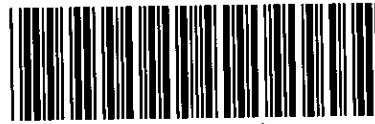


FLAME TELEVISION PRODUCTION LIMITED
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2018

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FLAME TELEVISION PRODUCTION LIMITED

COMPANY INFORMATION

Directors	R Allen-Turner J Beresford J Isaacs J Mowll G Perkins J Thoday J Taylor D Palmer-Brown
Secretary	R Allen-Turner
Company number	03863614
Registered office	4a Exmoor Street London W10 6BD
Bankers	The Royal Bank of Scotland Plc 62/63 Threadneedle Street PO Box 412 London EC2R 8LA

FLAME TELEVISION PRODUCTION LIMITED

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FLAME TELEVISION PRODUCTION LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2018

The directors present their annual report and financial statements for the year ended 30 June 2018.

Principal activities

The principal activity of the company continued to be that of the development and production of television programmes.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

R Allen-Turner

J Beresford

J Isaacs

J Mowll

G Perkins

J Thoday

T Robinson

(Resigned 1 May 2018)

J Taylor

(Appointed 1 July 2018)

D Palmer-Brown

(Appointed 13 August 2018)

Results and dividends

The results for the year are set out on page 3.

Nil dividends were declared or paid by Flame Television Production Limited for the year ended 30 June 2018 (2017: £nil).

Future Developments

We are not aware of any trends or factors which are likely to have significant impact on the future development, performance and position of the company's business.

Post balance sheet events

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

FLAME TELEVISION PRODUCTION LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

Director's Responsibilities Statement

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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 United Kingdom Accounting Standards, including FRS 102 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.

Disclosure of Audit Requirements

The Company is a wholly owned subsidiary of Avalon Factual Holdings Limited and of its ultimate parent Tiverton 2 Limited, and is included in the consolidated financial statements of Tiverton 2 Limited, which are publicly available.

Consequently, the company has taken advantage of the exemption from statutory audit according to The Companies and Limited Liability Partnership (Accounts and Audit Exemptions and Change of Accounting Framework) Regulations 2012.

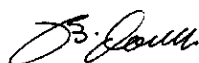
Small Companies Exemption

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption. Accordingly the exemption has been taken from preparing a strategic report.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements. Further details regarding the adoption of the going concern basis can be found in the note 1 of the financial statements.

On behalf of the board



J Mowl
Director

29 March 2019

FLAME TELEVISION PRODUCTION LIMITED

STATEMENT OF COMPREHENSIVE INCOME

FOR THE YEAR ENDED 30 JUNE 2018

	Notes	2018 £	2017 £
Turnover	3	1,467,158	2,276,264
Cost of sales		(1,072,692)	(1,455,445)
Gross profit		<u>394,466</u>	<u>820,819</u>
Administrative expenses		(360,237)	(583,448)
Operating profit	4	<u>34,229</u>	<u>237,371</u>
Interest payable and similar expenses	6	-	(518)
Profit on ordinary activities before taxation		<u>34,229</u>	<u>236,853</u>
Taxation on profit on ordinary activities	7	17,328	(71,496)
Profit for the financial year		<u><u>51,557</u></u>	<u><u>165,357</u></u>

The Statement of Comprehensive Income has been prepared on the basis that all operations are continuing operations.

FLAME TELEVISION PRODUCTION LIMITED

BALANCE SHEET

AS AT 30 JUNE 2018

	Notes	2018 £	£	2017 £	£
Fixed assets					
Tangible assets			-		-
			<u>-</u>		<u>-</u>
Current assets					
Debtors	9	1,717,239		1,237,523	
Cash at bank and in hand		-		682,130	
		<u>1,717,239</u>		<u>1,919,653</u>	
Creditors: amounts falling due within one year	10	(410,432)		(664,404)	
Net current assets			<u>1,306,807</u>		<u>1,255,249</u>
Total assets less current liabilities			<u>1,306,807</u>		<u>1,255,249</u>
Capital and reserves					
Called up share capital	13		150		150
Profit and loss account			<u>1,306,657</u>		<u>1,255,099</u>
Total equity			<u>1,306,807</u>		<u>1,255,249</u>

The Notes on pages 6 to 14 are an integral part of these financial statements.

For the financial year ended 30 June 2018 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to non-dormant subsidiary companies.

