The Condé Nast Publications Limited

Annual Report and Financial Statements

Registered Number 226900

31 December 2019

Contents

Company information

Directors

J Newhouse (Resigned on 31st December 2019)
N Coleridge (Resigned on 31st December 2019)
A Read
S Vandenbroucke
S Gresham Jones
D Jones
E Enninful
S Crofts
W Bowes (Appointed on 15th September 2020)

Secretary

S Vandenbroucke

Auditor

KPMG LLP
15 Canada Square
London
E14 5GL

Banker

HSBC Bank PLC
1 Hanover Square
London W1R 0ES

Solicitor

Wiggin & Co.
95 The Promenade
Cheltenham
Gloucestershire GL50 1WG

Registered Office

Vogue House
Hanover Square
London W1S 1JU

Strategic Report

The directors present the Strategic Report of The Condé Nast Publications Limited ("The Company") for the year ended 31 December 2019.

Principal activities and review of the business

The principal activity of Condé Nast Publications Limited during the year continued to be the publication of British Vogue, GQ, GQ Style, Vanity Fair, WIRED, Tatler, Condé Nast Traveller, Glamour, LOVE, House & Garden, and World of Interiors magazines, including the production of digital content, video and live events activities.

The parent company, Advance Magazine Publishers Inc is a global media company, headquartered in New York and London, and operates in 32 markets worldwide including China, France, Germany, Italy, Japan, Mexico and Latin America, Russia, Spain, Taiwan, the U.K and the U.S., with local license partners across the globe.

In 2019, Condé Nast US and Condé Nast International began integrating the two companies to enhance growth opportunities by transforming into a digital-first company, leveraging our collective technological and operational capabilities to create content for every platform.

With strategic efforts to diversify revenue streams, new consumer revenue efforts were launched in 2019 spanning e-commerce, events, and memberships. Continued investment in business and content capabilities is a priority, such as enhanced software, technology and experienced talent in digital and video content creation. These key business transformations will continue to offset the impact of the overall disruption in the media industry, particularly related to audience preference moving from print products to digital platforms.

As part of the global integration, a strategic review of our brands was undertaken and the decision was made to sell Brides Magazine to DotDash and prioritise our efforts on core brands like British Vogue and its cross-platform diversity and inclusivity initiative, Forces for Change launched in September 2019. The September Issue of British Vogue *Forces for Change* guest edited by Meghan, Duchess of Sussex was the fastest selling issue in the magazine's 104-year history – with widespread sell outs after just 10 days and achieving the highest sales in a decade. 2019 saw strong traffic growth for the British portfolio, with average monthly uniques rising by 16% year-on-year and reaching 20.59M in December. YouTube views grew by 34% to 88M.

In October 2020, Condé Nast announced its intention to transition the five separate, independently-managed markets (UK, France, Germany, Spain and Italy) to one, unified European market. We will explore how we'll be evolving our ways of working through 2021.

Financial Review

The Company assesses its financial performance using the measure of underlying operating profit defined as the operating profit before intercompany recharges and excluding the cost of the defined benefit scheme. The underlying operating profit before taxation was £14.4m (2018: £22.1m).

Turnover was £97,215k for the year, a decrease of 7.1% from 2018. Operating loss before taxation was £1.07m (2018: profit of £2.66m). Net assets at 31 December 2019 were £38,280k, compared to £48,553k at 31 December 2018.

Strategic Report (continued)

Future developments

The Company continues to make strategic investments for long-term growth to the business, prioritising digital and technological advances, including expansion of its video and digital content capabilities. Diversification of revenue is also a strategic priority with investments to grow consumer revenue streams, including subscriptions, memberships, events, experiences and e-commerce opportunities.

There remains uncertainty around the impact of Brexit in the short and medium term particularly for the retail, hospitality and travel industries.

Those same industries are also impacted by the Covid-19 restrictions. Where our brands have proven that they are capable of delivering strong creative campaigns in a restricted environment, when restrictions are lifted, opportunities will increase across all platforms by linking digital to physical offers.

In building better connections with audiences through brand purpose, in 2019, we undertook our first global sustainability assessment to quantify our greenhouse gas (GHG) emissions and material usage, and used the findings to set out a long term sustainability strategy. In doing this, the company became one of the first media companies to begin accounting for the environmental footprint of our digital value chain, including emissions of digital content consumption.

Key performance indicators

The Company utilises audience reach and user engagement across print, digital, video and events to analyse the performance of the business, in addition to the other financial KPIs discussed in the financial review.

Principal Risks and Uncertainties

The Company faces a number of risks and uncertainties but makes every effort to mitigate these. The short term risks arising from Covid-19 as well as Brexit are discussed in the future development section above. Whilst the disrupted media landscape may have an adverse impact on print revenues, Condé Nast is limiting its exposure to this risk through a range of initiatives to underpin existing business activities and diversifying its portfolio of offerings and revenue streams.

Financial: The principal financial risks to which the Company is exposed is credit risk. The Company has well established controls for collections and maintains a strong track record for recovery. The Company benefits from financing provided by the ultimate parent company Advance Publications Inc and cash flow reviews are performed regularly.

