

Banijay Media Limited
(formerly Zodiak Media Limited)
Consolidated financial statements for the
year ended 31 December 2021

Registered number 06722283



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Consolidated financial statements
Year ended 31 December 2021

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Company information

Directors

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T Gousset
P Holland
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Company registration number

06722283

Strategic Report for the year ended 31 December 2021

The Directors present their strategic report of Banijay Media Limited (“The Group” and “The Company”) for the year ended 31 December 2021.

Strategy and Objectives

The success of the Group is dependent on the successful selling and production of television programmes, and the recruitment and retention of key talent in order to achieve this aim.

As part of its growth strategy, the Group continues to diversify its portfolio of customers to take advantage of opportunities available, both in linear and non-linear broadcast channels.

The success of the Group is dependent on the subsidiaries achieving the aims detailed above. In addition, close monitoring of programme profit margins, as well as the development of ideas with international sales potential are key to the continuing performance of the Group.

Principal activities and review of the business

The Company’s principal activity is that of an investment holding company. The Group’s principal activity is that of television production and exploitation of programme rights, together with the provision of digital media content and services to corporate and broadcasting clients.

In order to enhance the integration of Banijay Group’s activities within the UK, on 15 December 2021 there was a reorganisation which resulted in the Company acquiring Endemol Shine Group Holding UK Limited and its subsidiaries. For further details on this please refer to note 6.

As part of this reorganisation on 30 June 2021 the Group disposed of its investment in Zodiac Music Publishing Limited and Sound Pocket Music Limited. On 31 December 2021 the Group disposed of its investment in Endemol Shine Australia Holdings Pty Limited. For further details please refer to note 7.

Figures presented within these accounts for 2021 only include the results of Endemol Shine Group Holding UK Limited and its subsidiaries from the date at which it became a part of the Group.

The comparative Group information for 2020 throughout are unaudited. Management are content that the 2020 figures were subject to sufficient scrutiny through individual entity audits as well as audit of the wider Banijay group.

The Group uses the following key performance indicators (“KPIs”) to understand the development, performance and position of the Group. The below information relates to continuing operations.

	Period ended 31 December 2021	Period ended 31 December 2020 (unaudited)
	£m	£m
Revenue	58.6	36.3
EBITDA*	7.8	3.0

* Earnings before interest, tax, depreciation and amortisation. Also excluded from figure is profit on sale of subsidiaries

Strategic Report for the year ended 31 December 2021 (continued)

Principal activities and review of the business (continued)

Revenue increased from £36.3 to £58.6m. EBITDA for the year ended 31 December 2021 was £7.8m (2020: £3.0m). The increase in both factors was driven by both a recovery of activities during 2021 after the significant restrictions on activities in 2020 due to the COVID-19 pandemic, along with expansion of the group with the acquisition of Endemol Shine Group Holding UK Limited.

For details of the discontinued operations please refer to note 7.

Market Description

The UK television market has several significant participants, including public service broadcasters. Streaming services and other broadcasters continue to expand and diversify the market, increasing the potential portfolio of customers.

The UK television market continues to be challenging, with customers maintaining pressure on license fees paid for both new and returning commissions.

Impact of COVID-19

The Directors have considered the risks on the Group's liquidity and ongoing use of the going concern status in connection to the COVID-19 pandemic.

Management are continuously monitoring the evolution of the situation and, where necessary, imposing the appropriate course of action to ensure that the Group remains liquid and solvent. Some restrictions were in place, however television programmes have continued to be produced throughout the course of the period in accordance with COVID-19 regulations in the relevant territory. Furthermore, as at the date of signing these financial statements, television programmes are expected to be produced in the foreseeable future.

Principal Risk and Uncertainties

In common with all television production companies the key risks are:

- The uncertainty regarding the long-term application of the current commercial broadcasting model, as advertising revenue comes under increasing pressure from audience fragmentation, time shifted and on-demand viewing, as well as the COVID-19 pandemic catalysing significant cuts in commercial advertising and marketing budgets in the UK and globally.
- The retention and motivation of the key talent that develop and sell projects to the Group's main broadcast customers.
- The risk that the Group's newly developed formats are not commissioned by broadcasters.
- The risk that the Group's significant and high profile long-running series are cancelled by the broadcasters.

The continuing risk and uncertainty regarding the prolongation of the COVID-19 pandemic and its impacts on the television production and distribution industries.

Banijay Group SAS, the intermediate parent undertaking, manages business and financial risks and uncertainties at group level, rather than on an individual company basis. As a result, the Group has reduced exposure to business and financial risks because it is able to call on group financial resources and experience, for instance hedging currency fluctuations.

Strategic Report for the year ended 31 December 2021 (continued)

Principal Risk and Uncertainties (continued)

The Directors are satisfied that, within the supportive structure of a global production group, it has sufficient resources in order to protect its commercial interests in the future.

The Group has in place specific retention schemes with each of its key creative talent in order to mitigate the risk of losing those personnel.

Relationships with key commissioners and channel controllers within the customer's businesses are actively maintained through the Group's key talent, and the senior management team within the wider group.

Management is constantly reviewing the Group's significant productions and ensuring that these formats are reinvented through innovation and development in order to keep them appealing for future audiences. The Group continues to invest in the development of new ideas and formats to ensure that new productions are commissioned by the broadcasters.

Financial and non-financial risk management objectives and policies

The Group's activities expose it to a number of financial and non-financial risks listed below.

Credit risk

The Group's principal financial assets are bank balances and cash, trade and other debtors.

The Group's credit risk is primarily attributable to its trade debtors.

The majority of the Group's trade debtor balance is due from the main UK broadcasters which the Directors consider to be a low credit risk. The Group has no significant concentration of the remaining credit risk, with exposure spread over a large number of counterparties and customers. The Group continues to manage this risk by continually monitoring the credit worthiness of its client list.

Cash flow and Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments a borrowing facility with other Group companies is available if required. The Group operates cash pooling arrangements with the wider Banijay Group, which ensures ongoing liquidity for the Group's operational needs.

Brexit

The directors consider that they have taken all reasonable steps to mitigate the risks associated with the withdrawal of the United Kingdom from the European Union. Furthermore, the groups production and primary sales market of media content for television is within the United Kingdom and therefore the directors do not consider that Brexit has adversely impacted the group in a material way.

Commercial risk

The principal commercial risks inherent in the activities of the Group relate to the ability of the Group to acquire commissions from broadcasters to produce televisual content. The Group aims to manage this risk by producing a diverse array of content for multiple broadcasters and employing market-leading executives and staff.

Strategic Report for the year ended 31 December 2021 (continued)

Financial and non-financial risk management objectives and policies (continued)

Currency risk

The Group is exposed to currency risk by virtue of cases where its business is invoiced in foreign currencies. The Group applies natural hedges by the nature of its transactions in order to mitigate these exposures.

Cyber Security and Data Protection risk

Risk that the Group is subject to increasingly sophisticated cyber-attacks aimed at causing business disruption, capture of data for financial gain and reputational damage. The Group has strengthened controls and defences around this area of risk, including additional security levels applied to IT systems, and remains vigilant to the increasing threat.

Section 172 Statement

Each of the directors of the Group are aware of their obligation to act in the way they consider, in good faith, would be most likely to promote the success of the Group for the benefits of its members as a whole, and in doing so have regard (amongst other matters) to the matters set out in section 172(1)(a) to (f) of section 172 of the Companies Act 2006.

The Board recognises that the Group must adopt effective long-term strategies if the business is to continue to grow and respond to challenges in the short and medium term.

As part of the Board's decision-making process the directors consider the potential impact of decisions on relevant stakeholders whilst also having regard to a number of broader factors, including the impact of the Group's operations on the community and environment, responsible business practices and the likely consequences of decisions in the long term. Through open and transparent dialogue with our key stakeholders, we have been able to develop a clear understanding of their needs, assess their perspectives and monitor their impact on our strategic ambition and culture.

Corporate and social responsibility

Corporate and social responsibility is a fundamental doctrine of our activities as a Group. Within this responsibility we are committed to championing diversity and inclusion in the media industry and are continually striving to have a positive and lasting impact on our local community and key stakeholders. Our definition of success strikes a balance between being a global and award winning television content producer and striving for high performance in operating in an inclusive, sustainable, environmental and socially responsible manner.

Employee-related matters

As a trading group, the wellbeing and safety of our employees is of paramount importance. We strive to provide the best possible physical working environment, whilst also cultivating a diverse, inclusive, fair and open culture. We have continued to strive for a workforce that reflects the diversity in our society and are significantly proud of the work carried by the Banijay Embrace, Giving, Pride and Women's networks, who not only endeavour to promote the voices of all our employees, talent and audiences, but also those which have wider national and global consequence.

Strategic Report for the year ended 31 December 2021 (continued)

Section 172 statement (continued)

Environmental matters

The impact of our activities on the communities we work within is considered in all aspects of the work undertaken by our trading subsidiaries. Our commitment to operate sustainably and with as minimal environmental impact as possible has been evidenced by the UK Banijay Group commitment to become the first independent production group to train its entire workforce on carbon footprint reduction via work with BAFTA's sustainability consortium 'Albert'. The impact of our activities on the communities we work within is considered in all aspects of our work. Refer to the Director's report for details on ways in which the business is committing to operating sustainably under the SECR disclosure.

