

**Chiron Communications Limited**

**Annual Report and Financial Statements  
for the year ended 31 December 2018**

Registered number: 01081808

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# **Chiron Communications Limited**

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# **Chiron Communications Limited**

## **Company information**

### **Registered Number**

01081808

### **Registered office**

Wells Point  
79 Wells Street  
London  
W1T 3QN  
United Kingdom

### **Board of Directors**

Swag Mukerji

### **Company Secretary**

Helen Silver

# **Chiron Communications Limited**

## **Strategic report for the year ended 31 December 2018**

The Directors, in preparing the strategic report, have complied with s414C of the Companies Act 2006.

### **Principal activities**

The principal activity of the Company was the provision of online publishing, research analysis, training, consulting and events. The trade and assets of the brands have been transferred to other group entities as part of a group restructure during the year, with the Company to be made dormant in the future.

### **Business review**

The loss for the year ended 31 December 2018 was £5,143,000 (2017: restated profit of £8,430,000). 2017 included costs relating to redundancies for specific restructuring activities of £203,000 and debts forgiven by fellow subsidiaries of £13,963,000 (see note 10).

On 1 December 2018, the Company disposed of its brands to other group undertakings at no gain or loss on sale. The disposal was effected in line with the Group's strategy to align its legal entities with its portfolios and operating segments and to make the Company dormant in the future. As a result, revenue and operating (loss)/profit are all derived from discontinued operations and have been presented as such in line with 'IFRS 5 — Non-current Assets Held for Sale and Discontinued Operations.' See note 11.

During the Group restructuring to align legal entities with portfolios and operating segments, historical accounting errors were identified. These related to transactions and balances of the Company's immediate parent, Centaur Communications Limited, and ultimate parent, Centaur Media Plc, that had been recorded in the Company in error. The accounts have been restated for the errors as explained in note 2(a).

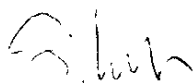
The directors of the ultimate parent company, Centaur Media Plc, ('the Group') manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of the Group as a whole is discussed on pages 8 to 17 of the Group's 2018 annual report.

The Directors consider that the financial position of the Company at 31 December 2018 was satisfactory.

### **Principal risks and uncertainties**

The directors of Centaur Media Plc manage the Group's risks at a group level, rather than at an individual business unit level. For this reason, the Company's Directors have not included a separate discussion of the Company's risks. The principal risks and uncertainties, as well as the financial risk management policy of the Group, which include those of the Company, are discussed on pages 18 to 21 of the Group's 2018 annual report.

By order of the Board



Swag Mukerji

Director

31 October 2019

# **Chiron Communications Limited**

## **Directors' report for the year ended 31 December 2018**

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

### **Future developments**

The Company is to be made dormant in the future.

### **Dividends**

The Directors did not propose a dividend for the year ended 31 December 2018 (year ended 31 December 2017: £nil).

### **Going concern**

At year end, the Company had incurred a loss after tax of £5,143,000 and had net current liabilities but had net assets. The Company has confirmation from Group companies that amounts owed to group undertakings of £77,823,000 will not be recalled within twelve months of signing these financial statements whilst the Company remains a part of the Group if, by doing so, it would jeopardise the financial status of the Company. On this basis, the Directors continue to adopt the going concern assumption in their preparation of the financial statements.

### **Directors**

The Directors who have served during the year and to the date of signing the financial statements were as follows:

Swag Mukerji  
Andria Vidler (resigned 30 September 2019)  
Linda Smith (resigned 30 October 2018)

### **Qualifying third party indemnity provisions**

By virtue of article 206 of the Articles of Association of the Company, a qualifying indemnity provision (within the meaning given by section 234 of the Companies Act 2006) is in force at the date of this report in respect of each director of the Company and was in force from 7 June 2010.

### **Events after balance date**

There were no significant events after balance date.

### **Employment policy**

The Company is an equal opportunities employer and appoints employees without reference to gender, ethnic group or religious beliefs. It is the Company's policy to give full consideration to suitable applications for employment by disabled persons. Opportunities also exist for employees of the Company who become disabled to continue in their employment or to be trained for other positions in the Company.

The Directors actively encourage employee involvement at all levels, both through regular employee briefings and by direct access to managers and the directors. In addition, the Share Incentive plan and the Share Save plan as described in note 25 of the Group Annual Report encourages employees' participation in the Group's performance.

# **Chiron Communications Limited**

## **Directors' report for the year ended 31 December 2018 (continued)**

### **Statement of Directors' responsibilities**

The Directors are responsible for preparing the Strategic report, Directors' report and the financial statements in accordance with applicable UK law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have prepared the financial statements in accordance with FRS 101 (Financial Reporting Standard 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 accounting estimates that are reasonable and prudent;
- state whether Financial Reporting Standard 101 Reduced Disclosure Framework has 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.

The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006.

By order of the Board



Swag Mukerji

Director

31 October 2019

## Chiron Communications Limited

### Income statement

For the year ended 31 December 2018

		2018	2017 (restated*)
	Note	£'000	£'000
Revenue	4	25,235	26,249
Cost of sales		(14,329)	(15,316)
<b>Gross profit</b>		<b>10,906</b>	<b>10,933</b>
Other operating income	6	821	715
Distribution costs		(415)	(536)
Intercompany debt forgiven	10	-	13,963
Administration expenses		(17,180)	(17,827)
<b>Operating (loss)/profit</b>		<b>(5,868)</b>	<b>7,248</b>
Interest receivable	7	1,413	1,063
Finance costs	8	(1,798)	(1,245)
<b>(Loss)/profit before taxation</b>		<b>(6,253)</b>	<b>7,066</b>
Tax	9	1,110	1,364
<b>(Loss)/profit for the financial period attributable to owners of the Company</b>	10	<b>(5,143)</b>	<b>8,430</b>

\* See note 2(a) for details regarding the restatement as a result of error.

The notes on pages 8 to 29 are an integral part of these financial statements.

Revenue and operating (loss)/profit are all derived from discontinued operations.

A Statement of Comprehensive Income has not been presented as there are no other items of other comprehensive income other than the (loss)/profit on ordinary activities after tax for the year.

