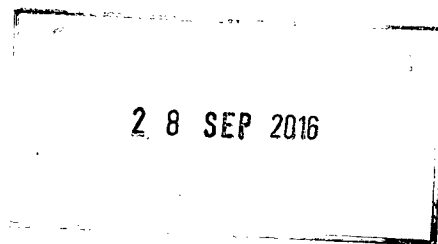


**Independent News & Media (Northern
Ireland) Limited**

Directors' report and financial statements

For the year ended 25 December 2015



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Independent News & Media (Northern Ireland) Limited

Directors' report and financial statements

Year ended 25 December 2015

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Independent News & Media (Northern Ireland) Limited

Directors and other information

Directors	R.J. McClean
Secretary	S.G. Snoddy
Bankers	Lloyds TSB Bank Plc 25 Gresham Street London EC2V 7HN
Independent auditor	KPMG Chartered Accountants 1 Stokes Place St. Stephen's Green Dublin 2 Ireland
Registered office	39 Welbeck Street London W1G 8DR United Kingdom
Registered number	3899652

Independent News & Media (Northern Ireland) Limited

Directors' report

The directors present their report and the financial statements of Independent News & Media (Northern Ireland) Limited ("the Company") for the year ended 25 December 2015.

Principal activities, review of business and future developments

The principal activity during the year was the writing off of inter-group loans.

The directors do not foresee any significant changes to the business in the forthcoming year.

Results and dividends

The loss for the year, after taxation, amounted to £9,248,185 (2014: *£nil*).

The directors do not recommend the payment of a dividend (2014: *£nil*).

Going concern

This financial information has been prepared on the going concern basis, which assumes that the Company will continue to be able to meet its liabilities as they fall due for the foreseeable future.

Directors and secretary

The directors and secretary who served during the year are set out on page 1.

Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks, however due to the level of assets held within the Company at present the director feels that any identifiable risk is minimised.

Key performance indicators ('KPIs')

Given the straightforward nature of the business, the Directors are of the opinion that an analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Small companies exemption

The directors have availed of the small companies exemption provided by section 414B of the Companies Act 2006 and has not presented a separate strategic report.

Independent News & Media (Northern Ireland) Limited

Directors' report *(continued)*

Political contributions

The Company made no political contributions or incurred any political expenditure during the year (2014: £nil).

Subsequent events

Information in relation to subsequent events is contained in note 11.

Adoption of FRS 101

These financial statements have been prepared under FRS 101 "Reduced Disclosure Framework" (FRS 101) for the first time. Other than changes in disclosures to align the presentation of the financial statements with FRS 101, there were no changes to the financial statements as previously presented under UK GAAP.

Statement of disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the Company's auditors in connection with preparing their report and to establish that the Company's auditors are aware of that information.

Independent auditors

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG will therefore continue in office.

On behalf of the board



R.J. McClean

Director

Date: 23/9/16

Independent News & Media (Northern Ireland) Limited

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK 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; 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 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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board



R.J. McClean

Director

Date: 23/9/16



KPMG
Audit
1 Stokes Place
St. Stephen's Green
Dublin 2
D02 DE03
Ireland

Independent auditor's report to the members of Independent News & Media (Northern Ireland) Limited

We have audited the financial statements of Independent News & Media (Northern Ireland) Limited for the year ended 25 December 2015 set out on pages 7 to 15 which comprise the Statement of Comprehensive Income, the Balance Sheet, 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 UK Accounting Standards (UK Generally Accepted Accounting Practice) including FRS 101 *Reduced Disclosure Framework*. Our audit was conducted in accordance with International Standards on Auditing (ISAs) (UK & Ireland).

Opinions and conclusions arising from our audit

1 Our opinion on the financial statements is unmodified

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 25 December 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

2 Our conclusions on other matters on which we are required to report by the Companies Act 2006 are set out below

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.

3 We have nothing to report in respect of matters on which we are required to report by exception

Under ISAs (UK and Ireland) we are required to report to you if, based on the knowledge we acquired during our audit, we have identified other information in the annual report that contains a material inconsistency with either that knowledge or the financial statements, a material misstatement of fact, or that is otherwise misleading.

Under the Companies Act 2006 we are required 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; and
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in respect of the above responsibilities.