Key decisions and matters that are of strategic importance to the Group are appropriately informed by section 172 factors. The table below sets out our key stakeholders and provides examples of how we have engaged with them in the year and the impact of that engagement.

Stakeholder group	How we engage	Impact of engagement
<p>Shareholders</p> <p>Our shareholders are vital to the future success of our business, providing funds which aid business growth and the generation of returns.</p> <p>Our ultimate shareholders consist of public listed entities and individual investors who own securities in our intermediate parent, Banijay Group SAS, either directly or indirectly through other corporate entities.</p>	<p>Performance metrics and updates are provided by the Board to Banijay Group SAS, with subsidiary performance cascaded up the group.</p>	<p>As a Board we aim to provide clear information to Banijay Group SAS, being honest and transparent as to the performance of the business.</p> <p>Value is generated for shareholders by supporting the overall group to deliver on the business plan.</p>

Strategic Report for the year ended 31 December 2021 (continued)

Section 172 statement (continued)

Stakeholder group (continued)	How we engage (continued)	Impact of engagement (continued)
<p>Customers and suppliers Our team is dedicated to making sure that we constantly refine our service to ensure that we remain a market leader in the field of independent television production and distribution.</p> <p>Banijay Media Limited and its subsidiaries work with a number of different broadcasters.</p>	<p>The business seeks to directly engage with its core customer and supplier base through:</p> <ul style="list-style-type: none"> - individual meetings with key broadcasters/customers attended by our label management, who in turn report back to the directors; - attendance at key industry events - individual and group meetings with suppliers. <p>The Board receives regular reports and analysis of metrics and global market trends.</p> <p>Investment in development of new formats has ensured that the interests of our customers and suppliers are best served.</p>	<p>Key outcomes from meetings with clients are reported to the directors enabling the Board to be kept updated on relevant trends, opportunities and challenges facing our clients.</p> <p>A broad understanding of global trends enables the Board to make informed strategic decisions. This serves our key customer and supplier base by ensuring Broadcasters get the right content that best suits their business.</p> <p>Presence at industry events fosters trust and maintains dialogue with our key customers and serves as an avenue for our customers to be kept up to date with latest sales analysis and forecasts, including market trends.</p> <p>As a result of COVID-19 these have in some instances been held online however the intention is to return to in person industry events when we are feasibly able to do so.</p>
<p>Employees Our business invests in people. Through continual investment in our workforce our people can develop their careers while contributing positively to our brands and initiatives.</p>	<p>We engage with our workforce during the year in a variety of ways, including:</p> <ul style="list-style-type: none"> - information on matters of strategic importance are delivered by the directors directly to the workforce via a combination of email updates and presentations; - conducting regular meetings between the directors and local HR teams; - provision of training opportunities to help employees develop their skill set; - in addition to regular informal discussions with employees, formal feedback is taken via the annual review process each year with a specific focus on employee well-being. 	<p>Good communication between the Board and employees has ensured that, where appropriate, the workforce is kept informed of strategic matters in advance of press announcements.</p> <p>The impact of employee engagement has empowered the HR team to efficiently resolve employee matters.</p> <p>The Group has continued to offer flexible working hours to employees as well as home working practices. Flexible working patterns have seen improvements reported in the work/life balance of our employees and our workplace culture.</p>

Strategic Report for the year ended 31 December 2021 (continued)

Section 172 statement (continued)

Stakeholder group (continued)	How we engage (continued)	Impact of engagement (continued)
Community and environment Contributing positively to wider society enables us to create stronger communities and have a positive environmental impact.	<p>Directors and members of the Group's workforce are invited to spend a working day volunteering for a local charity each year.</p> <p>An internal environmental task force meets regularly throughout the calendar year to discuss how the Group can contribute to the environment and reduce its carbon emissions.</p> <p>Presentations on environmental issues are delivered to the workforce using a combination of internal and external speakers.</p>	<p>Charity days enable the Board and the workforce to positively engage with local community members and learn more about the area in which they work.</p> <p>Employees have greater awareness of how they can contribute to the environment by making small changes to working patterns and practices.</p>

Approved by the Board and signed on its behalf by:

Derek O'Gara

D O'Gara

Director

Shepherds Building Central
Charecroft Way
London, W14 0EE

Date: Dec 2, 2022

Directors' report for the year ended 31 December 2021

The Directors present their report and audited financial statements of Banijay Media Limited ("the Group" and "the Company") for the financial year ended 31 December 2021. On 6 April 2022 the Company's name was changed from Zodiak Media Limited to Banijay Media Limited.

Directors

The Directors who held office during the year and through to the date of this report, except where noted, were as follows:

N Chazarain
P Holland (appointed 1 June 2022)
S Kurinckx (resigned 30 June 2022)
T Gousset (appointed 30 June 2022)
P Langenberg
D O'Gara (appointed 1 June 2022)
M Bassetti (resigned 21 June 2022)

Dividends

There were no dividends declared and paid by The Company for the year (2020: none). After the reporting date, there were no dividends proposed to be paid.

Environment and climate change

The below figures represent the emissions throughout 2020 and 2021 for the Group as it exists as at 31 December 2021. This is to enhance comparability and to avoid the risk of understating emissions. The figures exclude a property vacated during 2020 as well as an office space for which usage could not be quantified but which does not significantly contribute to the emissions of the Group.

The following table shows the Group's estimated energy usage and associated greenhouse gas (GHG) emissions during the year:

	UK Energy use in kWh 2021	CO2 tonnage 2021	UK Energy use in kWh 2020 (Unaudited)	CO2 tonnage 2020 (Unaudited)
Electricity	859,360	182	784,091	166
Gas	124,540	26	159,571	34

Intensity ratio (2021): 0.001745 (2020: 0.001950) tonnes of CO2 per square foot¹

1 – This is the total floor space, being 119,720 square feet (2020: 102,749 square feet), utilised by the business at the combined subsidiaries registered addresses within the group.

The figures have been calculated by analysing data obtained from utility bills and confirmed metering and by using the UK's 2021 greenhouse gas reporting conversion factors. In cases where detailed invoices were not available, a sample of invoices across the year were reviewed and used as the basis for estimating the full years charge. A full year's energy usage and GHG emissions for the Group have been included in the groups workings as represented in the table above.

Directors' report for the year ended 31 December 2021 (continued)

Environment and climate change (continued)

The figures above cover all the energy usage at leased units within the combined subsidiaries registered addresses of the group. Due to the nature of the operations of the business, third party transport would be incurred when producing a number of productions. However, given that this is considered as a scope 3 activity for the purpose of reporting of group emissions, an exemption has been taken and no calculation included for the energy usage of transport. The Group is operationally deemed to occupy 88% of the leased office space.

During the year, the Group complied with the ESOS, an energy assessment and energy savings scheme led by the UK government. In addition, the Group's commitment to operate sustainably and with as minimal environmental impact as possible has been evidenced by being the first independent production group to train its entire workforce on carbon footprint reduction via work with BAFTA's sustainability consortium 'Albert'.

Future Developments

The Directors aim to maintain the current operations of the Group and do not anticipate any significant change in the continuing activities of the Group in the foreseeable future

Going concern

The directors have a reasonable expectation that the Group has adequate resources to continue in operation for the 12 months from the signing date of these financial statements. The financial statements have been prepared on a going concern basis.

The Directors expect the future performance of the Group to continue to recover following the difficulties during restrictions on production activities during the COVID-19 pandemic. The Directors expect that the Group's operations will generate positive EBITDA going forward.

The Group's intermediate parent undertaking Banijay Group SAS has given a letter of support confirming it has the ability to and will provide continuing financial support to enable the Group to meet its obligations as and when they fall due for a period of twelve months from the date the directors approve the financial statements of the Group.

Banijay Group SAS has performed cash flow forecasting on the wider Banijay Group and is in a favourable liquidity position. One or more of the Company's directors holds a group management position with visibility of the group's position.

Based on this information and on enquiries, the directors believe that Banijay Group SAS has the ability to provide financial support to the Group for a period of 12 months from the issuance date of these financial statements.

Research and development costs

The group spent £244k on research and development during 2021 (2020: £312k).

Directors' report for the year ended 31 December 2021 (continued)

Disabled employees

The Group gives full and fair consideration to applications for employment made by disabled persons having regard to their particular aptitudes and abilities. The training, career development and promotion of disabled persons employed by the Group is an integral part of the policy applicable to all employees.

Anti-corruption and fraud matters

We provide training for all our permanent employees on anti-corruption, bribery and fraud. We use this as part of our reasonable steps for prevention and detection of fraud as referenced in the Directors' responsibilities statement (page 15) and to safeguard the assets, ongoing success and wellbeing of the Group and all its key stakeholders.

Stakeholder engagements

We recognise the importance of clear communication and proactive engagement with our key stakeholders. Further detail on the engagement with stakeholders undertaken during the year appears as part of our section 172 statement in the Strategic Report.