# Chiron Communications Limited

## Statement of financial position

As at 31 December 2018

		31 December 2018	31 December 2017 (restated*)	1 January 2017 (restated*)
	Note	£'000	£'000	£'000
<b>Non-current assets</b>				
Goodwill	12	-	4,276	4,276
Investments	13	990	990	990
Deferred tax asset	14	154	149	117
		<u>1,144</u>	<u>5,415</u>	<u>5,383</u>
<b>Current assets</b>				
Trade and other receivables	16	75,721	58,948	41,154
Loans receivable	17	3,901	-	-
Inventories	18	-	915	1,197
		<u>79,622</u>	<u>59,863</u>	<u>42,351</u>
<b>Total assets</b>		<u>80,766</u>	<u>65,278</u>	<u>47,734</u>
<b>Current liabilities</b>				
Trade and other payables	19	(80,293)	(56,316)	(47,436)
Deferred income	20	(159)	(3,903)	(3,669)
		<u>(80,452)</u>	<u>(60,219)</u>	<u>(51,105)</u>
<b>Net current (liabilities)</b>		<u>(830)</u>	<u>(356)</u>	<u>(8,754)</u>
<b>Net assets/(liabilities)</b>		<u>314</u>	<u>5,059</u>	<u>(3,371)</u>
<b>Equity</b>				
Share capital	21	40	40	40
Share premium		9	9	9
Other reserves	24	1,785	1,387	1,387
Retained (loss)/earnings		(1,520)	3,623	(4,807)
<b>Equity attributable to owners of the Company</b>		<u>314</u>	<u>5,059</u>	<u>(3,371)</u>

\* See note 2(a) for details regarding the restatement as a result of error.

The notes on pages 8 to 29 are an integral part of these financial statements.

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

Directors' responsibilities:

- the members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476 of the Companies Act 2006;
- the Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

The financial statements of Chiron Communications Limited (registered number 01081808) were approved by the board of directors and authorised for issue on 31 October 2019. They were signed on its behalf by:



Swag Mukerji  
Director



## Chiron Communications Limited

### Statement of changes in equity

For the year ended 31 December 2018

	Share capital £'000	Share premium £'000	Other reserves £'000	Retained (loss)/ earnings £'000	Total £'000
<b>Balance at 1 January 2017 (restated*)</b>	<b>40</b>	<b>9</b>	<b>1,387</b>	<b>(4,807)</b>	<b>(3,371)</b>
Profit and total comprehensive income for the year (restated*)	-	-	-	8,430	8,430
<b>Balance at 31 December 2017 (restated*)</b>	<b>40</b>	<b>9</b>	<b>1,387</b>	<b>3,623</b>	<b>5,059</b>
Loss and total comprehensive loss for the year	-	-	-	(5,143)	(5,143)
Capital contribution (note 24)	-	-	398	-	398
<b>Balance at 31 December 2018</b>	<b>40</b>	<b>9</b>	<b>1,785</b>	<b>(1,520)</b>	<b>314</b>

\* See note 2(a) for details regarding the restatement as a result of error.

The notes on pages 8 to 29 are an integral part of these financial statements.

# Chiron Communications Limited

## Notes to the financial statements

For the year ended 31 December 2018

### 1. General information

Chiron Communications Limited ('the Company') is a company incorporated in the England and Wales under the Companies Act.

The Company is a private company limited by shares and is registered in England and Wales. The address of the Company's registered office is shown on page 1.

The nature of the Company's operations and its principal activities are set out in the strategic report on page 2.

These financial statements are separate financial statements. The Company is exempt from the preparation and delivery of consolidated financial statements, because it is included in the group accounts of Centaur Media Plc. The group accounts of Centaur Media Plc are available to the public and can be obtained as set out in note 28. The registered office address of the parent company preparing consolidated accounts is Wells Point, 79 Wells Street, London, W1T 3QN.

### 2. Significant accounting policies

#### (a) Basis of preparation

The Company meets the definition of a qualifying entity under Financial Reporting Standard 101 (FRS 101) issued by the Financial Reporting Council. Accordingly, these financial statements have been prepared in accordance with FRS 101 'Reduced Disclosure Framework'.

#### Going concern

At year end, the Company had incurred a loss after tax of £5,143,000 and had net current liabilities but had net assets. The Company has confirmation from Group companies that amounts owed to group undertakings of £77,823,000 will not be recalled within twelve months of signing these financial statements whilst the Company remains a part of the Group if, by doing so, it would jeopardise the financial status of the Company. On this basis, and with ongoing financial support from its ultimate parent company Centaur Media Plc, the Directors consider that the Company has reasonable resources in order to continue in operation for the foreseeable future and accordingly they have adopted the going concern assumption in the preparation of the financial statements.

#### New and amended standards adopted

The following new standards that are mandatory for the first time for the financial year commencing 1 January 2018 have been adopted by the Company:

#### IFRS 9 'Financial instruments'

IFRS 9 addresses the classification, measurement and derecognition of financial assets and financial liabilities, introduces new rules for hedge accounting and a new impairment model for financial assets.

#### **Impact**

After review of the Company's financial assets and liabilities the results indicate that only trade receivables are impacted by the new standard.

The new impairment model for trade receivables requires the recognition of impairment provisions based on expected credit losses for 12 months and lifetime expected credit losses rather than only incurred credit losses as is the case under IAS 39. We consider 12 month and life time losses to be equal. The results of the application of the new impairment model indicates that there is not a material change to the loss allowance for trade receivables. We define a default as failure of a debtor to repay an amount due as this is the time at which our estimate of future cash flows from the debtor is affected.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

The new standard has also been applied to all other financial assets and liabilities, including cash and cash equivalents, however there is no impact to the value of these assets and liabilities.

As outlined in the FY17 Group Annual Report and as permitted under the transition requirements, the Company has not restated comparatives for 2017 as it applied the new rules retrospectively from 1 January 2018 per the practical expedients permitted under the standard.

### **Disclosures**

Disclosures have been made in line with IFRS 9 requirements. The accounting policy for financial instruments is set out in note 2(p).