Regulatory: The Company benefits from the support of the Group's senior regulatory team that meets regularly to discuss key compliance risk in the relevant areas including antitrust and competition laws, digital compliance and anti-bribery and corruption legislation risks. Its Code of Conduct and accompanying ethical statements are continually enhanced in response to regulatory developments. In addition, the Group always takes proactive legal advice to ensure it is compliant with all relevant legislation.

Data privacy: The Company has appointed a Data Privacy Officer and the Group has developed key policies and processes. Its and its Data Privacy Officers hold regular meetings to discuss issues and threats.

Intellectual property: The Group endeavours to adequately manage, procure, register or protect intellectual property rights its brands, content and technology. The Group will enforce its rights and prevent illegal access and duplication of its content which may adversely impact its revenues. The Group has an actively managed trademark portfolio with in-house legal counsel and a network of external attorneys to file and protect its registered and unregistered intellectual property.

Strategic Report (continued)

Going concern

The financial statements are prepared on a going concern basis notwithstanding that the Company has reported a total comprehensive loss of £10,263k for the year ended 31 December 2019 (2018: total comprehensive income £6,727k). The Balance Sheet at 31 December 2019 held net assets of £38,280k (2018: £48,553k) and cash at bank and in hand of £6,400k (2018: £6,309k). In doing so the Directors have considered the following:

The directors have prepared cashflow forecasts for a period of 22 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides, the Company will have sufficient funds, through funding from its parent company, Condé Nast international Limited, to meet its liabilities as they fall due for that period.

In making this going concern assessment the directors have considered the severe but plausible downside scenario with impact of COVID-19, the effects of Brexit, the recent trading performance of the Company and the decline of the Print industry.

COVID-19 led to a lockdown across UK in 2020 which greatly reduced newsstand distribution channels as shops and transport hubs were shut. In addition, our advertising revenues have fallen as our advertising partners have reduced their spend to cope with their own financial difficulties. The Company's modelling has advertising revenues in 2021 still below 2019 levels as our advertising partners continue to recover.

Those forecasts are dependent on Condé Nast International Limited providing additional support during the forecast period. Condé Nast International Limited has indicated, through a letter of support, its intention to provide financial and other support to the company in order for the company to meet its liabilities as they fall due for at least 12 months from the date of the approval of the financial statements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of the approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

S172 statement

Under s172 of the Companies Act, directors must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

- the likely consequences of any decision in the long term,
- the interests of the Company's employees,
- the need to foster the Company's business relationships with suppliers, customers and others,
- the impact of the Company's operations on the community and the environment,
- the desirability of the Company maintaining a reputation for high standards of business conduct, and
- the need to act fairly as between members of the company.

Investors

The ultimate parent of the Group and sole shareholder is Advance Publications Inc. The board engages with the parent regularly through a monthly reporting process to discuss long term strategy, business performance and governance matters.

Strategic Report (continued)

S172 statement (continued)

Employees

The Group's long-term success is predicated on the commitment of our workforce and its demonstration of our values. Employee engagement surveys highlighted diversity and inclusion and sustainability as two areas which were particularly important to our workforce. As a result of this, two global employee councils focused on Sustainability and Diversity & Inclusion were launched in September 2019. Council members work closely with executive steering committees composed of senior leaders from across the company to develop and support initiatives.

Suppliers and customers

The Group has a wide variety of suppliers and customers ranging from individual consumers to multinational companies. The Group has a code of conduct which governs how all employees should act whilst representing Condé Nast. This ensures that our employees and directors act in a manner that supports relationships with all suppliers and consumers. The code of conduct ensures that all employees act in an ethical manner which will help promote the success of the Group.

The Group takes into account individual needs of each suppliers and consumers. We aim to work collaboratively with our suppliers where possible and maintain our working relationships with them. A procurement policy and tools are being implemented to support our relationships with suppliers, ensure compliance standards are met, and allow alignment with the Group's principles/values.

Approved by the Board

A Read

Managing Director
Date:...03.03.21...........

Directors' Report

Proposed dividend
The directors paid a dividend of £10k in respect of the current financial year (2018: £139k).

Directors
The directors who held office during the year, and up to the date of this report, were as follows:

J Newhouse (Resigned on 31st December 2019)
N Coleridge (Resigned on 31st December 2019)
A Read
S Crofts
E Enninful
D Jones
S Vandenbroucke
S Gresham Jones
W Bowes (Appointed on 15th September 2020)

Political contributions
The Company made no political donations and did not incur any political expenditure during the year (2017: £nil).

Employment of disabled persons
Applications for employment by disabled persons are always considered fully, having regard to the aptitudes and abilities of the applicant concerned and the requirements of the position for which the application is made. In the event of members of staff becoming disabled, every effort is made to ensure that their employment within the Company continues and, where necessary, appropriate retraining is arranged.