Directors indemnity

The Company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provisions were in force during the financial year and remains in force as at the date of approving the Directors' report.

Events after the reporting period

The group is closely monitoring developments in the conflict between Russia and Ukraine. The Banijay Media Ltd group has limited exposure to the Russian market.

During April 2022 the group disposed of its holding in Playzido Limited at nil gain or loss.

During October 2022 Banijay Media Limited acquired a 51% share in Mam Tor Productions for consideration of £13.4m, with options to acquire further shareholding in 2027 and 2031.

During 2022 the Group reached agreement with HMRC regarding the legal provision disclosed in note 25, at an amount consistent with the provision recognised at year end.

The Banijay Group listed on the Euronext stock exchange through FL Entertainment, from 1 July 2022.

Statement of disclosure of information to auditors

Each of the persons who are directors at the date of approval of this report confirms that:

- a) so far as each of the Directors are aware, there is no relevant audit information of which the Group's auditors are unaware; and
- b) the Directors have taken all reasonable steps in order to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

Directors' report for the year ended 31 December 2021 (continued)

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Auditor

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

Approved by the Board and signed on its behalf by:

Derek O'Gara

D O'Gara

Director

Shepherds Building Central
Charecroft Way
London, W14 0EE

Date: Dec 2, 2022

Statement of Directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the group financial statements in accordance with UK-adopted international accounting standards in conformity with the requirements of the Companies Act 2006, and the parent company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). 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 group and the company and of the profit or loss of the group and the company for that period.

In preparing these financial statements the directors are required to:

- select suitable accounting policies in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information;
- provide additional disclosures when compliance with the specific requirements in IFRSs and in respect of the parent company financial statements, FRS 101 is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the group and company financial position and financial performance;
- in respect of the group financial statements, state whether UK-adopted international accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- in respect of the parent company financial statements, state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company and the group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and group's transactions and disclose with reasonable accuracy at any time the financial position of the company and the group and enable them to ensure that the company and the group financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and parent company and group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Under applicable law and regulations, the directors are also responsible for preparing a strategic report and directors' report, that comply with that law and those regulations. The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website.

Independent Auditor's Report to the Members of Banijay Media Limited

Opinion

We have audited the financial statements of Banijay Media Limited ('the parent company') and its subsidiaries (the 'group') for the year ended 31 December 2021 which comprise Consolidated Statement of Profit or Loss, Consolidated Statement of Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Equity, Company Statement of Financial Position, Company Statement of Changes in Equity and the related notes 1 to 36, including a summary of significant accounting policies. The financial reporting framework that has been applied in the preparation of the group financial statements is applicable law and UK adopted international accounting standards. The financial reporting framework that has been applied in the preparation of the parent company financial statements is applicable law and United Kingdom Accounting Standards including FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion:

- the financial statements give a true and fair view of the group's and of the parent company's affairs as at 31 December 2021 and of the group's profit for the year then ended;
- the group financial statements have been properly prepared in accordance with UK adopted international accounting standards;
- the parent company financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- the financial statements 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 under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the group in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matter – unaudited corresponding figures

Banijay Media Limited financial statements for the year ended 31 December 2020 did not contain group financial statements. The corresponding figures for the year ended 31 December 2020 in the current group financial statements are unaudited.

Independent Auditor's Report to the Members of Banijay Media Limited (continued)

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the group and parent company's ability to continue as a going concern for a period of 12 months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the group's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Independent Auditor's Report to the Members of Banijay Media Limited (continued)

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the group and the parent company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 15 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the group's and the parent 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 the directors either intend to liquidate the group or the parent company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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 an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Independent Auditor's Report to the Members of Banijay Media Limited (continued)

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect irregularities, including fraud. The risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

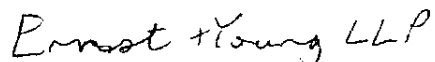
Our approach was as follows:

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant are those that relate to the reporting framework (UK adopted international accounting standards and the Companies Act 2006) and the relevant direct and indirect tax compliance regulation in the United Kingdom. In addition, the Company has to comply with laws and regulations relating to its operations, including furlough, health and safety, GDPR, anti-bribery and corruption.
- We understood how Banijay Media Limited and its subsidiaries are complying with those frameworks by making enquiries of management and those charged with governance to understand how the Group maintains and communicates its policies and procedures in these areas and reviewed supporting documentation. We also read correspondence with relevant authorities. We corroborated our enquiries through our review of Board minutes provided to us during the audit.
- We assessed the susceptibility of the Group's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and by assuming revenue to be a fraud risk. We incorporated data analytics into our testing of manual journals including segregation of duties. We tested specific transactions, for example manual postings to revenue and unusual account pairings back to source documentation or independent confirmation, ensuring appropriate authorisation of the transactions. We also considered key performance indicators and their propensity to influence efforts made by management to manipulate results.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved enquiries of management and those charged with governance as well as the intermediate parent auditors, and journal entry testing identified by specific risk criteria.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.



Louise Pennell (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
London

06 December 2022

Consolidated Statement of Profit or Loss for the Year Ended 31 December 2021

<i>In £ millions</i>	Notes	December 31, 2021	December 31, 2020 (Unaudited)
Revenue	5	58.6	36.3
Cost of sales		(43.3)	(24.7)
Gross profit		15.3	11.6
Administration expenses		(9.6)	(10.0)
Operating profit	8	5.7	1.6
Gain on sale of subsidiaries	7	141.2	13.5
Finance income / (costs)	11	(1.6)	(3.7)
Share of profit of associates and Joint Ventures	13	-	-
Profit before tax from continuing operations		145.3	11.4
Tax on profit	12	-	-
Profit for the year from continuing operations		145.3	11.4
Profit after tax from discontinued operations	7	-	0.2
Profit for the year		145.3	11.6
Profit - non controlling interests	13	-	-
Profit - Attributable to the owners of Banijay Media Ltd		145.3	11.6

The notes on pages 28 to 77 form part of these audited consolidated financial statements.

Consolidated Statement of Comprehensive Income for the Year Ended 31 December 2021

<i>In £ millions</i>	December 31, 2021	December 31, 2020 (unaudited)
Profit for the year	145.3	11.6
Other comprehensive income	0.5	(0.5)
Total Other Comprehensive Income	0.5	(0.5)
Comprehensive income	145.8	11.1
Comprehensive income - Non controlling interests (note 13)	-	-
Comprehensive income - Attributable to the owners of Banijay Media Ltd	145.8	11.1

The notes on pages 28 to 77 form part of these audited consolidated financial statements.

Consolidated Statement of Financial Position as at 31 December 2021
Registered number: 06722283

ASSETS

<i>In £ millions</i>	Notes	December 31, 2021	December 31, 2020 (Unaudited)
Intangible assets	15	1.3	-
Right-of-use assets	16	12.1	1.2
Property, plant and equipment	18	2.7	0.2
Non-current assets		16.1	1.4
Inventories and work in progress	19	129.6	7.8
Trade and other receivables	20	352.0	38.9
Income tax receivables		2.1	-
Cash and cash equivalents	21	6.0	1.1
Current assets		489.7	47.8
Total Assets		505.8	49.2

The notes on pages 28 to 77 form part of these audited consolidated financial statements.

Consolidated Statement of Financial Position as at 31 December 2021 (continued)
Registered number: 06722283

EQUITY AND LIABILITIES

<i>In £ millions</i>	Notes	December 31, 2021	December 31, 2020 (Unaudited)
Short-term borrowings and bank overdrafts	24	47.3	1.5
Short-term lease liabilities	17	1.6	0.9
Trade and other payables	26	348.4	60.7
Current provisions	25	3.3	0.1
Total Current liabilities		400.6	63.2
Borrowings	24	285.5	18.5
Lease liabilities	17	11.2	0.4
Trade and other payables	26	5.3	-
Total Non-current liabilities		302.0	18.9
Total Liabilities		702.6	82.1
Net Liabilities		(196.8)	(32.9)
Capital and Reserves			
Share capital	22	0.6	0.6
Share premium	23	55.7	55.7
Merger reserve	6, 23	(309.1)	-
Foreign currency translation reserve	23	-	(0.5)
Retained earnings	23	56.4	(88.9)
Equity attributable to the owners of Banijay Media Ltd		(196.4)	(33.1)
Non-controlling interests	13	(0.4)	0.2
Total Equity		(196.8)	(32.9)

The notes on pages 28 to 77 form part of these audited consolidated financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Derek O'Gara

