,249	2,368
Purchases of tangible fixed assets	(367)	-
Net cash from investing activities	1,882	-
Net cash from financing activities	-	-
	(000.05.1)	(250,000)
Net decrease in cash and cash equivalents	(228,254)	(250,090)
Cash and cash equivalents at beginning of year	661,100	901,519
Foreign exchange gains and losses	120	9,671
Cash and cash equivalents at end of year	432,966	661,100

The notes on pages 13 to 19 form an integral part of these financial statements

Notes to the Financial Statements for the Year Ended 31 March 2016

1. Principal accounting policies

The UK Film and Television Production Company plc is a company incorporated in England & Wales under the Companies Act. The address of the registered office is given on the contents page and the nature of the group's operations and its principal activities are set out in the strategic report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

These financial statements are the first financial statements prepared under FRS 102. There were no transition adjustments arising from the adoption of FRS 102.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies.

The following principal accounting policies have been applied:

Turnover

Turnover, which excludes Value Added Tax, represents net royalties receivable in respect of the exploitation of the company's films and the provision of producer and executive producer services. Turnover is recognised on an arising basis in line with the period covered by royalties or over the period the services relate to.

Depreciation

Depreciation is provided to write off the cost or valuation, less estimated residual values, of all tangible fixed assets over their expected useful lives. It is calculated at 33 1/3% per annum for the Company's computer assets on a straight line basis.

Work-in-progress

Work-in-progress is valued at the lower of cost and net realisable value. Cost comprises direct expenditure incurred on specific film projects including pre and post-production costs. Net realisable value comprises the proceeds and royalties receivable by the company in respect of each film, less costs to sell.

Investment in films

Film projects are transferred from work-in-progress to investment in films six months following release of the film. Investment in films is included at the lower of cost and net realisable value. Costs comprise direct film costs. Net realisable value comprises the proceeds and royalties receivable by the company in respect of each film, less costs to sell.

Net realisable value

An assessment is made at each balance sheet date, by the directors, to determine whether a provision is required to adjust the carrying value of work-in-progress or investment in films to net realisable value. Where films are not expected to proceed, or the expected royalties, guarantees and future income are lower than cost, the related costs are written off to the profit and loss account. Any charge for writing down to net realisable value during the period is included in the profit and loss account as part of cost of sales.

Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in 'sterling', which is the company's functional currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss.

Foreign exchange gains and losses are presented as a separate line within the income statement.

Financial instruments

Financial assets

Financial assets are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a charge attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company's subsidiaries operate and generate taxable income.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except the recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations.

Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Reserves

The company's reserves are as follows:

- Called up share capital reserve represents the nominal value of the shares issued.
- Share premium represents the difference between funds received for shares issued and their nominal value.
- Profit and loss account represents cumulative profits or losses, net of dividends paid and other adjustments.

Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements to determine whether there are indicators of impairment of the Company's film investments and work in progress. Factors taken into consideration, when reviewing each film investment and ongoing project, include the stage of development, access to sufficient funds for production, the economic viability and expected future financial performance of the asset. The judgement is supported (where appropriate) by the use of discounted cash flows, knowledge of secured or expected sources of income and financing relating to the projects, taking into consideration internal and external industry experts.

2. Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging:

	2016 £	2015 £
Depreciation Exceptional items:	1,740	3,843
Write down in carrying value of Secret Sharer Auditors' remuneration	- 11,200	488,485 10,650

The exceptional write down in the carrying value of work in progress in the prior year arises from the directors' prudent reassessment of the likely revenues following the release of the film Secret Sharer.

3. Turnover

Turnover is in respect of the Company's principal activity and has arisen as follows:

	2016	2015
	£	£
United Kingdom	-	2,893
United States of America and rest of the world	9,570	10,000
	9,570	12,893

4. Directors' emoluments

Directors emoluments	2016 £	2015 £
Directors' emoluments	882	10,584
Amounts paid to third parties in respect of Directors' services	30,792	26,148
	31,674	36,732

5. Employees

Staff costs for all employees, including executive directors, consist of:

	2016 £	2015 £
Wages and salaries	1,707	25,809

The average weekly number of persons, including executive directors, employed by the Company during the year was 1 (2015-2).

6. Taxation

The tax assessed for the year differs from the standard rate of corporation tax in the United Kingdom. The differences are explained below:

Kingdom. The unferences are explained below.	2016 £	2015 £
Loss on ordinary activities before taxation	(75,052)	(745,126)
	2016 £	2015 £
Loss on ordinary activities at the standard rate of corporation tax in the UK of 20% (2015: 20%) Expenses not deductible for tax purposes Losses carried forward against future trading	(15,010) 29 14,981	(149,025) 58 148,967
Tax charge for the year		

The Company has losses carried forward of approximately £2,009,406 (2015: £1,942,377) to offset future taxable profits, subject to HMRC approval. The potential deferred tax asset has not been recognised due to uncertainty over the timing and extent of the relief.