Employee consultation
The Company places considerable importance on the contributions to be made by all employees to the progress of the Company and aims to keep employees informed on matters affecting them and on developments generally within the Company. This is achieved by formal and informal meetings.

Directors and their interests
The directors of the Company during the year and up to the date of this report are listed above and on page 1. All directors served throughout the year unless otherwise stated.

Disclosure of information to auditor
The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Directors Indemnities
Qualifying third party indemnity provisions were in place for the benefit of the Company directors during the year to 31 December 2019 and are in force as at the date of this report.

Other information
An indication of likely future developments in the business and particulars of significant events which have occurred since the end of the financial year have been included in the Strategic Report on page 2.

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

By order of the board

A Read
Director

Date: ....
03/03/21

Vogue House
Hanover Square
London W1S 1JU

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The directors are responsible for preparing the Strategic Report, 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 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 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.

Independent Auditor's Report to the Members of the Conde Nast Publications Limited

Opinion

We have audited the financial statements of the Conde Nast Publications Limited ("the company") for the year ended 31 December 2019 which comprise the Profit and Loss account and other comprehensive income, Balance sheet, Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Independent Auditor's Report to the Members of the Conde Nast Publications Limited (continued)

Matters on which we are required to report by exception

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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 6, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using 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.

Auditor's responsibilities

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.

Lynton Richmond (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
15 Canada Square
London, UK
E14 5GL
4 March 2021

Profit and Loss Account and Other Comprehensive Income
for year ended 31 December 2019

	Note	£000	Exceptional Items £000	2019 Total £000
Turnover				
Continuing operations	2	97,215	-	97,215
Raw materials and consumables		(5,074)	-	(5,074)
Other external charges		(33,632)	-	(33,632)
Staff costs	5	(36,244)	1,721	(34,523)
Depreciation	9,10	(1,572)	-	(1,572)
Other operating charges		(23,496)	-	(23,496)
Other operating income		-	-	-
Operating Loss		(2,803)	1,721	(1,082)
Other interest receivable and similar income	7	11	-	11
Interest payable		-	-	-
Loss before taxation		(2,792)	1,721	(1,071)
Tax	8	238	-	238
Loss for financial year		(2,554)	1,721	(833)
Other comprehensive income				
Remeasurement of the net defined benefit pension scheme		(9,430)	-	(9,430)
Income tax on other comprehensive income		-	-	-
Other comprehensive income for the year, net of income tax		(9,430)	-	(9,430)
Total comprehensive income for the year		(11,984)	1,721	(10,263)

The results stated above are derived from continuing activities.

The notes on pages 14 to 35 form an integral part of these financial statements

Profit and Loss Account and Other Comprehensive Income
for year ended 31 December 2018

	Note	£000	Exceptional Items £000	2018 Total £000
Turnover				
Continuing operations	*2*	104,626	-	104,626
Raw materials and consumables		(5,145)	-	(5,145)
Other external charges		(33,852)	-	(33,852)
Staff costs	*5*	(35,934)	(1,538)	(37,472)
Depreciation	*9,10*	(2,420)	-	(2,420)
Other operating charges		(22,714)	(946)	(23,660)
Other operating income		617	-	617
Operating profit		5,178	(2,484)	2,694
Other interest receivable and similar income	*7*	17	-	17
Interest payable		(54)	-	(54)
Profit before taxation		5,141	(2,484)	2,657
Tax	*8*	-	-	-
Profit for financial year		5,141	(2,484)	2,657
Other comprehensive income				
Remeasurement of the net defined benefit pension scheme		4,070	-	4,070
Income tax on other comprehensive income		-	-	-
Other comprehensive income for the year, net of income tax		4,070	-	4,070
Total comprehensive income for the year		9,211	(2,484)	6,727

The results stated above are derived from continuing activities.

The notes on pages 14 to 35 form an integral part of these financial statements

Balance Sheet
at 31 December 2019

	Note	**2019 £000**	2018 £000
Fixed Assets			
Intangible assets	*9*	**494**	793
Tangible assets	*10*	**15,202**	17,949
Investments	*11*	**-**	-
		15,696	18,742
Current assets			
Stocks	*12*	**2,555**	2,248
Debtors including £41.9m (*2018*: £34.5m) due after more than one year	*13*	**73,814**	86,137
Cash at bank and in hand	*14*	**6,400**	6,309
		82,769	94,694
Creditors: Amounts falling due within one year	*15*	**(43,418)**	(49,554)
Net Current Assets		**39,351**	45,140
Total assets less current liabilities		**55,047**	63,882
Provisions for liabilities			
Pensions and similar obligations	*17*	**(14,530)**	(12,830)
Other provisions	*18*	**(2,237)**	(2,499)
Net Assets		**38,280**	48,553
Capital and reserves			
Called up share capital	*19*	**22,000**	22,000
Profit and loss account		**16,280**	26,553
Shareholders' funds		**38,280**	48,553

These financial statements were approved by the Board of Directors on 03/03/21 and were signed on its behalf by:

A Read
Director

Company registered number: 226900

The notes on pages 14 to 35 form an integral part of these financial statements.