### **IFRS 15 'Revenue from contracts with customers'**

IFRS 15 sets out the requirements for recognising revenue from contracts with customers, replacing all existing revenue standards. The standard requires entities to apportion revenue earned from contracts to individual performance obligations, on a stand-alone selling price basis, based on a five-step model framework.

### **Impact**

The Company has performed an impact assessment on revenue generated in the 12 months to 31 December 2018 and the results indicate that the adoption of IFRS 15 has not had a material impact on the timing or quantum of revenue at a company or intercompany level.

As outlined in the FY17 Group Annual Report, given the insignificant impact to revenues comparatives have not been restated for the impact of IFRS 15

### **Disclosures**

Disclosures have been made in line with IFRS 15 requirements. The accounting policy for revenue recognition is set out in note 2(c). The only assets and liabilities held on the statement of financial position relating to contracts with customers is accrued income and deferred income respectively.

### **Other**

No other new standards or amendments to standards (including the Annual Improvements (2015) to existing standards) that are mandatory for the first time for the financial year commencing 1 January 2018 affected any of the amounts recognised in the current year or any prior year and is not likely to affect future periods.

### **New standards and interpretations not yet adopted**

The following new accounting standards and interpretations have been published that are not mandatory for 31 December 2018 reporting periods and have not been early adopted by the Company:

### **IFRS 16 'Leases'**

IFRS 16 sets out the requirements for lessee and lessor lease accounting. The new standard replaces IAS 17, and eliminates the classification of leases as either operating leases or finance leases as required by IAS 17 and instead introduces a single accounting model for leases which requires lessees to recognise assets and liabilities for most leases.

### **Impact**

As the Company holds no lease arrangements, it will not be impacted by this standard.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### Prior period restatements

Implementation of the Group restructuring to align legal entities with portfolios and operating segments during the year identified that the Company had incorrectly accounted for assets, liabilities and trade that were controlled by, or were the obligation of, its immediate parent, Centaur Communications Limited or its ultimate parent, Centaur Media Plc. These errors were made in the establishment of the Company, which acted as the service organisation of the Group, and have been carried forward since. The prior period restatements have no impact on the reported results of the Group.

The nature of these prior period errors and the financial line items affected are summarised below.

(i) *Project brands*

The Company historically accounted for project brands, Headline Money and Business Travel Show, that were legally owned by its parent, Centaur Communications Limited. Correction of the error has resulted in a reduction in revenue, cost of sales, administrative expenses including amortisation, goodwill, other intangible assets (computer software), trade receivables, accrued income, inventories, accruals and deferred income. Employee head count and employee related costs associated with these brands have been restated. See note 5.

(ii) *Property, plant and equipment and software*

Property, plant and equipment and software that are legally owned by its parent, Centaur Communications Limited, had historically been accounted for by the Company in error. Correction of the error has resulted in a reduction in property, plant and equipment, other intangible assets (software), deferred tax asset, prepayments, accruals, depreciation, amortisation and taxation.

(iii) *Cash and bank balances*

Cash and bank balances from bank accounts that are legally owned by Centaur Communications Limited had previously been accounted for by the Company in error. Correction of the error has resulted in a reduction in cash and bank balances, prepayments, other receivables, trade payables, accruals and administrative expenses.

(iv) *Other receivables*

The net value added tax ('VAT') receivable had historically been accounted for in the Company. However, as the Group's VAT is registered with Centaur Communications Limited, the net VAT receivable at year end should have been accounted for in Centaur Communications Limited rather than the Company. Correction of the error has resulted in a reduction in other receivables.

(v) *Employee related liabilities*

Contracts of service with all employees (including directors) of the Group are signed by Centaur Communications Limited, rather than the Company as previously disclosed. Consequently, employee related liabilities have historically been accounted for by the Company in error. Correction of the error has resulted in a reduction in other creditors.

(vi) *Other payables*

In 2017, the Company accounted for current liabilities arising from the disposal of Ascent Publishing Limited, a subsidiary of Centaur Communications Limited, in error. Correction of the error has reduced other creditors.

Correction of these errors has resulted in a net reduction in profit after tax of £456,000 in 2017.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

The following prior period errors in financial statement presentation and disclosure have been identified:

(i) *Other operating income*

The lease and sub-lease agreements for the Wells Street property were signed by the Company's ultimate parent company, Centaur Media Plc, rather than the Company as previously disclosed.

The operating lease rental expenses associated with the Wells Street lease are recharged to the Company for the use of the property. Other operating income, equivalent to the rental income received by Centaur Media Plc from tenants for the sub-lease of the Wells Street property, is also recharged to the Company. This other operating income has historically been presented within revenue. As this income does not arise from the principal activities of the business it has been restated and presented as other operating income. The impact is a reduction in revenue and an increase in other operating income of £715,000 in 2017. There was no overall impact on the total comprehensive income for the year.

(ii) *Operating lease commitments*

The Company has historically disclosed outstanding commitments payable and outstanding commitments receivable for future minimum lease payments under respective cancellable and non-cancellable operating leases for the Wells Street building. As the lease and sub-lease agreements for the Wells Street property were signed by the Company's ultimate parent company, Centaur Media Plc, rather than the Company as previously disclosed, the outstanding lease commitments are receivable and payable to Centaur Media Plc.

The operating lease arrangements disclosure has been retained within the Company's notes to the financial statements as at 31 December 2017 as equivalent outstanding lease commitments receivable and payable were recharged to the Company. As the Company is to be made dormant in the future, Centaur Media Plc will recharge the lease commitments to Centaur Communications Limited, rather than the Company, from January 2019. As such, the Company's operating lease commitments as at 31 December 2018 are nil. See note 25.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### Prior period restatements (continued)

The prior period errors have been corrected by restating each of the affected financial statement line items for the prior periods as follows:

	2017	Increase/ (Decrease)	Presentation Increase/ (Decrease)	2017 (Restated)
	£'000	£'000	£'000	£'000
<b>Income statement</b>				
Revenue	31,270	(4,306)	(715)	26,249
Cost of sales	(17,730)	2,414	-	(15,316)
<b>Gross profit</b>	<b>13,540</b>	<b>(1,892)</b>	<b>(715)</b>	<b>10,933</b>
Other operating income	-	-	715	715
Distribution costs	(536)	-	-	(536)
Intercompany debt forgiven	13,963	-	-	13,963
Administrative expenses	(19,028)	1,201	-	(17,827)
<b>Operating profit/(loss)</b>	<b>7,939</b>	<b>(691)</b>	<b>-</b>	<b>7,248</b>
Interest receivable	1,063	-	-	1,063
Finance costs	(1,245)	-	-	(1,245)
<b>Profit/(loss) before taxation</b>	<b>7,757</b>	<b>(691)</b>	<b>-</b>	<b>7,066</b>
Tax	1,129	235	-	1,364
<b>Profit/(loss) for the financial year attributable to owners of the Company</b>	<b>8,886</b>	<b>(456)</b>	<b>-</b>	<b>8,430</b>

## Chiron Communications Limited

### Notes to the financial statements (continued)

For the year ended 31 December 2018

#### Prior period restatements (continued)

	31 December 2017	Increase/ (Decrease)	31 December 2017 (Restated)	1 January 2017	Increase/ (Decrease)	1 January 2017 (Restated)
	£'000	£'000	£'000	£'000	£'000	£'000
<b>Statement of financial position</b>						
Goodwill	4,348	(72)	4,276	4,348	(72)	4,276
Other intangible assets	5,270	(5,270)	-	4,821	(4,821)	-
Property, plant and equipment	1,438	(1,438)	-	1,897	(1,897)	-
Investments	990	-	990	990	-	990
Deferred tax asset	436	(287)	149	231	(114)	117
<b>Total non-current assets</b>	<b>12,482</b>	<b>(7,067)</b>	<b>5,415</b>	<b>12,287</b>	<b>(6,904)</b>	<b>5,383</b>
Cash and bank balances	2,499	(2,499)	-	2,273	(2,273)	-
Trade receivables	1,920	(239)	1,681	3,787	(540)	3,247
Amounts owed by group undertakings	55,937	408	56,345	34,709	2,298	37,007
Prepayments	1,169	(387)	782	946	(250)	696
Accrued income	49	(5)	44	170	-	170
Other receivables	1,427	(1,331)	96	203	(169)	34
Inventories	1,433	(518)	915	1,920	(723)	1,197
<b>Total current assets</b>	<b>64,434</b>	<b>(4,571)</b>	<b>59,863</b>	<b>44,008</b>	<b>(1,657)</b>	<b>42,351</b>
<b>Total assets</b>	<b>76,916</b>	<b>(11,638)</b>	<b>65,278</b>	<b>56,295</b>	<b>(8,561)</b>	<b>47,734</b>
Trade payables	(2,360)	2,360	-	(3,624)	3,624	-
Amounts owed to group undertakings	(56,324)	3,029	(53,295)	(45,290)	-	(45,290)
Accruals	(3,455)	456	(2,999)	(2,411)	270	(2,141)
Other creditors	(1,279)	1,257	(22)	(907)	902	(5)
Deferred income	(7,467)	3,564	(3,903)	(6,918)	3,249	(3,669)
<b>Total current liabilities</b>	<b>(70,885)</b>	<b>10,666</b>	<b>(60,219)</b>	<b>(59,150)</b>	<b>8,045</b>	<b>(51,105)</b>
<b>Net current liabilities</b>	<b>(6,451)</b>	<b>6,095</b>	<b>(356)</b>	<b>(15,142)</b>	<b>6,388</b>	<b>(8,754)</b>
<b>Net assets/(liabilities)</b>	<b>6,031</b>	<b>(972)</b>	<b>5,059</b>	<b>(2,855)</b>	<b>(516)</b>	<b>(3,371)</b>
Share capital	40	-	40	40	-	40
Share premium	9	-	9	9	-	9
Other reserves	1,387	-	1,387	1,387	-	1,387
Retained earnings/(loss)	4,595	(972)	3,623	(4,291)	(516)	(4,807)
<b>Equity attributable to owners of the Company</b>	<b>6,031</b>	<b>(972)</b>	<b>5,059</b>	<b>(2,855)</b>	<b>(516)</b>	<b>(3,371)</b>

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### Comparative numbers

Certain prior year comparatives have been updated to reflect current year disclosures.

### (b) Foreign currency translation

#### *(i) Functional and presentation currency*

The financial statements are presented in pounds sterling, which is the currency of the primary economic environment in which the Company operates (its functional currency).

#### *(ii) Transactions and balances*

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

### (c) Revenue recognition

Revenue is measured at the transaction price, which is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to the customer. Revenue arises from the sales of premium content (subscriptions and individual publications), live events and advertising space provided in the normal course of business, net of discounts and value added tax. Revenue is reduced for customer returns, rebates and other similar allowances.

The Group recognises revenue earned from contracts as individual performance obligations are met, on a stand-alone selling price basis. This is when value and control of the product or service has transferred, being when the product is delivered to the customer or the period in which the services are rendered as laid out below

#### **Premium content**

Revenue from subscriptions is deferred and recognised on a straight-line basis over the subscription period. Revenue from individual publications is recognised in the year in which the publication is provided to the customer.

#### **Live events**

Consideration received in advance for events is deferred and revenue is recognised in the year in which the event takes place.

#### **Advertising**

Sales of online advertising space are recognised over the period during which the advertisements are placed. Sales of advertising space in publications are recognised in the year in which the publication occurs.

### (d) Interest receivable and other operating income

Interest income is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other operating income for the sub-lease of properties under lease is recognised on a straight-line basis over the lease term.

### (e) Finance costs

Finance costs are recognised in profit or loss in the period in which they are incurred.



# **Chiron Communications Limited**

## **Notes to the financial statements (continued)**

For the year ended 31 December 2018

### **(f) Income tax**

The tax expense represents the sum of current and deferred tax.

Current tax is based on the taxable profit for the period. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years, and it further includes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance date.

Deferred tax is provided in full, using the liability method, on temporary differences between the carrying amounts of assets and liabilities and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available to utilise those temporary differences and losses. Such assets and liabilities are not recognised if the temporary difference arises from goodwill or the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax is calculated at the enacted or substantively enacted tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited to the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is recognised in other comprehensive income.