7. Fixed assets

			Computer equipment
	Cost		
	As at 1 April 2015		17,567
	Additions during the year		367
	As at 31 March 2016		17,934
	Depreciation		
	As at 1 April 2015		15,950
	Provided for the year		1,740
	As at 31 March 2016		17,690
	Net Book Value		
	As at 31 March 2016		244
	As at 31 March 2015		1,617
8.	Investment in films – Secret Sharer		
		2016	2015
		£	£
	Brought forward as at 1 April	304,000	-
	Transfer from Work-in-progress	-	792,485
	Impairments	-	(488,485)
	Carried forward as at 31 March	304,000	304,000

Investment in films is valued at the lower of cost and net realisable value. Net realisable value is based on the directors' assessment of the proceeds and royalties receivable by the company in respect of each film, less costs to sell. Due to their nature, these proceeds and royalties are dependent on the success of the film upon release and can take an extended period to realise the full expected value.

The directors have reviewed the net realisable value at the balance sheet date, based on forecasts and projections received from advisors, guarantees made and screenings to date. Following this review the directors have reduced the carrying value to their best estimate of net realisable value. It should be noted that whilst the directors are confident of achieving a sufficient level of proceeds and royalties, this is dependent on the success of the film project in the market.

9. Work-in-progress

Work in progress	2016 £	2015 £
Brought forward as at 1 April Additions	90,450 134,231	882,935
Transfer to Investment in films	-	(792,485)
Carried forward as at 31 March	224,681	90,450

Work in progress is valued at the lower of cost and net realisable value. Net realisable value is based on the directors' assessment of the proceeds and royalties receivable by the company in respect of each film, less costs to sell. Due to their nature, these proceeds and royalties are dependent on the success of the film upon release and can take an extended period to realise the full expected value.

10. Debtors

		2016	2015
		£	£
	Amounts falling due within 1 year:	-	-
	Unpaid share capital	2	2
	Trade debtors	2,893	2,427
	Accrued income	183	196
	VAT	13,285	1,195
		16,363	3,820
11.	Creditors: amounts falling due within 1 year		
	•	2016	2015
		£	£
	Trade creditors	2,633	26,774
	Accruals and deferred income	32,176	15,716
		34,809	42,490
			<u></u>

12. Financial instruments

Financial assets measured at amortised cost comprise cash, film investments, work in progress, trade debtors, unpaid share capital, accrued income and VAT. There are no financial assets measured at fair value through the profit or loss and the difference between the carrying value and market value of these assets is immaterial. Financial liabilities measured at amortised cost comprise trade creditors and accruals and deferred income.

Information regarding the group's exposure to and management of credit risk, liquidity risk, market risk, cash flow interest rate risk, and foreign exchange risk is included in the Directors' report.

13. Called up share capital

cance up saute capsus	2016 £	2015 £
Allotted and called up share capital 3,121,420 ordinary shares of 50p each	1,560,710	1,560,710

14. Earnings per ordinary share

Earnings per ordinary share have been calculated using the weighted average number of shares in issue during the relevant financial period. The weighted average number of shares in issue is 3,121,420 (2015: 3,121,420) and the loss on ordinary activities after taxation is £75,052 (2015: £745,126). There is no difference between the basic or diluted earnings per share.

15. Related party transactions

Mr R Lywood is a director of Animatrix Limited, a company from which directors' fees of £8,647 (2015: £5,294) were charged during the year, a balance of £nil was included in trade creditors (2015: £12,705) and fees of £8,647 (2015: £nil) were accrued at the year end.

Mr A Howden is a director of Picturedrome Media Limited, a company to which directors' fees of £nil (2015: £5,294) were paid during the year, a balance of £1,588 was included in trade creditors (2015: £1,588) and fees of £nil (2015: £nil) were accrued at the year end. Mr A Howden resigned as a director of the Company with effect from 1st September 2015.

Mr J D'Morais is a director of Blue Dolphin Film & Video, a company to which directors' fees of £8,647 (2015: £5,294) and expenses of £330 (2015: £nil) were paid during the year.

Mrs J Palau is a director of Tusk Productions Limited, a company which directors' fees of £8,647 (2015: £5,292) and expenses of £nil (2015: £nil) were paid during the year. Directors' fees of £3,000 (2015: £1,323) were accrued at the year end.

Mr Colin Luke received directors' fees of £4,852 (2015: £nil) and expenses of £nil (2015: £nil) and a balance of £2,206 was accrued at the year end (2015: £nil).

Certain directors have provided guarantees to the Company totalling £200,000, which would be called should the Company not recoup all funds from the Secret Sharer film project. These guarantees are considered within the definition of Net Realisable Value.

Mr P Fudakowski is a director of Premiere Productions Limited but resigned as a director of the Company with effect from 30th April 2015. The Company paid Premiere Productions Limited management fees of £13,371 (2015: £45,289), and reimbursed costs recharged by Premiere Productions Limited totalling £2,903 (2015: £30,732) during the year.

Secret Sharer Sp z.o.o. ("Secret Sharer"), a company incorporated in Poland, is owned by Mr P Fudakowski.. Secret Sharer has previously entered into an agreement with the Company as coproducer on the Secret Sharer film project ("Film") and also Secret Sharer received a financing grant of €500,000 from PISF (Polski Institut Sztuki Filmowaj), which is only repayable by Secret Sharer once all other funders have recouped their investment in the Film. At the balance sheet date, the directors consider £nil (2015: £nil) was repayable to Secret Sharer.