Independent auditor's report to the members of Independent News & Media
(Northern Ireland) Limited *(continued)*

Basis of our report, responsibilities and restrictions on use

As explained more fully in the Statement of Directors' Responsibilities 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 and otherwise comply with the Companies Act 2006. Our responsibility is to audit and express an opinion on the financial statements in accordance with UK law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Financial Reporting Council's Ethical Standards for Auditors.

An audit undertaken in accordance with ISAs (UK & Ireland) 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 Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Whilst an audit conducted in accordance with ISAs (UK & Ireland) is designed to provide reasonable assurance of identifying material misstatements or omissions it is not guaranteed to do so. Rather the auditor plans the audit to determine the extent of testing needed to reduce to an appropriately low level the probability that the aggregate of uncorrected and undetected misstatements does not exceed materiality for the financial statements as a whole. This testing requires us to conduct significant audit work on a broad range of assets, liabilities, income and expense as well as devoting significant time of the most experienced members of the audit team, in particular the engagement partner responsible for the audit, to subjective areas of the accounting and reporting.

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.


Ruaidhri Gibbons (*Senior Statutory Auditor*)

for and on behalf

KPMG

Chartered Accountants, Statutory Auditor

1 Stokes Place

St. Stephen's Green

Dublin 2

23 September 2016

Independent News & Media (Northern Ireland) Limited

Statement of comprehensive income

For year ended 25 December 2015

	<i>Note</i>	2015 £	2014 £
Exceptional items	4	(9,248,185)	-
Loss on ordinary activities before taxation		(9,248,185)	-
Taxation charge	5	-	-
Loss for the financial year		(9,248,185)	-
Other comprehensive income		-	-
Total comprehensive income for the year		(9,248,185)	-

The notes on pages 10 to 15 form an integral part of these financial statements.

On behalf of the board



R. J. McClean

Director

Date: 23/9/16

Independent News & Media (Northern Ireland) Limited

Balance sheet

As at 25 December 2015

	Note	2015 £	2014 £
Current assets			
Debtors: amounts falling due within one year	6	-	9,252,685
		<hr/>	<hr/>
		-	9,252,685
Creditors: amounts falling due within one year	7	-	(4,500)
		<hr/>	<hr/>
Net current assets		-	9,248,185
		<hr/>	<hr/>
Net assets		-	9,248,185
		<hr/> <hr/>	<hr/> <hr/>
Capital and reserves			
Called up share capital	8	1	1
Retained profit		(1)	9,248,184
		<hr/>	<hr/>
Shareholders' funds		-	9,248,185
		<hr/> <hr/>	<hr/> <hr/>

The accompanying notes on page 9 to 15 form an integral part of these financial statements.


R J McClean

Director

Date 23/9/16

Independent News & Media (Northern Ireland) Limited

Statement of changes in equity

	Called up share capital	Retained Profit	Total
	£	£	£
Balance at 27 December 2013	1	9,248,184	9,248,185
Profit for the year	-	-	-
Other comprehensive income	-	-	-
	<hr/>	<hr/>	<hr/>
	-		
Balance at 26 December 2014	1	9,248,184	9,248,185
Loss for the year	-	(9,248,185)	(9,248,185)
Other comprehensive income	-	-	-
	<hr/>	<hr/>	<hr/>
	-		
Balance at 25 December 2015	1	(1)	-
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Independent News & Media (Northern Ireland) Limited

Notes (forming part of the financial statements)

1 Accounting policies

1.1 Statement of Compliance

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ('FRS 101'). The amendments to FRS 101 (2013/14 Cycle), issued in July 2014 and effective immediately, 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"), amendments where necessary in order to comply with the Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

In these financial statements, the company has adopted early FRS 101 and for the first time.

In the transition to FRS 101, the Company has applied IFRS 1 whilst ensuring that its assets and liabilities are measured in compliance with FRS 101. IFRS 1 grants certain exemptions from the full requirements of adopted IFRSs in the transition period.

The Company's ultimate parent undertaking, Independent News & Media plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Independent News & Media plc are prepared in accordance with International Financial Reporting Standards and are available to the public and may be obtained from Independent News & Media plc, Independent House, 27 - 32 Talbot Street, Dublin 1.

In these financial statements, the company has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Cash Flow Statement and related notes;
- Comparative period reconciliations for share capital, tangible fixed assets and intangible assets;
- Disclosures in respect of transactions with wholly owned subsidiaries;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- An additional balance sheet for the beginning of the earliest comparative period following the retrospective change in accounting policy, the correction of error, or the reclassification of items in the financial statements;
- Disclosures in respect of the compensation of Key Management Personnel.