D O'Gara
Director

Shepherds Building Central
Charecroft Way
London, W14 0EE

Date: Dec 2, 2022

Consolidated Statement of Cash Flow for the Year Ended 31 December 2021

<i>In £ millions</i>	Notes	12 months ended December 2021	12 months ended December 2020 (unaudited)
Profit for the year		145.3	11.6
Non cash adjustments			
Share of profit of associates and joint ventures	13	-	-
Amortisation, depreciation, impairment losses and provisions, net of reversals	15, 16, 18	2.1	1.4
Non-cash settled changes in group structure	7	(175.8)	(20.7)
Income tax expense	12	-	-
Realised exchange (gains) / losses	8	(0.3)	0.7
Unrealised exchange (gains) / losses	11	(1.3)	1.4
Total non cash adjustments		(175.3)	(18.6)
Working capital movements			
(Increase) / decrease in trade and other receivables		(188.3)	6.5
Increase / (decrease) in trade and other payables		183.0	5.5
(Increase) / decrease in inventories and work in progress		36.3	(1.0)
Total increase due to working capital		31.0	11.0
Net cash flows from operating activities		1.0	4.0
Cash acquired upon acquisition	6	11.1	-
Cash disposed of upon sale of subsidiary		(8.7)	-
Purchase of property, plant and equipment and of intangible assets	15, 18	(0.4)	(0.1)
Net cash flows from investing activities		2.0	(0.1)
Proceeds from borrowings	24	4.4	1.4
Repayment of borrowings	24	(1.4)	(4.0)
Repayments of lease liabilities	17	(1.0)	(1.3)
Interest paid on leases	17	(0.1)	(0.1)
Net cash flows from financing activities		1.9	(4.0)
Effects of exchange rate differences		-	-
Net increase / (decrease) of cash and cash equivalents		4.9	(0.1)
Cash and cash equivalents at the beginning of the year		1.0	1.1
Cash balances held at end of period	21	6.0	1.1
Less overdrafts held at end of period	24	(0.1)	(0.1)
Total cash and cash equivalents at the end of the period		5.9	1.0

The notes on pages 28 to 77 form part of these audited consolidated financial statements.

Consolidated Statement of Changes in Equity for the Year Ended 31 December 2021

<i>In £ millions</i>	<i>Notes</i>	<i>Equity</i>				
		<i>Share capital</i>	<i>Share premium</i>	<i>Merger reserve</i>	<i>Foreign currency translation reserve</i>	<i>Retained earnings</i>
December 31, 2019		0.6	55.7	-	-	(100.5)
Profit for the year		-	-	-	-	11.6
Other comprehensive (expense)		-	-	-	(0.5)	-
Total comprehensive income / (loss) for the year		-	-	-	(0.5)	11.6
December 31, 2020		0.6	55.7	-	(0.5)	(88.9)
Profit for the year		-	-	-	-	145.3
Other comprehensive income		-	-	-	0.5	-
Acquisition of subsidiary	6	-	-	(309.1)	-	-
December 31, 2021		0.6	55.7	(309.1)	-	56.4

<i>Equity</i>		<i>Attributable to owners of the parent</i>	<i>Non-controlling interest</i>	<i>Equity</i>
		(44.2)	0.2	(44.0)
		1.6	-	11.6
		(0.5)	-	(0.5)
		1.1	-	11.1
		(33.1)	0.2	(32.9)
		145.3	-	145.3
		0.5	-	0.5
		(309.1)	(0.6)	(309.7)
		(196.4)	(0.4)	(196.8)

The notes on pages 28 to 77 form part of these audited consolidated financial statements.

Company Statement of Financial Position as at 31 December 2021
Registered number: 06722283

<i>In £millions</i>	<i>Notes</i>	December 31, 2021	December 31, 2020
Fixed assets			
Investments	14	258.0	52.5
Total fixed assets		258.0	52.5
Current assets			
Trade and other receivables	20	0.4	0.4
Total current assets		0.4	0.4
Trade and other payables: amounts falling due within one year	26	(31.7)	(29.6)
Net current liabilities		(31.3)	(29.2)
Total assets less current liabilities		226.7	23.3
Non-current liabilities			
Borrowings: falling due after one year	24	(229.4)	(25.1)
Total non-current liabilities		(229.4)	(25.1)
Net liabilities		(2.7)	(1.8)
Capital and reserves			
Share capital	22	0.6	0.6
Share premium	23	55.7	55.7
Retained earnings	23	(59.0)	(58.1)
Total equity		(2.7)	(1.8)

The notes on pages 28 to 77 form an integral part of these financial statements.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:

Derek O'Gara

D O'Gara
Director

Shepherds Building Central
Charecroft Way
London, W14 0EE

Date: Dec 2, 2022

Company Statement of Changes in Equity for the year ended 31 December 2021

<i>In £millions</i>	Share capital	Share premium account	Retained earnings	Total Equity
At 1 January 2020	0.6	55.7	(55.5)	0.8
Comprehensive income for the year				
Loss for the year	-	-	(2.6)	(2.6)
Other comprehensive income for the year	-	-	-	-
Total comprehensive loss for the year	-	-	(2.6)	(2.6)
At 31 December 2020	0.6	55.7	(58.1)	(1.8)
Comprehensive income for the year				
Loss for the year	-	-	(0.9)	(0.9)
Other comprehensive income for the year	-	-	-	-
Total comprehensive loss for the year	-	-	(0.9)	(0.9)
At 31 December 2021	0.6	55.7	(59.0)	(2.7)

The notes on pages 28 to 77 form an integral part of these financial statements.

Notes to the Consolidated Financial Statements for the Year Ended 31 December 2021

1. Corporate information

The Group is composed of Banijay Media Ltd (the “Company”, “Group”) and its subsidiaries (see note 33. *Consolidated financial statements of The Group cover the year ended 31 December 2021.*

The Company is a private company limited by shares domiciled in England and Wales (registered number 06722283) and with its head office located at Shepherds Building, London, W14 0EE.

2. Basis of Preparation and adoption of International Financial Reporting Standards (“IFRS”)

2.1 Basis of preparation

Basis of preparation – Group

The consolidated financial statements consolidate those of The Company and of its subsidiary undertakings as at 31 December 2021; The Group financial statements have been prepared in accordance with UK-adopted International Accounting Standards in conformity with the requirements of the Companies Act 2006. *The financial statements have been prepared under the historical cost convention. Certain amounts included in the consolidated financial statements involve the use of judgement and/or estimation. Judgements, estimations and sources of estimation uncertainty are discussed below.*

The Group’s operations were subject to a reorganisation during the year. The Group has chosen not to provide comparatives on the basis of continued combined business using the pooling of interest method (see note 6).

The Group’s financial statements are presented in pounds sterling and all values are rounded to the nearest millions (£m) except where otherwise stated.

Basis of preparation – Company

The Company accounts have been prepared under the historical cost convention and in accordance with UK Accounting Standards. These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework. As permitted under FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, fair values, presentation of a cash flow statement and certain related party transactions.

Where required, equivalent disclosures are given in the consolidated financial statements.

The Company financial statements are presented in pounds sterling and all values are rounded to the nearest the nearest millions (£m) except where otherwise stated.

As permitted by section 408 of the Companies Act 2006, a separate profit and loss account has not been presented for the Company.

Notes to the financial statements (continued)

Basis of Preparation and adoption of International Financial Reporting Standards ("IFRS") (continued)

2.2 Going Concern

The directors have a reasonable expectation that the Group has adequate resources to continue in operation for the 12 months from the signing date of these financial statements. The financial statements have been prepared on a going concern basis.

The Directors expect the future performance of the Group to continue to recover following the difficulties during restrictions on production activities during the COVID-19 pandemic. The Directors expect that the Group's operations will generate positive EBITDA going forward.

The Group's intermediate parent undertaking Banijay Group SAS has given a letter of support confirming it has the ability to and will provide continuing financial support to enable the Group to meet its obligations as and when they fall due for a period of twelve months from the date the directors approve the financial statements of the Group.

Banijay Group SAS has performed cash flow forecasting on the wider Banijay Group and is in a favourable liquidity position. One or more of the Company's directors holds a group management position with visibility of the group's position.

Based on this information and on enquiries, the directors believe that Banijay Group SAS has the ability to provide financial support to the Group for a period of 12 months from the issuance date of these financial statements.

2.3 Compliance with IFRS

New standards, interpretations and amendments adopted by the group from January 1, 2021

The following new accounting standards and interpretations have been published that are mandatory for January 1, 2021 or later reporting periods and have not been adopted early by Banijay:

- Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 – Interest Rate Benchmark Reform – Phase 2
- IFRIC agenda decision issued in April 2021 related to IAS 19 Employee Benefits—Attributing Benefit to Periods of Service considers the periods of service.
- IFRIC agenda decision issued in March 2021 related to configuration or Customization Costs in a Cloud Computing Arrangement (IAS 38) relating to the customer's accounting for costs of configuring or customizing the supplier's application software in a Software as a Service (SaaS) arrangement.

These standards did not have a material impact on Banijay in the current reporting period.

Standards and interpretations that are not yet effective

The Group has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The new standards issued but not yet effective in 2021 are listed below.

- AIP IFRS 9 Financial Instruments – Fees in the '10 per cent' test for derecognition of financial liabilities
- Classification of Liabilities as Current or Non-current – Amendments to IAS 1
- Definition of Accounting Estimates – Amendments to IAS 8
- Disclosure of Accounting Policies – Amendments to IAS 1 and IFRS Practice Statement 2

Notes to the financial statements (continued)

3 Judgements in applying accounting policies and sources of estimation uncertainty

The preparation of financial statements in compliance with IFRS requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the statement of financial position date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements and estimations have had the most significant effect on amounts recognised in the financial statements:

Production costs

Production costs are expensed as cost of sales.