Statement of Changes in Equity

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2018	22,000	19,965	41,965
Total comprehensive loss for the year:			
Profit for the financial year	-	2,657	2,657
Other comprehensive income (see note 19)	-	4,070	4,070
Total comprehensive income for the year	-	6,727	6,727
Dividends paid	-	(139)	(139)
Balance at 31 December 2018	22,000	26,553	48,553

	Called up share capital £000	Profit and loss account £000	Total equity £000
Balance at 1 January 2019	22,000	26,553	48,553
Total comprehensive loss for the year:			
Loss for the financial year	-	(833)	(833)
Other comprehensive income (see note 19)	-	(9,430)	(9,430)
Total comprehensive income for the year	-	(10,263)	(10,263)
Dividends paid	-	(10)	(10)
Balance at 31 December 2019	22,000	16,280	38,280

The notes on pages 14 to 35 form an integral part of these financial statements.

Notes
(forming part of the financial statements)

1 Accounting policies

The Condé Nast Publications Limited (the "Company") is a private company incorporated, domiciled and registered in the UK. The registered number is 226900 and the registered address is Vogue House, Hanover Square, London W1S 1JU.

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's parent undertaking, Condé Nast International Limited, includes the Company in its consolidated financial statements. The consolidated financial statements of Condé Nast International Limited are available to the public and may be obtained from The Adelphi, 1-11 John Adam Street, London, WC2N 6HT. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Condé Nast International Limited include the disclosures equivalent to those required by FRS 102, the Company has also taken the exemptions available in respect of the following disclosures:

- Certain disclosures required by FRS 102.11 *Basic Financial Instruments* and FRS 102.12 *Other Financial Instrument Issues* in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: defined benefit pension scheme and investments in associates and joint ventures measured at fair value.

1.2 Going concern

The financial statements are prepared on a going concern basis notwithstanding that the Company has reported a total comprehensive loss of £10,263k for the year ended 31 December 2019 (2018: total comprehensive income £6,727k). The Balance Sheet at 31 December 2019 held net assets of £38,280k (2018: £48,553k) and cash at bank and in hand of £6,400k (2018: £6,309k). In doing so the Directors have considered the following:

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COVID-19 led to a lockdown across UK in 2020 which greatly reduced newsstand distribution channels as shops and transport hubs were shut. In addition, our advertising revenues have fallen as our advertising partners have reduced their spend to cope with their own financial difficulties. The Company's modelling has advertising revenues in 2021 still below 2019 levels as our advertising partners continue to recover.

Notes *(continued)*

1 Accounting policies *(continued)*

1.2 Going concern (continued)

Those forecasts are dependent on Condé Nast International Limited providing additional support during the forecast period. Condé Nast International Limited has indicated, through a letter of support, its intention to provide financial and other support to the company in order for the company to meet its liabilities as they fall due for at least 12 months from the date of the approval of the financial statements. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of the approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

1.3 Exceptional items

Exceptional items are identified by virtue of size, nature, or incidence. In determining whether an event or transaction is exceptional, management considers the quantitative as well as qualitative factors such as the frequency and predictability of occurrence. The presentation of Exceptional items in the financial statements is consistent with the way financial performance is measured by management and provides a meaningful analysis of the trading results of the Company.

1.4 Foreign currency

Foreign currency transactions are translated at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet dates. Any differences are taken to the profit and loss account.

1.5 Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.6 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Investments in subsidiaries and associates

Investments in subsidiaries and associates are carried at cost less impairment.

Notes *(continued)*

1 Accounting policies *(continued)*

1.7 Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

1.8 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the entity assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease.

The Company assesses at each reporting date whether there are indicators of impairment for tangible fixed assets (including those leased under a finance lease).

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

Leasehold improvements	–	14% or term of lease, if shorter
Long-leasehold	–	term of lease
Plant and office equipment	–	10% to 33%
Computer equipment	–	25% to 33%
Motor vehicles	–	25%

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the Company expects to consume an asset's future economic benefits.

1.9 Other intangible assets

Other intangible assets that are acquired by the Company are stated at cost less accumulated amortisation and less accumulated impairment losses.

Amortisation

Amortisation is charged to the profit or loss on a straight-line basis over the estimated useful lives of intangible assets. Intangible assets are amortised from the date they are available for use. The estimated useful lives are as follows:

- Software 3 years

The Company reviews the amortisation period and method when events and circumstances indicate that the useful life may have changed since the last reporting date.

Goodwill and other intangible assets are tested for impairment in accordance with Section 27 Impairment of assets when there is an indication that goodwill or an intangible asset may be impaired.

1.10 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured stocks and work in progress, cost includes an appropriate share of overheads based on normal operating capacity. They are charged in the profit and loss account in full in the month of publication of the magazine containing the relevant projects or articles. This is usually the month preceding that appearing on the magazine cover.