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

- Certain disclosures required by IFRS 13 Fair Value Measurement and the disclosures required by IFRS 7 Financial Instrument Disclosures

Independent News & Media (Northern Ireland) Limited

Notes (Continued)

1 Accounting policies (Continued)

1.1 Statement of Compliance (Continued)

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements and in preparing an opening FRS 101 balance sheet as at 27 December 2013 for the purposes of the transition to FRS 101.

1.2 Basis of preparation of the financial statements

Functional currency

The Company's financial statements are denominated in euro which is its functional currency.

Basis of measurement

The financial statements have been prepared on the historical cost basis.

Judgements, estimates and assumptions

The preparation of financial statements in accordance with FRS 101 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which are the basis of making the judgement about carrying values of assets and liabilities that are not readily apparent from other sources. 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 if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

1.3 Foreign currencies

Transactions in foreign currencies are translated to the Company's functional currencies at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Non-monetary assets and liabilities denominated in foreign currencies that are stated at fair value are retranslated to the functional currency at foreign exchange rates ruling at the dates the fair value was determined. Foreign exchange differences arising on translation are recognised in the profit and loss account. Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract.

Independent News & Media (Northern Ireland) Limited

Notes (Continued)

1 Accounting policies (Continued)

1.4 Financial year

The financial year ends on the Friday nearest 31 December. Periodically this will result in a fifty-three week year. There were 52 weeks in the 2015 financial year and 52 weeks in the 2014 financial year.

2 Operating profit

Auditor's remuneration was borne by the parent company in 2015 and 2014.

3 Directors' emoluments and employees

The Company has no employees other than the directors, who did not receive any remuneration during the year (2014: £nil).

4 Exceptional items

	2015	2014
	£	£
Write off of loans due to fellow group undertakings	9,248,185	-
	<u>9,248,185</u>	<u>-</u>

Independent News & Media (Northern Ireland) Limited

Notes (Continued)

5 Tax on profit on ordinary activities

	2015 £	2014 £
UK corporation tax charge on profit for the year	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2014: lower than) the standard effective rate of corporation tax in the UK of 20.25% (2014: 21.49%). The differences are explained overleaf:

	2015 £	2014 £
Loss on ordinary activities before tax	(9,248,185)	-
Profit on ordinary activities multiplied by standard effective rate of corporation tax in the UK of 20.25% (2014: 21.49%)	(1,872,441)	-
Effects of:		
Expenses not deductible for tax purposes	1,872,441	-
Total tax charge for the year	-	-

Factors that may affect future tax charges

The standard rate of corporation tax in the UK reduced from 23% to 21% with effect from 1 April 2013 and accordingly the Company's profits for the financial year were taxed at an effective rate of 20.25% (2014: 21.49%).

Reductions to the UK corporation tax rate to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015. This will reduce the Company's future tax charge accordingly.

Independent News & Media (Northern Ireland) Limited

Notes (Continued)

6 Debtors

	2015	2014
	£	£
<i>Due within one year:</i>		
Amounts owed by group undertakings	-	9,252,685

The amount owed by group undertakings are unsecured, repayable on demand and interest free.

7 Creditors: amounts falling due within one year

	2015	2014
	£	£
Amounts due to group undertakings	-	4,500

Amounts due to group undertakings are interest free, unsecured and repayable on demand.

8 Share Capital

	2015	2014
	£	£
At 26 December 2014 and 25 December 2015	1	1
Authorised		
1 ordinary shares of £1 each	1	1
Allotted and fully paid		
1 ordinary shares of £1 each	1	1

9 Related party transactions

The Company has availed of the exemptions available in FRS 101 from disclosing transactions entered into between two or more members of a group and also key management personnel compensation disclosures. There were no other related party transactions.

Independent News & Media (Northern Ireland) Limited

Notes *(Continued)*

10 Ultimate parent undertaking and controlling party

The immediate parent company and controlling party is Independent News & Media (UK) Limited.

The ultimate parent company is Independent News & Media PLC, a company incorporated in the Republic of Ireland.

Independent News & Media PLC is the parent undertaking of the smallest and largest group to consolidate these financial statements. A copy of those accounts can be obtained from Independent House, Talbot Street, Dublin 1, Ireland.

11 Subsequent events

There were no events since the year end that would require adjustment or disclosure in the financial statements.

12 Approval of financial statements

The financial statements were approved by the directors on 23rd September 2016.