### **(g) Leases**

Agreements under which payments are made to owners in return for the right to use an asset for a period are accounted for as leases. Leases that transfer substantially all of the risks and rewards of ownership are recognised at the commencement of the lease term as finance leases within property, plant and equipment and debt at the fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Finance lease payments are apportioned between interest expense and repayments of debt. All other leases are classified as operating leases and the cost is recognised in profit or loss on a straight-line basis.

### **(h) Investments**

Investments in subsidiaries are stated at cost less provision for impairment in value.

Investments are reviewed for impairment whenever events indicate that the carrying value may not be recoverable. An impairment loss is recognised to the extent that the carrying value exceeds the higher of the investments fair value less cost of disposal and its value-in-use. An asset's value in use is calculated by discounting an estimate of future cash flows by the pre-tax weighted average cost of capital. Any impairment is recognised in the income statement and not subsequently reversed.

### **(i) Goodwill**

Where the cost of a business acquisition exceeds the fair values attributable to the separable net assets acquired, the resulting goodwill is capitalised and allocated to the cash-generating unit ('CGU') or groups of CGUs that are expected to benefit from the synergies of the business combination. Goodwill has an indefinite useful life and is tested for impairment annually or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

Each brand is deemed to be a CGU with goodwill attributed to groups of CGUs. Goodwill and acquired intangible assets are tested for impairment in accordance with IAS 36. In assessing whether a write-down of goodwill and acquired intangible assets is required, the carrying value of the brand is compared with its recoverable amount. Recoverable amount is measured as the higher of fair value less cost of disposal and value-in-use. Any impairment is recognised in the income statement. Impairment of goodwill is not subsequently reversed.

On the disposal of a CGU, the attributable amount of goodwill is included in the determination of the profit and loss on disposal.

# **Chiron Communications Limited**

## **Notes to the financial statements (continued)**

For the year ended 31 December 2018

### **(j) Inventories**

Inventories are stated at the lower of cost and net realisable value. Work in progress comprises costs incurred relating to publications and exhibitions prior to the publication date or the date of the event.

### **(k) Employee benefits - share based payments**

Where the Company's ultimate parent company has granted rights to its equity instruments to employees of the Company, such arrangements are accounted for as equity-settled share-based payment arrangements. In such instances a capital contribution is recognised to the extent that the Company is not recharged by its parent.

The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each reporting year, the Company revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. The Company recognises the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity. The Group issues new shares or transfers shares from treasury shares to settle share-based compensation awards.

The award by the Group of share-based compensation awards over its equity instruments to the employees of subsidiary undertakings in the Group is treated as a capital contribution, only if it is left unsettled. The fair value of employee services received, measured by reference to the grant date fair value, is recognised over the vesting period as an increase to investment in subsidiary undertakings, with a corresponding credit to equity.

### **(l) Retirement benefit costs**

The Company contributes to a defined contribution pension scheme for the benefit of employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. Contributions to defined contribution schemes are charged to the income statement when employer contributions become payable.

### **(m) Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation and the obligation can be reliably estimated.

### **(n) Share capital and share premium**

Ordinary shares are classified as equity. The excess of consideration received in respect of shares issued over the nominal value of those shares is recognised in the share premium account. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### **(o) Dividends**

Dividends are recognised as a liability in the period in which they are paid or approved by the shareholders in the Annual General Meeting.

### **(p) Financial instruments**

The Group has applied IFRS 9, Financial Instruments as outlined below:

#### ***(i) Financial assets***

The Group classifies and measures its financial assets in line with one of the three measurement models under IFRS 9: at amortised cost, fair value through profit or loss, and fair value through other comprehensive income. Management determines the classification of its financial assets based on the requirements of IFRS 9 at initial recognition.

# **Chiron Communications Limited**

## **Notes to the financial statements (continued)**

For the year ended 31 December 2018

### ***(i) Financial assets (continued)***

They are included in current assets, except for maturities greater than 12 months after the balance date. These are classified as non-current assets. The Group's financial assets comprise trade and other receivables and cash and cash equivalents in the statement of financial position. Please see the following sections.

### ***(ii) Trade receivables***

The allowance for expected credit losses for trade receivables is established by considering on a discounted basis the cash shortfalls it would incur in various default scenarios for prescribed future periods and multiplying the shortfalls by the probability of each scenario occurring. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The allowance is the sum of these probability weighted outcomes. The allowance and any changes to it are recognised in the income statement within net operating expenses. A provision matrix is used to calculate the allowance for expected credit losses on trade receivables which is based on historical default rates over the expected life of the trade receivables and is adjusted for forward looking estimates. When a trade receivable is uncollectible, it is written off against the allowance account for trade receivables. Subsequent recoveries of amounts previously written off are credited against net operating expenses in the income statement.

### ***(iii) Cash and cash equivalents***

Cash and cash equivalents includes cash in hand and deposits repayable on demand or maturing within three months of the balance date.

### ***(iv) Financial liabilities***

Debt and trade payables are recognised initially at fair value based on amounts exchanged, net of transaction costs, and subsequently at amortised cost.

Interest expense on debt is accounted for using the effective interest method and, is recognised in finance costs in the income statement.

### ***(v) Borrowings***

Borrowings are recognised at fair value, net of transaction costs incurred and carried subsequently at amortised cost. Costs of borrowings are recognised in the income statement as incurred or, where appropriate, across the term of the related borrowing.

## **3. Key accounting assumptions, estimates and judgements**

The preparation of financial statements under IFRS requires the use of certain key accounting assumptions and requires management to exercise its judgement and to make estimates. The areas where assumptions and estimates are significant to the financial statements are as follows:

### ***i) Carrying value of goodwill and other intangible assets estimate***

In assessing whether goodwill and other intangible fixed assets are impaired, the Company uses a discounted cash flow model which includes forecast cash flows and estimates of future growth. If the results of operations in future periods are lower than included in the cash flow model, impairments may be triggered.