Notes *(continued)*

1 Accounting policies *(continued)*

1.11 Employee benefits

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The entity's net obligation in respect of defined benefit plans is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of any plan assets is deducted. The entity determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate as determined at the beginning of the annual period to the net defined benefit liability (asset) taking account of changes arising as a result of contributions and benefit payments.

The discount rate is the yield at the balance sheet date on AA credit rated bonds denominated in the currency of, and having maturity dates approximating to the terms of the entity's obligations. A valuation is performed annually by a qualified actuary using the projected unit credit method. The entity recognises net defined benefit plan assets to the extent that it is able to recover the surplus either through reduced contributions in the future or through refunds from the plan.

Changes in the net defined benefit liability arising from employee service rendered during the period, net interest on net defined benefit liability, and the cost of plan introductions, benefit changes, curtailments and settlements during the period are recognised in profit or loss.

Remeasurement of the net defined benefit liability/asset is recognised in other comprehensive income in the period in which it occurs.

Defined contribution plans and other long-term employee benefits

A defined contribution plan is a post-employment benefit plan under which the Company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

Defined contribution plans

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

1.12 Turnover

Turnover represents billings to customers for advertising, newsstand sales, subscription revenues, commission sales of published magazines, events, books and book royalties. Newsstand and subscription revenue are recognised in the month the issue is on sale. Income associated with a particular issue of a magazine is recognised in the profit and loss account when the magazine is published, being usually the month preceding that appearing on the magazine's cover. Income from books is recognised when the books are despatched to the customer. College revenue is recognised over the length of the course.

1.13 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Notes *(continued)*

1 Accounting policies *(continued)*

1.13 Expenses (continued)

Interest receivable and Interest payable

Interest payable and similar expenses include interest payable, finance expenses on shares classified as liabilities and finance leases recognised in profit or loss using the effective interest method and unwinding of the discount on provisions.

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the Company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

1.14 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, associates and joint ventures to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

1.15 Royalties

Royalty advances to authors which are not expected to be earned from future sales of books and rights are written off to the profit and loss account in year of publication.

Notes *(continued)*

2 Turnover

	2019 £000	2018 £000
Publishing Activities	97,215	104,626
Total Turnover	97,215	104,626

	2019 £000	2018 £000
By geographical market:		
United Kingdom	66,041	75,591
Rest of the world	31,174	29,035
	97,215	104,626

	2019 £000	2018 £000
By class of business:		
Advertising and other services	81,861	87,531
Newsstand and other subscriptions	15,354	17,095
	97,215	104,626

3 Exceptional items

	2019 £000	2018 £000
Business Restructuring	919	1,538
Pension adjustment	(2,640)	(963)
Other provisions	-	893
Surrender of lease	-	1,016
	(1,721)	2,484

During the year, £919k (2018: £1.5m) of restructuring costs were incurred due to increased focus on the digital arm of the business and the sale of Brides in May 2019. A £(2,640)k pension adjustment was made in 2019 following a detailed review of the deeds of the DB scheme due and a subsequent Trustee decision. This review related to a change in assumptions over tier 1 members in the year.

4 Expenses and auditor remuneration

Included in the profit/(loss) are the following:

	2019 £000	2018 £000
Auditor's remuneration: Audit of these financial statements	181	77
Foreign exchange (gain)/loss	1,332	228
Operating leases	1,610	7,798
Amortisation and depreciation	1,572	2,420

Notes *(continued)*

5 Staff numbers and costs

The average number of persons employed by the Company (including directors) during the year was as follows:

	2019 £000	2018 £000
Editorial	**209**	180
Commercial	**206**	197
Administration	**117**	147
	532	524

The aggregate payroll costs of these persons were as follows:

	2019 £000	2018 £000
Wages and salaries	**30,783**	31,268
Social security costs	**3,690**	3,661
Other pensions costs	**50**	2,543
	34,523	37,472

6 Directors' remuneration

	2019 £000	2018 £000
Directors' remuneration	**2,964**	3,572
Pension contributions	**23**	64
Compensation for the loss of office	**50**	128
	3,037	3,764

The aggregate remuneration (including amounts receivable under long term incentive schemes) of the highest paid director was £930k (2018: £1,397k), and company pension contributions of £nil (2018: £nil).

Number of directors	**2019**	2018
Retirement benefits are accruing to the following number of directors under:		
Defined benefit schemes	**-**	3
Defined contribution schemes	**5**	5

Notes *(continued)*

7 Other interest receivable and similar

	2019 £000	2018 £000
Bank interest receivable	11	17

8 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

a) Tax on profit/(loss)

The tax charge is made up as follows:

	2019 £000	2018 £000
Current tax		
Current tax on income for the period	-	-
Adjustments in respect of prior periods	-	-
Foreign tax	13	-
Total current tax	13	-
Deferred tax		
Origination and reversal of timing differences	-	-
Adjustment in respect of previous periods	(251)	-
Change in tax rate	-	-
Total deferred tax	(251)	-
Total tax on profit/(loss)	(238)	-

Notes *(continued)*

8 Taxation (continued)

b) Tax included in the statement of other comprehensive income

The tax charge is made up as follows:

	2019 £000	2018 £000
Current tax		
Pension contributions	-	-
Deferred tax		
Deferred tax	-	-
Actuarial gain on pension scheme	-	-
Pension scheme reserve	-	-
Total charge	-	-

c) Reconciliation of effective tax rate

	2019 £000	2018 £000
Profit/(Loss) for the year	(833)	2,657
Total tax expense	(238)	-
Profit/(Loss) excluding taxation	(1,071)	2,657
Tax using the UK corporation tax rate of 19% (2018: 19%)	(203)	505
Effects of group relief/other reliefs	1,140	209
Non-deductible expenses	184	398
Non-qualifying depreciation	122	162
Deferred tax not recognised	(1,064)	(1,274)
Foreign Tax suffered	13	-
Adjustment	(430)	-
Total tax (credit)/expense included in profit or loss	(238)	-

Notes *(continued)*

8 Taxation *(continued)*

d) Deferred tax

The deferred tax included in the balance sheet is as follows:

	2019 £000	2018 £000
Included in debtors *(see note 13)*	-	-
Accelerated capital allowances	(584)	(427)
Pension costs	584	427
Provision for deferred tax	-	-

Movement on the deferred tax asset	2019 £000	2018 £000
At 1 January 2019	-	-
Adjustment in respect of previous years	-	-
Deferred tax charge to income statement for the period	-	-
Deferred tax charge in OCI for the period	-	-
At 31 December 2019	-	-

e) Unrecognised deferred tax assets

There were deductible temporary differences relating to the defined benefit pension scheme deficit (£11,092k) and other short-term temporary differences (£3,391k) at the balance sheet date for which no deferred tax asset is recognised due to the uncertainty regarding future profits of the Company. In addition, losses of £1,657k brought forward from prior periods have not been recognised.

f) Factors that may affect future charges

A reduction in the UK corporation tax rate from 19% to 17%, effective from 1 April 2020, was enacted at the balance sheet date. Subsequently, Finance Act 2020 repealed the previously enacted 17% rate and therefore the UK corporation tax rate will remain at 19%.

Notes *(continued)*

9 Intangible assets

	Software	Assets being developed for use	Total
	£000	£000	£000
Cost			
Balance at 1 January 2019	4,396	213	4,609
Additions	253	23	276
Disposal	(146)	-	(146)
Asset transfer between classes	56	(56)	-
Balance at 31 December 2019	4,559	180	4,739
Amortisation and impairment			
Balance at 1 January 2019	3,816	-	3,816
Amortisation for the year	505	-	505
Disposals	(76)	-	(76)
Balance at 31 December 2019	4,245	-	4,245
Net Book Value			
At 1 January 2019	580	213	793
At 31 December 2019	314	180	494

Notes *(continued)*

10 Tangible fixed assets

At 31 December 2019 the net carrying amount of property leased under a finance lease was £10,958k *(2018: £11,090k)*.

	Land and buildings	Plant and equipment	Fixtures and fittings	Computer equipment	Assets being developed for use	Total
	£000	£000	£000	£000	£000	£000
Cost						
Balance at 1 January 2019	14,471	10,534	7,540	-	2	32,547
Additions	-	262	212	-	-	474
Disposals	-	-	-	-	-	-
Interco transfer	-	(3,389)	(428)	-	-	(3,817)
Write off	-	(899)	-	-	-	(899)
Asset transfer between classes	-	(6,270)	1,214	5,058	(2)	-
Balance at 31 December 2019	14,471	238	8,538	5,058	-	28,305
Depreciation and impairment						
Balance at 1 January 2019	3,381	4,686	6,531	-	-	14,598
Depreciation for the year	132	518	417	-	-	1,067
Additions	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Interco transfer	-	(1,291)	(365)	-	-	(1,656)
Write off	-	(906)	-	-	-	(906)
Asset transfer between classes	-	(2,797)	(1,591)	4,388	-	-
Balance at 31 December 2019	3,513	210	4,992	4,388	-	13,103
Net Book Value						
At 1 January 2019	11,090	5,848	1,009	-	2	17,949
At 31 December 2019	10,958	28	3,546	670	-	15,202

Notes *(continued)*

11 Fixed asset investments

The undertakings in which Company has an interest at the year end are as follows.

			Principal activity	**Class and percentage of shares held**
Subsidiary undertakings				
Condé Nast (CNI) Limited			Dormant	100%
Tatler Publishing Company Limited			Dormant	100%
Magazine Holdings Limited			Dormant	100%
Glamour Magazine (Publishers) Limited			Dormant	100%
Wine & Food Publications Limited			Dormant	100%
Joint ventures				
Business People Publications Ltd	England and Wales	Magazine Publishing	Dormant	50%
Associates				
Conde Nast and National Magazine Distributors Ltd	England and Wales	Magazine Distributors	Non-Trading	35%

The registered address of all subsidiary undertakings disclosed above is: Vogue House, Hanover Square, London, W1S 1JU.