Recognition of production cost per episode is based upon management's judgement of the estimated future cost of completing the production.

Impairment of Investments

Investments are recognised at cost less impairment losses. The carrying amount of investments is assessed annually based on cash flow projections using future financial forecasts and budgets prepared by management. Key assumptions relating to forecasts in revenue growth and decline are used, which include discounting back to present value using a risk-adjusted pre-tax discount rate. *In the event that these estimates are wrong, this may impact the financial statements in future years.*

Long term incentive plan

An intermediate parent company operates a share based compensation plan for eligible members of management. The total amount to be expensed over the vesting period is determined with reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions such as profitability and sales growth targets. Non-market vesting conditions are included in assumptions about the number of options that are expected to vest.

The Group receives the services in respect of the Directors and employees and therefore, as the awards granted are not in its own equity instruments and the entity is recharged an amount equal to the amount of the expense, the transaction is recognised as cash settled.

Significant judgement in determining the lease term of contracts with renewal options

The group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The group has the option, under some of its real estate leases to lease the assets for additional terms of several years. The group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew. That is, it considers all relevant factors that create an economic incentive for it to exercise the renewal. After the commencement date, the group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise (or not to exercise) the option to renew (e.g., a change in business strategy).

Notes to the financial statements (continued)

4. Accounting policies

Consolidation

The consolidated financial statements include the financial statements of the Company and those of its subsidiaries, associates and joint ventures on December 31, 2021. Control is achieved when The Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those through its power over the investee.

Specifically The Group controls an investee if, and only if, The Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

When The Group has less than a majority of the voting or similar rights of an investee, The Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee;
- Rights arising from other contractual arrangements; and
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control.

Subsidiaries are fully consolidated from the date on which the group acquires control. They continue to be fully consolidated until the date that such control ceases. The results of the operations of subsidiaries acquired or sold during a given year are recognized in the consolidated results from the date of acquisition or up to the date of divestment.

Non-controlling Interests represent the portion of profit or loss and the net assets not owned by the group in a given subsidiary. They are presented separately in the statement of profit or loss as well as in equity in the consolidated balance sheet, separately from the equity attributable to the shareholders of the group.

The financial statements of main subsidiaries are prepared on the same accounting period as that of the Company, using homogeneous accounting principles.

All balances, transactions, revenues and expenses, intra-group profits and losses resulting from transactions with subsidiaries are eliminated. Please refer to note 33 for a list of entities included within the consolidation as at 31 December 2021.

Notes to the financial statements (continued)

Accounting policies (continued)

Current / non-current distinction

The Group presents assets and liabilities in the statement of financial position based on current/non-current classification. An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period

A liability is current when it is:

- Expected to be settled in the normal operating cycle
- Held primarily for the purpose of trading
- Due to be settled within twelve months after the reporting period

Foreign currency translation

The consolidated financial statements are established in sterling, which is the functional and presentation currency of the group.

Translation of foreign-currency denominated transactions

Each entity determines its own functional currency. The items of each entity's financial statements are measured using the functional currency. Transactions in foreign currencies are recorded initially at the exchange rate of the functional currency prevailing at the transaction date or at the hedging rate, if applicable. Monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate of the functional currency at the closing date and the resulting exchange differences are recognized in the statement of profit or loss. Non-monetary items that are measured at historical cost in a foreign currency are reported using the exchange rates prevailing at the dates of the initial transactions.

Assets and liabilities, including goodwill of foreign subsidiaries are translated into GBP at the official exchange rate prevailing on the balance sheet date and their statement of profit or loss is translated at the average exchange rate over the period considered. The resulting exchange differences are booked directly to equity in a separate heading denominated "Foreign currency translation reserve". When a foreign entity is sold, the exchange differences accumulated in the "foreign currency translation reserve" allocated to the entity are transferred to profit or loss.

Notes to the financial statements (continued)

Accounting policies (continued)

Intangible assets

Intangible assets represents software owned by the Group.

Initial recognition of intangible assets is at cost, except for those acquired in a business combination, which are recognized at fair value.

Following initial recognition, intangible assets are carried at cost less any accumulated depreciation and any accumulated impairment losses.

Intangible assets are amortised over their estimated useful life (between 1 and 5 years).

The depreciation period and the amortization method are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the depreciation period or method.

Property, plant and equipment

Property, plant and equipment are recorded at their acquisition cost, less accumulated depreciation and impairment losses. Depreciation is calculated on a straight-line basis over the useful life of such fixed assets as follows.

Leasehold improvements	Over term of lease, or expected useful life, whichever is shorter
Fixtures, fittings and office equipment	5 – 10 years
Production equipment	3 years

The residual value, the useful life and depreciation methods of the fixed assets are reviewed and adjusted, if necessary, at each financial year-end.

Leases

Right-of-use assets

The group recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognized, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Unless the group is reasonably certain to obtain ownership of the leased asset at the end of the lease term, the recognized right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Right-of-use assets are subject to impairment.

Notes to the financial statements (continued)

Accounting policies (continued)

Lease liabilities

At the commencement date of the lease, the group recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the group and payments of penalties for terminating a lease, if the lease term reflects the group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognized as expense in the period on which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The interest used at the inception of the contract will be the same for the whole life of the lease term aside if there are modifications in contract terms such as a change in the lease term, a change in the in-substance fixed lease payments or a change in the assessment to purchase the underlying asset.

Short-term leases and leases of low-value assets

The group applies the short-term lease recognition exemption to its short-term leases of equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment and cars that are considered of low value.

Lease payments on short-term leases and leases of low-value assets (less than £5,000) are recognized as expense on a straight-line basis over the lease term.

Impairment of non-financial assets

The recoverable amount of intangible and tangible assets, as well as investments in subsidiaries, is tested for impairment as soon as external or internal signs of impairment losses exist, such signs being reviewed at each closing date.

If applicable, the recoverable amount of the asset is tested for impairment to determine whether there is an impairment loss.

An impairment test is performed at least once a year.

If appropriate, an impairment loss is recorded for the portion of the net book value of the asset exceeding the recoverable amount (mostly measured through the asset's value-in-use).

Where an impairment loss is recognized, it is accounted for directly in the statement of profit or loss.

The value of assets for which an impairment loss has been recorded, is reviewed at each closing date for the purposes of reversing the impairment loss, if necessary. Where a reversal occurs, it is recorded as profit or loss. In such a case, the book value of the asset can be increased up to its recoverable value. After reversing the impairment loss, the book value cannot exceed the carrying amount that would have been determined, net of amortisation or depreciation, had no impairment loss been recognized for the asset in prior years.

Notes to the financial statements (continued)

Accounting policies (continued)

Financial instruments

Financial instruments consist of:

- Financial assets, including trade receivables, accrued income, tax receivable and cash and cash equivalents;
- Financial liabilities, including long- and short-term borrowings and bank overdrafts, trade payables, payroll liabilities and accruals

Financial instruments (assets and liabilities) are recorded in the consolidated statement of financial position at the fair value on initial recognition, plus transaction costs directly attributable to the acquisition of that asset. They are subsequently measured at amortised costs.

Amortized cost corresponds to the initial carrying amount (net of transaction costs), plus interest calculated using the effective interest rate, less cash outflows (coupon interest payments and repayments of principal and redemption premiums where applicable). Accrued interest (income and expense) is not recorded on the basis of the financial instrument's nominal interest rate, but on the basis of its effective interest rate.

Financial assets

The classification of a financial asset in each of these categories depends on the management model applied by the enterprise and the characteristics of its contractual cash flows.

Transactions relating to financial assets are recorded at settlement date.

Debt instrument at amortised cost

These financial assets are initially recognized at their fair value to which is added directly attributable transaction costs and, then at amortised cost at each closing date, applying the effective interest rate method.

This category of assets includes trade receivables and other debtors, loans and deposits, receivables attached to participating interests and cash.

Notes to the financial statements (continued)

Accounting policies (continued)

Impairment of financial assets

The group reviews if, at the closing date, a debtor financial asset or a group of debt financial assets is likely to suffer an impairment loss based on both the expected credit loss approach and when there is an objective indicator of loss.

In practice, given the insignificant level of loss incurred on prior years' receivables, the expected credit loss approach does not have any significant impact.

If there is objective evidence that debtor financial assets should be impaired, the amount of the loss is estimated by difference between the book value and the discounted future cash flows such as expected (excluding future probable and not actual credit losses). The discount rate used is the initial effective interest rate (i.e. the effective interest rate computed at initial recognition of the asset). The book value is reduced through this allowance. The amount of the loss is recorded as profit or loss.

If, subsequently, the impairment decreases and the decrease can be linked objectively to an event occurring after the impairment was recognized, the previously recognized impairment will be reversed. The reversal of an impairment loss is recognized as profit or loss, as long as the book value of the asset does not exceed its amortised cost at the date the loss allowance is reversed.