Directors' responsibilities:

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

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements on pages 3 to 14 were approved by the board of directors and authorised for issue on 29 March 2019 and are signed on its behalf by:



J Mowl
Director

Company Registration No. 03863614

FLAME TELEVISION PRODUCTION LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2018

	Notes	Share capital £	Profit and loss account £	Total £
Balance at 1 July 2016		150	1,089,742	1,089,892
Year ended 30 June 2017:				
Profit and total comprehensive income for the year		-	165,357	165,357
Balance at 30 June 2017		<u>150</u>	<u>1,255,099</u>	<u>1,255,249</u>
Year ended 30 June 2018:				
Profit and total comprehensive income for the year		-	51,557	51,557
Balance at 30 June 2018	13	<u>150</u>	<u>1,306,657</u>	<u>1,306,807</u>

FLAME TELEVISION PRODUCTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting Policies

1.1 General Information

Flame Television Production Limited develops and produces television projects.

Flame Television Production Limited is a private company limited by shares incorporated in England and Wales. The registered office is 4a Exmoor Street, London, W10 6BD.

1.2 Statement of compliance

The individual financial statements of Flame Production Limited have been prepared in compliance with united Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

1.3 Summary of significant 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.

(a) Basis of Preparation

These financial statements are prepared on going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

(b) Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions, subject to certain conditions, which have been complied with, including notification of, and no objection to, the use of exemptions by the Company's shareholders.

The Company has taken advantage of the following exemption, under FRS 102 paragraph 1.12(b), from preparing a statement of cash flows, on the basis that it is a qualifying entity and its ultimate parent company, Tiverton 2 Limited, includes the company's cash flows in its own consolidated financial statements.

(c) Foreign Currency

The company's functional and presentation currency is the pound sterling.

FLAME TELEVISION PRODUCTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting Policies

(Continued)

(d) Going concern

The company continues to be profitable as shown in the profit and loss account for the year ended 30 June 2018, and the company's forecast and projections indicate the company will continue to be profitable through the current financial year and beyond.

In reaching their decision to prepare the accounts on a going concern basis, the directors have considered the above in the context of the current economic climate, taking into account reasonably possible changes in trading performance in relation to the uncertainty of market conditions, and the directors have been able to form a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

(e) Turnover

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for services rendered net of value added taxes. Revenue is recognised to the extent it is probable that the economic benefits will flow to the group and the revenue can be reliably measured.

Turnover and related costs on television productions are recognised as production activity progresses to reflect the proportion of work carried out in the year. Profit is recognised once the total outcome can be assessed with reasonable certainty.

1.4 Interest

Interest receivable and payable are recognised in the profit and loss account using the effective interest method.

1.5 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price and costs directly attributable to bringing the asset to its working condition for its intended use. Depreciation is provided on all tangible fixed assets, other than investment properties and freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset over its expected useful life, as follows:

Production equipment	Straight-line over 4 years
Fixtures, fittings & equipment	Straight-line over 4 years
Computer equipment	Straight-line over 4 years

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Residual value is calculated on prices prevailing at the date of acquisition or revaluation.

1.6 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

FLAME TELEVISION PRODUCTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting Policies

(Continued)

1.7 Financial instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

Financial instruments are recognised in the Company's Balance Sheet when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the profit or loss account using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

1.8 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.9 Related party transactions

The Group discloses transactions with related parties which are not wholly-owned within the same Group. Related Party transactions were made on terms equivalent to those that prevail in arm's length transactions.

FLAME TELEVISION PRODUCTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting Policies

(Continued)

1.10 Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current tax

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as 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 at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

1.11 Retirement benefits

Eligible Company employees are offered membership of a defined contribution pension scheme which is operated by Avalon Management Group Limited. Contributions payable to the Company's pension scheme are charged to the profit and loss account in the period to which they relate.

Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet. The assets of the plan are held separately from the Company in an independently administered funds.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

No material judgements or estimates have been used in the preparation of the Company's financial statements.

FLAME TELEVISION PRODUCTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

3 Turnover and other revenue

Turnover analysed by category

	2018 £	2017 £
Creation of television content	1,467,158	2,276,264

Turnover analysed by geographical market

	2018 £	2017 £
UK	1,467,158	2,276,264

4 Auditor's remuneration

	2018 £	2017 £
Fees payable to the company's auditor and associates:		
Tax Services	1,250	1,250

5 Employees

The average monthly number of persons (including directors) employed by the company during the year was 2 (2017 - 6).

	2018 Number	2017 Number
Total	2	3

Their aggregate remuneration comprised:

	2018 £	2017 £
Wages and salaries	106,615	204,345
Social security costs	14,502	27,784
Pension costs	2,120	2,360
	123,237	234,489

No directors received remuneration directly during the year (2017: £nil).

