

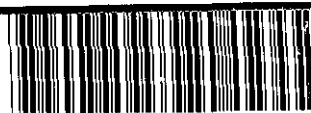
**FREMANTLE MUSIC PUBLISHING INTERNATIONAL LIMITED**  
(formerly Pearson Television Music Publishing Limited)

**DIRECTORS REPORT AND ACCOUNTS**

**FOR THE YEAR ENDED**

**31 DECEMBER 2000**

**Company Number : 1689135**



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**FREMANTLE MUSIC PUBLISHING INTERNATIONAL LIMITED**  
(formerly Pearson Television Music Publishing Limited)

**REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2000**

The directors present their report and the financial statements for the year ended 31 December 2000.

**Activities**

The company did not trade during the year ended 31 December 2000.

On 7 April 2000, Pearson plc, the ultimate parent undertaking company, Bertelsmann and GBL/Electrafina announced their intention to merge the Pearson Television Group and CLT-UFA into Audiofina a company registered in Luxembourg, with the new group seeking a primary listing with the UK Listing Authority. The merger was completed on 25 July 2000 and the name of Audiofina was changed to RTL Group. On 26 July 2000 dealing of RTL Group shares commenced on the London Stock Exchange.

As a result of this transaction, the RTL Group became the company's ultimate parent undertaking.

On 2 July 2001 Bertelsmann AG acquired the 29.9% stake in RTL Group held by GLB/Electrafina. The acquisition gives Bertelsmann a 67% controlling interest in RTL Group.

**Change of Name**

On 9 October 2001 the name of the company was changed from Pearson Television Music Publishing Limited to Fremantle Music Publishing International Limited.

**Directors and directors' interests**

The directors during the year were as follows:

SFH Tingay  
BFJ Harris (resigned 1 March 2000)  
KA Copisarow (appointed 1 March 2000)

None of the directors have any interest in the share capital of the company.

At no time during the year ended 31 December 2000 did any director have any interest which is required to be notified to the company under section 324 of the Companies Act 1985.

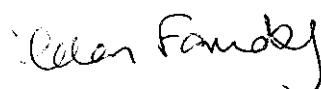
**Statement of directors' responsibilities**

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the profit and loss of the company for that year. In preparing those financial statements the directors are required to :

1. select suitable accounting policies and then apply them consistently;
2. make judgements and estimates that are reasonable and prudent;
3. 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 proper records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for taking reasonable steps for the detection of fraud and other irregularities.

**By order of the Board**



**HL Farnaby**  
Secretary  
29 October 2001

**Registered Office**  
1 Stephen Street  
London W1T 1AL

**FREMANTLE MUSIC PUBLISHING INTERNATIONAL LIMITED**  
(formerly Pearson Television Music Publishing Limited)

**BALANCE SHEET AS AT 31 DECEMBER 2000**

	<u>31 December</u> <u>2000</u> £	<u>31 December</u> <u>1999</u> £
<b>Current Assets</b>		
Debtors	<u>2</u>	<u>2</u>
<b>Share Capital:</b>		
Authorised 100 ordinary shares of £1 each		
Issued and fully paid 2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

The notes on page 3 form part of these accounts.

The Company has been dormant throughout the year within the meaning of Section 250 of the companies Act 1985, there have been no significant accounting transactions required to be entered in its accounting records.

The financial statements were approved by the Board on 29 October 2001 and are signed on its behalf by :

  
**SFH Tingay**  
Director

# **FREMANTLE MUSIC PUBLISHING INTERNATIONAL LIMITED**

(formerly Pearson Television Music Publishing Limited)

## **NOTES TO THE ACCOUNTS :**

### **1. Profit and Loss Account**

The Company did not trade during the current year or previous year, as a result no profit and loss account is presented.

### **2. Directors Remuneration**

The directors were remunerated as executives of other group companies, no part of their remuneration was charged to the company.

### **3. Ultimate Parent Company and Parent Undertaking.**

The company is a wholly owned subsidiary of FremantleMedia Limited, a company registered in England and Wales. The ultimate parent undertaking is RTL Group, a company registered in Luxembourg. Copies of consolidated financial statements of that company can be obtained from:

Company Secretary  
RTL Group  
45 boulevard Pierre Frieden  
L-2850 Luxembourg