With respect to receivables, a loss allowance is recorded when there is objective evidence (probability of insolvency or severe financial difficulties of the debtor) that the group will be unable to recover the balance in accordance with the initial payment conditions. The book value of the receivable is reduced by way of an allowance for loss. Impaired receivables are derecognized when they are considered as irrecoverable. For intercompany receivables, expected credit loss is determined based on the recoverability of the net assets of the counterparty, adjusted for forward looking factors specific to the receivables and economic environment.

Notes to the financial statements (continued)

Accounting policies (continued)

Financial liabilities

Financial liabilities are recognised at amortised cost.

Interest-bearing debts and borrowings

All loans, and debts are recognized initially at the fair value of the consideration received, less costs directly attributable to the transaction.

After initial recognition, interest-bearing liabilities and debts are evaluated at amortised cost using the effective interest rate method.

Costs directly attributable to the issuance of debt are deducted from liabilities and are amortised over the life of the debt, as a component of the effective interest rate.

Derecognition of financial instruments (assets and liabilities)

Financial instruments (assets and liabilities) are derecognized when the related risks and rewards of ownership have been transferred, and when the group no longer exercises control over the instruments.

Gains and losses are recognized as profit or loss when assets or liabilities are derecognized using the model of amortised cost.

Research and Development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

Notes to the financial statements (continued)

Accounting policies (continued)

Cash and cash equivalents

Cash and short-term deposits include liquid and available bank accounts subject to limited changes in fair value as well as short-term deposits whose initial maturity is less than three months.

For the needs of the consolidated statement of cash flows, cash and cash equivalents are composed of the cash and cash equivalent as defined above reduced by bank overdrafts.

Provisions

Provisions are recorded only if:

- the group has a present obligation (legal or constructive) as a result of a past event; and
- it is likely that an expenditure will be required to settle the obligation; and
- a reliable estimate can be made as to the amount of the payment obligation.

The charges relating to provisions are accounted for as profit or loss, net of any contingent reimbursement. If the effect of the time value of money is material, provisions are discounted using a discount pre-tax rate that reflects, where appropriate, the risks specific to the obligation. When discounting, the increase in the provision due to the passage of time is recognized in net financial income (loss).

All disputes (type, amounts, procedure and level of risk) are identified by the Legal Department of the group which ensures regular monitoring. The amount of provisions for the claims result from a case by case analysis, depending on the positions of the litigants, on the estimation of the risks by the group's legal advisors and on first instance decisions, if any.

By nature, some provisions are based on estimates and assumptions without considering a precise deadline for the corresponding cash outflows.

Revenue recognition

Revenue is measured based on the consideration to which the Group expects to be entitled in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognizes revenue when it transfers control of a product or service to a customer.

The revenue from ordinary activities is recognized as soon as the economic benefits of the transaction will probably benefit the Group, the amount is reliably measured, and it is likely the amount of the transaction will be recovered.

Revenue recognition is based on the delivery of performance obligations and an assessment of when control is transferred to the customer. Revenue is recognised either when the performance obligation in the contract has been performed ('point in time' recognition) or 'over time' as control of the performance obligation is transferred to the customer.

Customer contracts can have a wide variety of performance obligations, from production contracts to format licences and distribution activities. For these contracts, each performance obligation is identified and evaluated.

Notes to the financial statements (continued)

Accounting policies (continued)

Revenue recognition (continued)

The transaction price, being the amount to which the Group expects to be entitled under the contract, is allocated to the identified performance obligations.

Revenues are measured at the fair value of the consideration received or receivable, net of rebates, and net of consideration payable to a customer.

Production revenues (from producing television programs)

Production revenues are recognized when the programs are delivered to the client. Standard criteria to determine that the performance obligations have been fulfilled and revenue can be recognized are:

- in most cases: client's acceptance document (i.e. delivery notice signed / approved by the client)
- delivery of a certain number of episodes

In case of partial delivery of the same program over several periods of time (series, etc.), revenue, costs and margin are recognized according to episodic deliveries.

Production revenues do not include grants, subsidies and co-producers' contributions. These are presented as a reduction of cost of sales.

Distribution revenues (from the sale of finished programs and formats)

Distribution revenues are recognized when the rights are transferred to the client:

- on the basis of a signed contract or a deal memo, and
- when the related rights are opened, and
- for the full revenue (revenues are not spread over the licensing period), as it is an access to right since there is limited ongoing involvement in the use of the licence following its transfer to the customer.

Inter-group and third-party royalty income

Inter-group royalty income is recognised in the financial statements on an accrual basis.

Royalty income from third party distributors is recognised on statement receipt basis as this is when the revenue is measurable.

Notes to the financial statements (continued)

Accounting policies (continued)

Revenues from other rights and services

Other rights and services include merchandising, music rights, other ancillary revenues and digital services. Merchandising revenues are recognized when the rights are transferred to the client:

- on the basis of a signed contract or a deal memo, and
- when the licensing period begins, and
- for the full revenue (revenues are not spread over the licensing period).

Minimum guarantee revenues are recognized as revenue when the above criteria are met, and further variable payments are recognized when received.

Revenues from music rights are recognized as revenues when received based on royalties' statements (output method).

Revenues and costs related to the rendering of services are recognized on completion of the service rendered as long as they can be estimated reliably.

When the outcome of the transaction cannot be estimated reliably, revenue shall be recognized only to the extent of the expenses recognized.

Contract assets

The Group uses the term "accrued income" for a contract asset. Accrued income are recognised when a contract results in completion of a performance obligation in advance of the customer being invoiced.

Contract liabilities

If amounts received or receivable from a customer exceed revenue recognised for a contract, a contract liability is recognised. The Group uses the term "deferred income" for a contract liability. Contract liabilities primarily reflect invoices due or payments received in advance of revenue recognition. Deferred income is unwound as related performance obligations are satisfied.

Inventories

Inventories relating to work in progress are valued at production cost.

Production costs are recognised:

- In work in progress until programmes are delivered.
- In the Statement of profit or loss (in cost of sales) as soon as programmes are delivered and related production revenues are recognised.

Production costs

Production costs are net of co-producers' contributions, grants and subsidies. They mainly include the costs of scripts, actors, directors, rental of equipment, technical staff, participants, hosts, sets, format fees, etc.

Notes to the financial statements (continued)

Accounting policies (continued)

Grants and subsidies

Grants and subsidies are recognized when there is reasonable assurance that the grant will be received, and all attached conditions will be fully complied with.

Grants and subsidies which are strictly related to the financing of a given program are deducted from production costs. When they relate to an asset, grants and subsidies are directly deducted from the carrying amount of the asset and released to the depreciation and amortization calculated on the net amount over the useful life of the asset.

The Coronavirus Job Retention Scheme (CJRS) is the UK government's flagship support measure for organisations during the COVID-19 pandemic. It offers grants to cover a proportion of the salaries of furloughed staff.

Long term incentive plan

Long term incentive plan (LTIP) is a share-based payment plan of phantom shares that has been granted to certain employees of the group and is settled in cash.

This scheme is based on the performance of one or several entities in accordance with calculations mostly based on operating profit in which the beneficiaries of the plan are rendering services.

The group revalues the fair value of the services that have been rendered to date by the beneficiaries of the plan at each reporting date and the resulting expense is recorded under staff costs.

The LTIP is based on the fair market value of Banijay Group shares. Beneficiaries receive phantom shares of Banijay Group as part of this scheme.

Tax

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the reporting date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the statement of financial position date.

The carrying amount of deferred income tax assets is reviewed at each statement of financial position date. Deferred income tax assets and liabilities are offset, only if a legally enforceable right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the Company to make a single net payment.

Notes to the financial statements (continued)

Accounting policies (continued)

Tax (continued)

Income tax is charged or credited to other comprehensive income (OCI) if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise, income tax is recognised in the statement of comprehensive income. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Group reorganisation

Background

On 15 Dec. 2021, as part of the reorganisation of The Group, Banijay Media Ltd acquired 100% of Endemol UK Holding Limited from Endemol Shine Opco Holding B.V. which is held under common control of Banijay Entertainment S.A.S. For the purposes of The Group consolidated financial statements this transaction falls outside the scope of IFRS 3 Business Combinations.

Policy

It is The Group policy that where a transaction occurs which is a combination of entities under common control that the pooling of interests method of accounting is used. In the pooling of interests method, assets and liabilities are transferred at their carrying amounts, rather than being fair valued at the date of the transfer. The Group has chosen not to provide comparatives of Endemol Shine Group Holding UK Limited and its subsidiaries and accounted for the combination prospectively from the date on which it occurred i.e. 15 December 2021.

Any difference between the consideration paid and the net assets transferred is recognised separately as a merger reserve in the statement of changes in equity. Refer to note 6 for further details.

Operating Segments

The Banijay Media Limited Group is part of a single operating segment as part of the wider Banijay group, being UK Production.

Notes to the financial statements (continued)

5 Revenue (Group)

The groups revenue was all derived from its principal activities. An analysis of revenue by geographical market is given below.