Notes *(continued)*

12 Stocks

	2019 £000	2018 £000
Raw materials and consumables	905	1,127
Work in progress	1,650	1,121
Finished goods	-	-
Total Stock	2,555	2,248

The replacement cost of stock is not materially different from the amounts stated above.

13 Debtors

	2019 £000	2018 £000
Trade debtors	19,415	34,640
Amounts owed by group undertakings	41,660	43,070
Other debtors	4,969	4,119
Deferred tax assets (see note 8 and 17)	-	-
Prepayments and accrued income	7,520	4,025
Corporation tax debtor	250	283
Taxation and social security	-	-
	73,814	86,137
Due within one year	31,904	51,684
Due after more than one year	41,910	34,453
	73,814	86,137

14 Cash and cash equivalents

	2019 £000	2018 £000
Cash at bank and in hand	6,400	6,309

Notes *(continued)*

15 Creditors: amounts falling due within one year

	2019 £000	2018 £000
Trade creditors	**5,497**	7,778
Amounts owed to group undertakings	**11,056**	11,412
Taxation and social security	**407**	367
Corporation tax creditor	**(38)**	-
Other creditors	**4,385**	8,634
Accruals and deferred income	**22,111**	21,363
	43,418	49,554

16 Deferred tax assets and liabilities

	Assets		Liabilities		Net	
	2019 £000	2018 £000	**2019 £000**	2018 £000	**2019 £000**	2018 £000
Accelerated capital allowances	**-**	-	**(584)**	(427)	**(584)**	(427)
Employee benefits	**584**	427	**-**	-	**584**	427
Reserves	**-**	-	**-**	-	**-**	-
Tax assets / (liabilities)	**584**	427	**(584)**	(427)	**-**	-

Notes *(continued)*

17 Employee benefits

The Company operates a defined benefit pension scheme, The Condé Nast Publications Limited Retirement Benefits Scheme. The Scheme funds are administered by trustees and are independent of the Company's finances. Contributions are paid to the Scheme in accordance with the recommendations of the Scheme Activity.

The pension expense charged to the profit and loss account makes no allowance for actuarial gains and losses during the year. Actuarial gains and losses are recognised in Other Comprehensive Income (OCI) in the year that they occur. The latest full actuarial valuation was performed on 5 April 2017 to measure the defined benefit obligation as at 5 April 2017. The full actuarial valuation as at 5 April 2017 was updated to the accounting date by an independent qualified actuary in accordance with FRS102.

This pension has been prepared in accordance with the Pension Act 2004.

Net pension liability

	2019 £000	2018 £000
Defined benefit obligation	(149,120)	(125,600)
Plan assets	134,590	112,770
Net pension liability	(14,530)	(12,830)

Movements in present value of defined benefit obligation

	2019 £000	2018 £000
At 1 January	125,600	136,320
Current service cost	-	270
Interest expense	3,720	3,520
Remeasurement: actuarial gains	22,710	12,820)
Benefits paid	(2,910)	(1,690)
At 31 December	149,120	125,600

Notes *(continued)*

17 Employee benefits *(continued)*

Movements in fair value of plan assets

	2019 £000	2018 £000
At 1 January	**112,770**	114,840
Interest income	**3,420**	3,030
Remeasurement: return on plan assets less interest income	**15,920**	(8,750)
Contributions by employer	**5,450**	5,390
Benefits paid	**(2,910)**	(1,690)
Administrative expenses	**(60)**	(50)
At 31 December	**134,590**	112,770

A proportion of the Scheme's assets is invested in gilts and bonds, taking into account the make-up of the Scheme's membership, which will help to reduce the effect of market movements on funding levels.

Expense recognised in the profit and loss account

	2019 £000	2018 £000
Current service cost	**-**	270
Net interest on net defined benefit liability	**300**	490
Admin expenses	**60**	50
Total expense recognised in profit or loss	**360**	810

The fair value of the plan assets was as follows:

	2019 Fair value %	2018 Fair value %
Equities	**43.80%**	42.40%
Corporate bonds	**31.70%**	33.10%
Cash and cash equivalents	**1.60%**	0.40%
Other	**22.90%**	24.10%
Total expense recognised in profit or loss	**100%**	100%

Notes *(continued)*

17 Employee benefits *(continued)*

The fair value of the plan assets at 31 December 2019 was as follows:

	2019 Fair value £000	2018 Fair value £000
Equities	**59,030**	47,900
Corporate bonds	**42,560**	37,300
Cash and cash equivalents	**2,230**	490
Other	**30,770**	27,080
Total expense recognised in profit or loss	**134,590**	112,770

There are no transferable financial instruments held as plan assets.

Principal actuarial assumptions (expressed as weighted averages) at the year end were as follows:

	2019 %	2018 %
Discount rate	**2.10%**	3.00%
Rate of compensation increase	**2.10%**	2.10%
Rate of inflation	**2.90%**	3.10%
Rate of pension increases in payment (LPI 5%)		2.90%

In valuing the liabilities of the pension fund at 31 December 2019, mortality assumptions have been made as indicated below.