FLAME TELEVISION PRODUCTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

6 Interest payable and similar expenses

	2018 £	2017 £
Interest payable and similar expenses includes the following:		
Other interest	-	518

7 Taxation

	2018 £	2017 £
(a) Tax expense included in profit and loss		
Current tax		
UK corporation tax on profits for the current year	6,235	43,172
Adjustments in respect of prior year	(24,656)	27,159
Total current tax	(18,421)	70,331
Deferred tax		
Origination and reversal of timing differences	661	901
Changes in tax rates	432	264
Total deferred tax	1,093	1,165
Total tax on profit on ordinary activities	(17,328)	71,496

(b) Reconciliation of tax charge

Tax assessed for the period is higher than the standard rate of corporation tax in the UK for the year ended 30 June 2018 of 19% (2017: 19.75%). The differences are explained below.

	2018 £	2017 £
Profit on ordinary activities before taxation	34,229	236,853
Expected tax charge based on the standard rate of corporation tax in the UK of 19.0% (2017: 19.75%)	6,504	46,778
Tax effect of expenses that are not deductible in determining taxable profit	79	225
Adjustments in respect of prior years	(24,656)	27,159
Other non-reversing timing differences	745	(2,666)
Tax charge for the year	(17,328)	71,496

(c) Tax rate changes

FLAME TELEVISION PRODUCTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

7 Taxation

(Continued)

The standard rate of corporation tax in the UK changed from 20% to 19% with effect 1 April 2017. The Finance Act 2016 will reduce this rate further to 17% from 1 April 2020.

8 Financial instruments

	2018	2017
	£	£
Carrying amount of financial assets		
Debt instruments measured at amortised cost	1,714,227	1,223,446
	<u>1,714,227</u>	<u>1,223,446</u>
Carrying amount of financial liabilities		
Measured at amortised cost	388,448	202,822
	<u>388,448</u>	<u>202,822</u>

Financial assets measured at amortised cost comprise of trade debtors, other debtors, amounts owed by group undertakings, and accrued income.

Financial liabilities measured at amortised cost comprise of trade creditors, other creditors, accruals and amounts owed to group undertakings.

9 Debtors

	2018	2017
	£	£
Amounts falling due within one year:		
Trade debtors	39,020	-
Amounts owed by group undertakings	1,674,085	1,216,602
Prepayments and accrued income	-	9,972
Other debtors	1,122	6,844
	<u>1,714,227</u>	<u>1,233,418</u>
Deferred tax asset (note 11)	3,012	4,105
	<u>1,717,239</u>	<u>1,237,523</u>

Amounts owed by group undertakings and related parties are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

FLAME TELEVISION PRODUCTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

10 Creditors: amounts falling due within one year

	2018	2017
	£	£
Bank loans and overdrafts	97,994	-
Trade creditors	98	-
Amounts due to group undertakings and related parties	233,815	263,841
Corporation tax	6,235	-
Other taxation and social security	15,749	136,582
Accruals and deferred income	55,937	261,303
Other creditors	604	2,678
	<u>410,432</u>	<u>664,404</u>

11 Deferred taxation

Deferred taxation is included in the financial statements as follows:

	Liabilities 2018	Liabilities 2017	Assets 2018	Assets 2017
	£	£	£	£
Decelerated capital allowances	-	-	3,012	2,948
	<u>-</u>	<u>-</u>	<u>3,012</u>	<u>2,948</u>
Movements in the year:				2018
				£
Asset at 1 July 2017				(4,105)
Asset at 30 June 2018				<u>(3,012)</u>

12 Retirement benefit schemes

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

The charge to profit or loss in respect of defined contribution schemes was £3,503 (2017 - £2,531).

FLAME TELEVISION PRODUCTION LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

13 Called up share capital

	2018	2017
	£	£
Ordinary share capital		
Issued and fully paid		
1,000 A Ordinary shares of 10p each	100	100
500 B Ordinary shares of 10p each	50	50
	<u>150</u>	<u>150</u>
	<u><u>150</u></u>	<u><u>150</u></u>

There is a single class of ordinary shares. There are no restrictions on the distribution of dividends and the repayment of capital.

14 Control

The immediate parent undertaking is Avalon Factual Limited.

The ultimate parent undertaking and the smallest and largest group to consolidate these financial statements is Tiverton 2 Limited. Copies of consolidated financial statements can be obtained from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

The ultimate controlling party is J Thoday.

15 Related party transactions

The company has taken advantage of the exemption available in FRS 102 "Related party disclosures" whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.