<i>In £ millions</i>	2021	2020 (unaudited)
UK	58.0	36.1
Europe	0.1	-
Rest of world	0.5	0.2
Total	58.6	36.3

Revenue of £1.4m (2020: £1.8m) derived from discontinued operations is not included in the above table.

Notes to the financial statements (continued)

6. Group reorganisation (Group)

Acquisition of Endemol Shine Group Holding U.K. Limited

On 15 Dec. 2021, as part of the reorganisation of The Group, Banijay Media Ltd acquired 100% of Endemol UK Holding Limited from Endemol Shine Opco Holding B.V. which is held under common control of Banijay Entertainment S.A.S. For the purposes of The Group consolidated financial statements this transaction falls outside the scope of IFRS 3 Business Combinations.

The consideration paid for the Group's 100% holding in Endemol Shine Group Holding UK Limited was £205.5m.

<i>Assets and liabilities</i>	Acquisition on 15 December 2021 £m
Intangible assets	1.3
Property, plant and equipment	4.9
Right-of-use assets	11.6
Inventories and work in progress	196.4
Trade and other receivables	176.4
Cash and cash equivalents	11.1
Total Assets	401.7
Trade and other payables and borrowings	490.8
Provisions	3.3
Lease liabilities	11.8
Total Liabilities	505.9
Net Liabilities	(104.2)
Consideration paid	(205.5)
Net liabilities acquired	(104.2)
Excess consideration over value of net liabilities acquired	(309.7)
Amount due to owners of Banijay Media Limited (merger reserve)	(309.1)
Amounts due to non-controlling interest	(0.6)
Total	(309.7)

Revenue and EBITDA (excluding gain on sale of subsidiary) generated by the acquired entities from the acquisition date up until the year end amounted to £18.3m and £2.7m respectively in 2021.

The value of transfers upon acquisition as shown in notes 15, 18 and 25 are shown net of amounts relating to Endemol Shine Australia Holding Pty, being £0.4m of intangible assets, £1.6m of property, plant and equipment and £0.1m of provisions, as these were disposed of prior to year end as shown in note 7.

Notes to the financial statements (continued)

7. Discontinued operations (Group)

Disposals during the period

Zodiak Music Publishing Ltd & Sound Pocket Music Ltd – Endemol Shine Australia Holding Pty

Zodiak Music Publishing Ltd and Sound Pocket Music Ltd was sold on July 2nd, 2021 for £6.8m and Endemol Shine Australia Holding Pty was sold on December 31 2021 for £169.0m. These total proceeds from disposal of £175.8m was settled non-cash.

The cumulative impacts resulting from the disposals in the period are presented below

<i>In £ millions</i>	Endemol Shine Australia Holdings Pty Limited	Sound Pocket Music Limited and Zodiak Music Publishing Limited	Total
Net profit / (loss) after tax	(0.2)	0.2	-
Gain on sale of subsidiary	135.6	5.6	141.2
Total	135.4	5.8	141.2

Disposals during the prior period (unaudited)

Zodiak Americas

In 2020 the Groups investment in Zodiak Americas was disposed of for a consideration of £20.7m. The proceeds from this disposal were settled non-cash.

The cumulative impacts resulting from the disposals in the period that were not individually material are presented below:

<i>In £ millions (unaudited)</i>	Zodiak Americas	Total
Net profit / (loss) after tax	0.2	0.2
Gain on sale of subsidiary	13.5	13.5
Total	13.7	13.7

Notes to the financial statements (continued)

8 Operating Profit (Group)

This is stated after charging:

<i>In £ millions</i>	2021	2020 (unaudited)
Depreciation of property, plant and equipment and right-of-use assets	2.1	1.4
Realised exchange differences	(0.3)	0.7
Auditor's remuneration – audit of group financial statements	0.6	0.2
Auditor's remuneration – audit of subsidiaries	-	-
Non-audit services	-	0.1

Ernst & Young, the Group's statutory auditor, provided non-audit services relating to the Banijay Group's half year review amounting to £30k during 2021 (2020: £30k, plus additional £30k for preparation of financial statements). The audit fee disclosed above relating to the audit of subsidiaries amounted to £17k payable to Ernst & Young. Amounts paid to auditors other than Ernst & Young amounted to £0.2m (2020: £nil). All remuneration of the auditors is borne by a subsidiary undertaking.

9 Staff costs (Group)

The average number of employees in The Group in the year ended 31 December 2021 was as follows:

	2021	2020 (unaudited)
Non-Production	345	144
Production	531	99
Total	876	243

The amounts paid to employees for remuneration were as follows:

<i>In £ millions</i>	2021	2020 (unaudited)
Wages and Salaries	19.1	14.4
Social security	1.4	1.3
Pension	0.3	0.3
LTIP (income) / expense	(0.2)	-
Total	20.6	16.0

Staff costs (Company)

As at 31 December 2021 the Company has no employees other than the directors (2020: none other than directors). Refer to note 10 for further details.

Notes to the financial statements (continued)

10. Directors Remuneration (Company)

Four directors are paid by other Banijay Group companies (2020: Four): 2 by Banijay Group SAS, 1 by Banijay Entertainment SAS and 1 by Banijay (Central) Limited. It is not practical to determine the proportion of emoluments which relate to their services as director of this Company. These directors are also considered to be the key management of the UK Group. During the year there were no transactions between the Group and the directors (2020: none)

11. Finance income / (costs) (Group)

<i>In £ millions</i>	2021 £m	2020 £m (unaudited)
Interest on loans from other Banijay Group companies	(2.2)	(2.1)
Interest on loans from third parties	(0.7)	(0.2)
Unrealised exchange gains / (losses)	1.3	(1.4)
Finance income / (costs)	(1.6)	(3.7)

12. Income tax (Group)

(a) Analysis of tax charge for the year:

The tax charge is made up as follows:

<i>In £ millions</i>	12 months ended December 2021	12 months ended December 2020 (unaudited)
Total current income tax	-	-
Total Deferred income tax	-	-
Income tax expense reported in profit and loss	-	-

Notes to the financial statements (continued)

Income tax (continued)

(b) Reconciliation of tax charge:

The total tax charge for the year is lower (2020: lower) than the standard UK 19% rate of corporation tax (2020: standard UK 19% rate of corporation tax). The differences are explained below:

<i>In £ millions</i>	12 months ended December 2021	12 months ended December 2020 (unaudited)
Profit before taxation	145.3	11.4
Profit before taxation multiplied by 19% (2020: 19%)	27.6	2.2
Effects of:		
Expenses not deductible for tax purposes	-	0.2
Non-taxable income	(26.8)	(2.5)
Group relief (claimed)/surrendered	-	0.1
Tax credits	(0.3)	-
Utilisation of brought forward losses	(0.5)	-
Tax on profit	-	-

Factors affecting future tax charges

No deferred tax assets are being recognised within the group for 2021 or 2020. The company considers that tax losses within the group are not sufficiently likely to be offset by future profits and so have not been recognised. At the balance sheet date, the Group carried forward tax losses of £65.2m (2020: £1.8m) for which no deferred tax asset has been recognised as there is considered to be insufficient evidence of their future utilisation.

The Finance Act 2021, enacted on 10 June 2021, included legislation to increase the rate of Corporation tax to 25% as of 1 April 2023.

Notes to the financial statements (continued)

43. Share of profit of associates and joint ventures and Non-controlling interest (Group)

Associates and Joint Ventures

The share of profit from associates and joint ventures corresponds to the portion of profit or loss achieved during the twelve-months period ended December 2021 by entities consolidated under the equity method. The Group's share of profit from associates and joint ventures in the year was £Nil (2020: £Nil).

Please refer to note 33 for details of the entities which comprise The Group's joint ventures and associates.

Non-controlling interest

Refer to note 33 for full listing of subsidiaries. Non-controlling interest relates to the following entities. Amounts relating to all other subsidiaries not 100% owned is £nil (2020: £nil).

<i>In £ millions</i>	2021 £m	2020 £m (unaudited)
Dangerous Films Limited	0.2	0.2
Newincco 1151 Limited	(1.0)	-
Simon's Cat Limited	0.4	-
Total	(0.4)	0.2

The movement in the non-controlling interest balance is as follows:

<i>In £ millions</i>	2021 £m	2020 £m (unaudited)
At 1 January	0.2	0.2
Transfer upon acquisition (note 6)	(0.6)	-
Profit for the year	-	-
Total	(0.4)	(0.2)

Profit for the year of non-controlling interest amounted to £14k (2020: £1k).

Notes to the financial statements (continued)

14 Investments (Company)

<i>In £ millions</i>	<i>Investments in subsidiary companies</i>
Cost	
At 1 January and 31 December 2020	86.9
Additions	205.5
At 1 January and 31 December 2021	292.4
Impairment	
At 1 January and 31 December 2020	34.4
At 1 January and 31 December 2021	34.4
Net book value	
At 31 December 2021	258.0
At 31 December 2020	52.5

The carrying value of investments are reviewed annually for impairment by projecting cash flow for 4 years with a terminal value applied to year 4 after the Statement of financial position date based on financial forecasts approved by the Board. Projected cash flows are discounted to present value at a rate of 9%.