The assumptions relating to longevity underlying the pension liabilities at the balance sheet date are based on standard actuarial mortality tables and include an allowance for future improvements in longevity. The assumptions are equivalent to expecting a 65-year old to live for a number of years as follows:

	31 December 2019		31 December 2018	
	Male	Female	Male	Female
Member age 65 (current life expectancy)	23.3	25.2	23.8	25.8
Member age 45 (life expectancy at age 65)	24.7	26.8	25.3	27.3
Effect of the defined benefit plan on future cash flows				

Notes *(continued)*

17 Employee benefits *(continued)*

Effect of the defined benefit plan on future cash flows

The Company agreed with the Trustees of the Plan to contribute a £5,200k payment in the period 1 April 2019 to 31 March 2020. From April 2018, the contribution per annum increased to £5m and increases annually by 3.3% thereafter until January 2025.

Premiums in respect of death-in-service benefits and the Pension Protection Fund levies are also paid directly by the Company and are not allowed for within the pension disclosures.

The next formal actuarial valuation of the Scheme is due with an effective date of 5 April 2020.

Risks exposed to the Company

The plan does not expose the Company to any unusual, entity-specific or any other significant concentrations of risk.

Sensitivity analysis

The following table summarises how the impact on the defined benefit obligation at the end of the reporting period would have changed as a result of a change in the respective assumptions by 0.1%:

	2019	2018
	£000	£000
Increased discount rate	**(3,500)**	(8,279)
Decreased discount rate	**3,700**	9,005
Increased inflation rate	**2,900**	8,238
Decreased inflation rate	**(2,900)**	(7,605)
Mortality sensitivity	**4,500**	4,336
Increased discount rate		

The above sensitivities are based on the average duration of the benefit obligation determined at the date of the last full actuarial valuation at 5 April 2017 and are applied to adjust the defined benefit obligation at the end of the reporting period for the assumptions concerned. Whilst the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation to the sensitivity of the assumptions shown.

There have been no changes in actuarial assumptions since the valuation other than the changes to the assumptions above.

Notes *(continued)*

18 Other provisions

	2019 £000	2018 £000
At 1 January	2,499	1,993
Transfers	(262)	506
At 31 December	2,237	2,499

Other provisions relate to estimated cash contributions needed to fund continuing obligations relating to Condé Nast and National Magazine Distributors Ltd.

19 Capital and reserves

Share Capital	2019 £000	2018 £000
Allotted, called up and fully paid 220,000 ordinary shares of £100 each	22,000	22,000

Dividends

After the balance sheet date total dividends of £nil *(2018: £nil)* were proposed by the directors.

Notes *(continued)*

19 Capital and reserves *(continued)*

Other comprehensive income

	Profit and Loss Account 2019 £000	Total comprehensive income 2019 £000
Other Comprehensive Income		
Remeasurements of the net defined liability	(9,430)	(9,430)
Tax credit on other comprehensive income	-	-
Total Other Comprehensive Income	(9,430)	(9,430)

	Profit and Loss Account 2018 £000	Total comprehensive income 2018 £000
Other Comprehensive Income		
Remeasurements of the net defined asset	4,070	4,070
Tax credit on other comprehensive income	-	-
Total Other Comprehensive Income	4,070	4,070

20 Operating leases

Non-cancellable operating lease rentals are payable as follows:

	2019 £000	2018 £000
Less than one year	4,797	4,196
Between one and five years	15,921	19,778
More than five years	21,826	25,827

During the year £1,610k was recognised as an expense in the profit and loss account in respect of operating leases (2018: £7,798k).

Notes *(continued)*

21 Related parties

The Company is exempt from disclosing related party transactions with other group companies as they are wholly owned within the Group.

During the year, the Company had the following transactions with other related parties:

Agreements under which the Company received distribution services from Condé Nast and National Magazine Distributors Ltd (COMAG) amounted to £nil (2018: £nil). At the year end the amount due from COMAG in respect of these transactions was £nil (2018: £nil).

22 Ultimate parent company

The immediate parent undertaking of the Company is Condé Nast International Limited, registered address: The Adelphi, 1-11 John Adam Street, London WC2N 6HT.

The financial statements of Condé Nast International Limited, which consolidate the results of the Company, may be obtained from The Adelphi, 1-11 John Adam Street, London WC2N 6HT.

The ultimate parent undertaking is Advance Publications Incorporated, which is incorporated in the United States of America.

The ultimate parent undertaking is privately owned and is not required to publish its financial statements.

23 Subsequent events

As outlined in the Directors' report, during the first quarter of 2020, the spread of Coronavirus (COVID-19) has impacted many countries, including the UK, with increasing severity. In March 2020, the World Health Organisation (WHO) declared COVID-19 a Global pandemic. The effects of the pandemic will directly impact the company's turnover due to the nature of its business and operations.

In October 2020, the Conde Nast announced its intention to transition the five separate, independently-managed markets (UK, France, Germany, Spain and Italy) to one, unified European market. We will explore how we'll be evolving our ways of working through 2021.