Intangible assets arising on business combinations are identified based on the Group's understanding of the acquired business and previous experience of similar businesses. Consistent methods of valuation for similar types of intangible asset are applied where possible and appropriate, using information reviewed at Board level where available. Discount rates applied in calculating the values of intangible assets arising on the acquisition of subsidiaries are calculated specifically for each acquisition and adjusted to reflect the respective risk profile of each individual asset based on the Group's past experience of similar assets.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### ii) Recoverability of trade receivables estimate

The allowance for expected credit losses for trade receivables is calculated in line with IFRS 9. This is established by considering on a discounted basis the cash shortfalls it would incur in various default scenarios for prescribed future periods and multiplying the shortfalls by the probability of each scenario occurring. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

### 4. Revenue

	2018 £'000	2017 (restated*) £'000
<b>Discontinued operations</b>		
Sales of goods and services	25,235	26,249

An analysis of the Company's revenue by class of business is set out below.

	2018 £'000	2017 (restated*) £'000
Advertising	10,351	11,014
Events	11,607	11,953
Premium content	3,275	3,090
Other	2	192
	<b>25,235</b>	<b>26,249</b>

An analysis of the Company's revenue by geographical market is set out below.

	2018 £'000	2017 (restated*) £'000
United Kingdom	21,100	22,024
Europe	1,589	1,715
Rest of world	2,546	2,510
	<b>25,235</b>	<b>26,249</b>

\* See note 2(a) for details regarding the restatement as a result of error.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 5. Staff costs

The average monthly number of employees was:

	<b>2018</b>	<b>2017</b> <b>(restated*)</b>
	<b>No.</b>	<b>No.</b>
Editorial	44	51
Administration	63	72
Production	67	82
Sales	71	79
	<b>245</b>	<b>284</b>

Their aggregate remuneration comprised:

	<b>2018</b>	<b>2017</b> <b>(restated*)</b>
	<b>£'000</b>	<b>£'000</b>
Wages and salaries	12,044	13,683
Social security costs	1,413	1,564
Other pension costs (note 23)	512	545
Share-based payments (note 22)	398	149
	<b>14,367</b>	<b>15,941</b>
Exceptional redundancy costs (note 10)	-	203
	<b>14,367</b>	<b>16,144</b>

\* See note 2(a) for details regarding the restatement as a result of error.

The Company's immediate parent, Centaur Communications Limited, holds contracts of service with and pays all employees (including directors) of the Group and recharges the costs to the relevant group companies, including to the Company.

Disclosure of directors' remuneration is included in note 27.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 6. Other operating income

	2018 £'000	2017 (restated*) £'000
Income for sub-lease of properties under leases from group undertakings	<u>821</u>	<u>715</u>

\* See note 2(a) for details regarding the restatement as a result of error.

### 7. Interest receivable

	2018 £'000	2017 (restated*) £'000
Interest receivable from group companies	<u>1,413</u>	<u>1,063</u>

\* See note 2(a) for details regarding the restatement as a result of error.

### 8. Finance costs

	2018 £'000	2017 £'000
Interest payable to group companies	<u>1,798</u>	<u>1,245</u>

### 9. Tax

	2018 £'000	2017 (restated*) £'000
Analysis of credit for the period		
Current tax:		
UK Corporation tax	(1,105)	(1,246)
Adjustments in respect of prior periods	-	(86)
	<u>(1,105)</u>	<u>(1,332)</u>
Deferred tax (note 14):		
Current period	(5)	(32)
	<u>(1,110)</u>	<u>(1,364)</u>

Corporation tax is calculated at 19.00% (2017: 19.25%) of the estimated taxable (loss)/profit for the year.

\* See note 2(a) for details regarding the restatement as a result of error.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 9. Tax (continued)

The tax credit for the year can be reconciled to the (loss)/profit in the income statement as follows:

	<b>2018</b>	<b>2017</b>
	<b>£'000</b>	<b>(restated*)</b>
	<b>£'000</b>	<b>£'000</b>
(Loss)/profit before tax	(6,253)	7,066
Tax at the UK corporation tax rate of 19.00% (2017: 19.25%)	(1,188)	1,360
Effects of:		
Expenses not deductible for tax purposes	9	50
Non-taxable income	-	(2,688)
Deferred tax not recognised	52	-
Effects of changes in tax rate on deferred tax balances	17	-
Adjustments to tax in respect of prior periods	-	(86)
Tax credit for the year	<b>(1,110)</b>	<b>(1,364)</b>

The Finance Act 2015 included legislation to reduce the main rate of corporation tax from 20% to 19% from 1 April 2017 and to 17% from 1 April 2020. This change had been substantively enacted at the balance date and therefore the Company's deferred tax balances are recorded at 17%.

\* See note 2(a) for details regarding the restatement as a result of error.

### 10. (Loss)/profit for the year

(Loss)/profit for the year has been arrived at after charging:

	<b>2018</b>	<b>2017</b>
	<b>£'000</b>	<b>(restated*)</b>
	<b>£'000</b>	<b>£'000</b>
Net foreign exchange (gains)	(6)	(59)
Operating leases - rentals for land and buildings owed to group undertakings (note 25)	898	1,564
Income for sub-lease of properties under leases from group undertakings (note 6)	(821)	(715)
Trade receivables impairment	289	221
Staff costs (note 5)	14,367	16,144

\* See note 2(a) for details regarding the restatement as a result of error.

The members have not required the Company to obtain an audit of its accounts for the current period in accordance with section 476 of the Companies Act 2006.

In 2017, the Company incurred costs on behalf of other fellow subsidiary undertakings for other audit assurance services in relation to an acquisition and disposal of £16,900 and £14,500 respectively. These were not recharged during 2017. No such costs were incurred by the Company in 2018.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 10. (Loss)/profit for the year (continued)

In addition, operating (loss)/profit is stated after charging/(crediting) the following one-off items:

	2018 £'000	2017 £'000
Restructuring costs		
Staff-related restructuring costs	-	203
Intercompany debt forgiven by fellow subsidiaries	-	(13,963)
	-	<b>(13,760)</b>

During 2017, restructuring costs were incurred as a result of the reorganisation of the Human Resources function and exit from print.

Intercompany debt forgiven by fellow subsidiaries in 2017 relates to a release of intercompany balances with Ascent Publishing Limited of £11,319,000 and Centaur Consumer Exhibitions Limited of £2,644,000 before they were disposed from the Centaur Media Plc Group.

### 11. Disposal of trade and assets

On 1 December 2018, the Company disposed of a number of brands to other group undertakings. The disposal was effected in line with the Group's strategy to align its legal entities with its portfolios and operating segments. The results of the brands disposed of were as follows:

	2018 £'000	2017 £'000
Revenue	24,983	25,209
Expenses	(15,594)	(15,531)
<b>Profit before tax</b>	<b>9,389</b>	<b>9,678</b>
Attributable tax expense	(1,774)	(1,814)
<b>Profit after tax</b>	<b>7,615</b>	<b>7,864</b>

No profit or loss arose on the disposal as the proceeds were equivalent to the net liabilities disposed of as disclosed in note 15.

### 12. Goodwill

	£'000
<b>Cost</b>	
At 1 January 2017 and 31 December 2017 (restated*)	4,276
Disposals	(4,276)
<b>At 31 December 2018</b>	<b>-</b>

\* See note 2(a) for details regarding the restatement as a result of error.

The disposal of goodwill during the year relates to the disposal of trade and assets to other group companies on 1 December 2018 following a Group restructuring initiated to align the Group's legal entities with its portfolios and operating segments as disclosed in note 15.



## Chiron Communications Limited

### Notes to the financial statements (continued)

For the year ended 31 December 2018

#### 13. Investments

	Subsidiary undertakings £'000
<b>Cost</b>	
At 1 January 2017, 31 December 2017 and 31 December 2018	<u>2,000</u>
<b>Impairment</b>	
At 1 January 2017, 31 December 2017 and 31 December 2018	1,010
<b>Net book value</b>	
At 1 January 2017, 31 December 2017 and 31 December 2018	<u><u>990</u></u>

Chiron Communications Limited holds 100% of the ordinary shares of Mayfield Publishing Ltd. This company is dormant and has not traded during the year or the preceding financial year and will remain dormant with no changes anticipated for the foreseeable future.

Mayfield Publishing Ltd is incorporated in England and Wales. The Directors believe that the carrying value of the investment is supported by its underlying net assets.

#### 14. Deferred tax

The following are the major deferred tax assets recognised by the Company and movements thereon during the current and prior reporting period.

	Other timing differences £'000
At 1 January 2017 (restated*)	117
Charge to profit or loss (restated*)	<u>32</u>
At 31 December 2017 (restated*)	149
Charge to profit or loss	<u>5</u>
<b>At 31 December 2018</b>	<u><b>154</b></u>

\* See note 2(a) for details regarding the restatement as a result of error.

Deferred tax assets and liabilities are offset where the Company has a legally enforceable right to do so.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 15. Disposal of trade and assets

On 1 December 2018, the Company disposed of its brands to other group undertakings. The disposal was effected in line with the Group's strategy to align its legal entities with its portfolios and operating segments.

The carrying amounts of assets and liabilities that were transferred to the below fellow subsidiaries of the Group as at the date of the transfer were:

	<b>Centaur Financial Platforms Limited £'000</b>	<b>Centaur Human Resources Limited £'000</b>	<b>Xeim Limited £'000</b>	<b>Thelawyer. com Limited £'000</b>	<b>Centaur Engineering Limited £'000</b>	<b>Centaur Media Travel and Meetings Limited £'000</b>	<b>Total £'000</b>
Goodwill	1,227	26	1,482	1,133	408	-	<b>4,276</b>
Amounts owed from group undertakings	54	9	236	687	19	-	<b>1,005</b>
Trade receivables	824	167	656	563	199	275	<b>2,686</b>
Prepayments and accrued income	95	-	91	114	1	9	<b>308</b>
Inventories	-	19	170	3	69	198	<b>459</b>
Accruals	(99)	(79)	(470)	(332)	(72)	(53)	<b>(1,105)</b>
Deferred income	(278)	(423)	(1,270)	(1,245)	(364)	(484)	<b>(4,064)</b>
<b>Net assets/ (liabilities) disposed</b>	<b>1,823</b>	<b>(281)</b>	<b>895</b>	<b>923</b>	<b>260</b>	<b>(55)</b>	<b>3,565</b>
<b>Satisfied by:</b>							
Amounts owed by group undertakings	-	(281)	-	-	-	(55)	<b>(336)</b>
Loans receivable	1,823	-	895	923	260	-	<b>3,901</b>
	<b>1,823</b>	<b>(281)</b>	<b>895</b>	<b>923</b>	<b>260</b>	<b>(55)</b>	<b>3,565</b>

No profit or loss arose on the disposal of the brands as the proceeds were equivalent to the net assets disposed.

The transfer of net assets related to Centaur Financial Platforms Limited, Xeim Limited, Thelawyer.com Limited and Centaur Engineering Limited resulted in promissory notes of £1,823,000, £895,000, £923,000 and £260,000 respectively owed to the Company. These balances were outstanding at year end as disclosed in note 17.

The transfer of net liabilities in relation to Centaur Human Resources Limited and Centaur Media Travel and Meetings Limited resulted in a transfer of intercompany receivable balances, owed to the Company from other fellow subsidiary undertakings, to Centaur Human Resources Limited and Centaur Travel and Meetings Limited of £281,000 and £55,000 respectively.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 16. Trade and other receivables

	31 December 2018 £'000	31 December 2017 (restated*) £'000
Trade receivables	-	1,681
Amounts owed by group undertakings	75,044	56,345
Prepayments	587	782
Accrued income	17	44
Other receivables	73	96
	<b>75,721</b>	<b>58,948</b>

\* See note 2(a) for details regarding the restatement as a result of error.

Amounts owed by group undertakings are unsecured, repayable on demand, and bear interest at an annual rate of 2.67% (2017: 2.39%).

### 17. Loans receivable

	31 December 2018 £'000	31 December 2017 £'000
Falling due within one year:		
Promissory notes owed by group undertakings	<b>3,901</b>	-

Promissory notes owed by group undertakings are unsecured, repayable on demand and do not bear interest.

### 18. Inventories

	31 December 2018 £'000	31 December 2017 (restated*) £'000
Work in progress	-	<b>915</b>

\* See note 2(a) for details regarding the restatement as a result of error.

There are no provision amounts in respect of inventories (2017: £nil) and there were no write-downs of inventory in the year (2017: £nil).

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 19. Trade and other payables

	31 December 2018	31 December 2017 (restated*)
	£'000	£'000
Falling due within one year:		
Amounts owed to group undertakings	77,823	53,295
Accruals	2,460	2,999
Other creditors	10	22
	<b>80,293</b>	<b>56,316</b>

\* See note 2(a) for details regarding the restatement as a result of error.

Amounts owed to group undertakings are unsecured, repayable on demand, and bear interest at an annual rate of 2.67% (2017: 2.39%).

### 20. Deferred income

	31 December 2018	31 December 2017 (restated*)
	£'000	£'000
Subscriptions	-	820
Events	-	3,001
Income for sub-lease of properties under leases from group undertakings	159	82
	<b>159</b>	<b>3,903</b>

\* See note 2(a) for details regarding the restatement as a result of error.

### 21. Share capital

	31 December 2018	31 December 2017
	£'000	£'000
<b>Authorised, issued and fully paid:</b>		
40,000 (2017: 40,000) ordinary shares of £1 each	<b>40</b>	<b>40</b>

The Company has one class of ordinary shares which carries no right to fixed income.

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 22. Share-based payments

#### Equity-settled share option scheme

The Company participates in a number of share option schemes for senior employees. Options are exercisable on the shares of the ultimate parent company at a price equal to the estimated fair value of the ultimate parent company's shares on the date of grant. The vesting period is three years. If the options remain unexercised after a period of six months from the date of vesting the options expire. Options are forfeited if the employee leaves the Company before the options vest. Full disclosure of the schemes are shown in note 25 of the 2018 Group Annual Report.

5,126,030 (2017: 4,303,074) options were outstanding at the year end which had an exercise price of £nil (2017: £nil) and a weighted average remaining contractual life of 1.2 years (2017: 1.7 years). 1,396,573 (2017: 2,361,497) options were granted on 6 April 2018 (2017: 7 April 2017) with an aggregate estimated fair value of £350,540 (2017: £501,169). 101,120 (2017: 796,913) options were forfeited and 472,497 (2017: nil) options lapsed during the year. No shares were exercised during the year (2017: nil).

### 23. Retirement benefit schemes

The Company contributes to individual and collective money purchase pension schemes in respect of Directors and employees once they have completed the requisite period of service. The charge in the period in respect of these defined contribution schemes is shown in note 5. Included within amounts owed to group undertakings is an amount of £53,100 (2017: £69,800) payable in respect of money purchase pension schemes.

### 24. Other reserves

The Company received capital contributions in the year from Centaur Media Plc in respect of share-based payments of £398,000 (2017: £nil).

### 25. Operating lease commitments – minimum lease payments

At year end, the Company's ultimate parent company, Centaur Media Plc, had committed the following payments in respect of operating leases on land and buildings, which would be recharged to the Company.

#### Commitments payable under non-cancellable operating leases recharged to the Company

	31 December 2018 £'000	31 December 2017 £'000
Within one year	-	1,900
Later than one year and less than five years	-	2,375
	-	<b>4,275</b>

# Chiron Communications Limited

## Notes to the financial statements (continued)

For the year ended 31 December 2018

### 25. Operating lease commitments – minimum lease payments (continued)

At year end, the Company's ultimate parent company, Centaur Media Plc, had contracted with tenants to receive the following payments in respect of operating leases on land and buildings, which would be recharged to the Company.

#### Commitments receivable under non-cancellable operating leases recharged to the Company

	31 December 2018 £'000	31 December 2017 £'000
Within 1 year	-	695
Later than 1 year and less than 5 years	-	499
	-	<b>1,194</b>

See note 2(a) for details regarding the restatement as a result of error in relation to operating lease commitments.

### 26. Contingent liabilities

The Group, along with fellow subsidiary undertakings of the Group including the Company, has granted a cross guarantee in favour of its bankers in respect of the £nil (2017: £nil) bank borrowings of the ultimate parent undertaking, Centaur Media Plc. The total facility available to the Group is £25.0m and is available through to August 2019.

### 27. Related party transactions

As a wholly owned subsidiary of Centaur Communications Limited, which is a wholly owned subsidiary of Centaur Media Plc, the Company has taken advantage of the exemption under FRS 101 from disclosing transactions with other companies that are a wholly owned member of the Centaur Media Plc group.

Directors' remuneration, analysed under the headings required by Company law is set out below.

	2018 £'000	2017 £'000
<b>Aggregate Directors' remuneration</b>		
Emoluments	195	318
Company contributions to money purchase pension schemes	13	23
	<b>208</b>	<b>341</b>

	2018 £'000	2017 £'000
<b>Highest paid director's remuneration</b>		
Emoluments	195	286
Company contributions to money purchase pension schemes	13	16
	<b>208</b>	<b>302</b>

## Chiron Communications Limited

### Notes to the financial statements (continued)

For the year ended 31 December 2018

#### 27. Related party transactions (continued)

	2018 £'000	2017 £'000
<b>The number of directors who:</b>		
Are members of a money purchase pension scheme	1	1
Had awards receivable in the form of shares in the parent company under a long-term incentive scheme	1	1

Andria Vidler (resigned 30 September 2019) and Swag Mukerji did not receive any emoluments in respect of services to the Company, which are considered incidental to their duties on behalf of the Group. Amounts paid by the Company in respect of these Directors were recharged to Centaur Media Plc, where the relevant disclosures are made. The above disclosures are in relation to Grainne Brankin (resigned 30 June 2017) and Linda Smith (resigned 30 October 2018), who were the only Directors remunerated by the Company.

#### 28. Controlling party

In the opinion of the directors, the Company's ultimate parent company and ultimate controlling party is Centaur Media Plc, a Company incorporated in England and Wales and registered at Wells Point, 79 Wells Street, London, W1T 3QN. The parent undertaking of the largest and smallest group, which includes the Company and for which group accounts are prepared, is Centaur Media Plc. Copies of the group financial statements of Centaur Media Plc are available from <http://www.centaurmedia.com/investors/financial-performance/company-reports-presentations>.

The Company's immediate controlling party is Centaur Communications Limited.