Additions during the year relate to the acquisition of Endemol Shine Group Holding UK Limited as disclosed in note 6.

As at 31 December 2021 Banijay Media Limited directly owns Endemol Shine Group Holding UK Limited and Banijay UK Limited. The full list of owned entities is disclosed in note 33.

Notes to the financial statements (continued)

15 Intangible assets (Group)

<i>In £ millions</i>	<i>Software</i>	<i>Total</i>
Gross values at January 1, 2020	2.3	2.3
Gross values at December 31, 2020	2.3	2.3
Amortisation and impairment losses at January 1, 2020	(2.3)	(2.3)
Amortisation and impairment losses at December 31, 2020	(2.3)	(2.3)
Net values at December 31, 2020	-	-
Gross values at January 1, 2021	2.3	2.3
Additions during the year	0.4	0.4
Transfers on acquisition (note 6)	4.9	4.9
Gross values at December 31, 2021	7.6	7.6
Amortisation and impairment losses at January 1, 2021	(2.3)	(2.3)
Amortisation charged in year	-	-
Transfers on acquisition (note 6)	(4.0)	(4.0)
Amortisation and impairment losses at December 31, 2021	(6.3)	(6.3)
Net values at December 31, 2021	1.3	1.3

Notes to the financial statements (continued)

16 Right-of-use assets

The nature of the group's leasing activities is mainly related to real estate leases i.e. office buildings and studios. The lease periods end between 2022 and 2026. Leases on The Group's registered office at Shepherd's Building in London end in 2026, accounting for a significant majority of the leases disclosed below.

In cases where a lease contains the option to extend or to terminate early management makes a judgement to determine the period over which it can be assessed with reasonable certainty that the contracts will continue.

The Group's liabilities under the lease, disclosed in the lease liabilities note below, are secured by the lessor's ownership of the subject of the lease. In principle, the Group is not entitled to transfer leased assets in subleasing, or to assign rights it has under lease contracts.

<i>In £ millions</i>	<i>Right-of-use assets related to leases</i>
Net Values at December 31, 2019	2.0
Additions in the year	0.4
Depreciation charged in year	(1.2)
Net values at December 31, 2020	1.2
Additions in the year	0.7
Depreciation charged in year	(1.3)
Reclassification and derecognition	(0.1)
Transfers on acquisition (note 6)	11.6
Net values at December 31, 2021	12.1

Notes to the financial statements (continued)

17. Lease liabilities

<i>In £ millions</i>	<i>Lease liabilities</i>
Lease liabilities at December 31, 2019	2.1
Additions in the year	0.4
Principal lease repayments	(1.3)
Unwinding of interest	0.1
Lease liabilities at December 31, 2020	1.3
Additions in the year	0.7
Principal lease repayments	(1.0)
Unwinding of interest	0.1
Reclassification and derecognition	(0.1)
Transfers on acquisition (note 6)	11.8
Lease liabilities at December 31, 2021	12.8

Maturity of lease liabilities

The maturity profile of the group's lease liabilities based on contractual undiscounted payments as of December 31, 2021 is as follows:

<i>In £ millions</i>	<i>2021</i>	<i>2020 (unaudited)</i>
Current lease liability	1.6	0.9
Non-current lease liability	11.2	0.4
Total	12.8	1.3

Notes to the financial statements (continued)

18. Property, plant and equipment

<i>In £ millions</i>	<i>Leasehold improvements</i>	<i>Production equipment</i>	<i>Fixtures, fittings, office equipment</i>	<i>Total</i>
Gross values at January 1, 2020	0.6	0.6	3.1	4.3
Additions	-	-	0.1	0.1
Disposals, reclassification and derecognition	-	(0.3)	0.2	(0.1)
Gross values at December 31, 2020	0.6	0.3	3.4	4.3
Depreciation and impairment losses at January 1, 2020	(0.6)	(0.5)	(2.9)	(4.0)
Depreciation / amortisation	-	(0.1)	(0.1)	(0.2)
Disposals, reclassification and derecognition	-	0.3	(0.2)	0.1
Depreciation and impairment losses at December 31, 2020	(0.6)	(0.3)	(3.2)	(4.1)
Net values at December 31, 2020	-	-	0.2	0.2
Gross values at January 1, 2021	0.6	0.3	3.4	4.3
Transfers on acquisition (note 6)	8.4	2.7	15.1	26.2
Gross values at December 31, 2021	9.0	3.0	18.5	30.5
Depreciation and impairment losses at January 1, 2021	(0.6)	(0.3)	(3.2)	(4.1)
Transfers on acquisition (note 6)	(6.8)	(2.1)	(14.0)	(22.9)
Depreciation / amortisation	-	(0.5)	(0.3)	(0.8)
Depreciation and impairment losses at December 31, 2021	(7.4)	(2.9)	(17.5)	(27.8)
Net values at December 31, 2021	1.6	0.1	1.0	2.7

Notes to the financial statements (continued)

19 Inventories and work in progress (Group)

<i>In £ millions</i>	2021	2020 (Unaudited)
Inventories and work in progress	129.6	7.8
Total	129.6	7.8

20 Trade and other receivables

Group Trade and other receivables

The breakdown of trade and other receivables as of December 31, 2021 and December 31, 2020 is as follows:

<i>In £ millions</i>	2021	2020 (Unaudited)
Trade receivables, net	20.6	3.9
Prepayments	2.5	0.6
Accrued income	22.6	1.9
Tax receivables	11.7	1.8
Amounts due from group undertakings	287.1	30.2
Other receivables	7.5	0.5
Total	352.0	38.9

Tax receivables, excluding income tax, mainly relate to tax credits obtained as part of the group's business to finance the production of certain scripted shows.

Included in the above trade receivables balance is £0.2m (2020: nil) of allowances against receivables considered irrecoverable.

Amounts due from other group undertakings consists of £113.6m (2020: £nil) due from the Group's immediate parent undertaking and £171.8m (2020: £30.2m) due from other group companies.

Amounts due from other group undertakings includes £204.2m (2020: 25.6m) in cash pooling assets held with other group undertakings, which bears interest of 2.5%, deposit facilities of £2.8m (2020: £nil) which bears interest at a rate of 3-months GBP Libor, loans receivable from group undertakings of £9.1m (2020: £nil), including £1.1m (2020: £nil) of accrued interest, which bears interest of 1% plus 590 bps. Also within this balance is £62.9m (2020: £3.5m) of accrued income and £8.1m (2020: 1.1m) of receivables which are unsecured and interest free. All amounts due from group undertakings are repayable on demand. All amounts are stated inclusive of accrued interest where interest is charged.

Notes to the financial statements (continued)

Group Trade and other receivables (continued)

Movements in the provision for impairment of trade and other receivables were as follows:

<i>In £ millions</i>	2021	2020 (Unaudited)
At 1 January	0.2	-
Provision for doubtful debts	0.2	0.2
Reversal of previous provision	(0.2)	-
At 31 December	0.2	0.2

Overdue but not impaired debtors at the end of 2021:

In £ millions					
Total trade receivables	Debt not yet due	Overdue but not impaired			
		Less than 3 months	Between 3 and 6 months	Between 6 months and 1 year	Over 1 year
20.6	14.8	3.8	1.0	0.5	0.5

At December 31, 2021, 28.2% of the debtor is due and not written down. This debt is still expected to be recoverable and so has not been impaired.

Overdue but not impaired debtors at the end of 2020 (unaudited):

In £ millions					
Total trade receivables	Debt not yet due	Overdue but not impaired			
		Less than 3 months	Between 3 and 6 months	Between 6 months and 1 year	Over 1 year
3.9	3.9	0.0	0.0	0.0	0.0

At December 31, 2020, 0.0% of the debtor is due and not written down. Such debtor was not depreciated because it did not present any risk of recoverability.

Notes to the financial statements (continued)

Company Trade and other receivables

<i>In £ millions</i>	December 31, 2021	December 31, 2020
Amounts owed by group undertakings	0.4	0.4
Total	0.4	0.4

Amounts owed by group undertakings were repayable on demand, unsecured and interest free.

21. Cash and cash equivalents

Cash and cash equivalents are composed by bank accounts and petty cash. Bank cash produces interest at variable rates based on daily bank deposit interest rates.

<i>In £ millions</i>	December 31 2021	December 31 2020 (Unaudited)
Cash and cash equivalents	6.0	1.1
Total	6.0	1.1

22. Share Capital (Group and Company)

<i>In £ millions</i>	December 31, 2021	December 31, 2020
573,205 (2020 – 573,205) Ordinary shares of £1 each	0.6	0.6
Total	0.6	0.6

All shares are authorised, allotted, called up and fully paid with full voting rights.

Notes to the financial statements (continued)

23 Reserves

Share premium account (Company only)

This reserve records the amount above the nominal value received for shares sold, less transaction costs.

Retained Earnings

Includes all current and prior periods retained profits and losses.

Merger Reserve

Please refer to note 6 for further details. This records the difference between the consideration paid upon acquisition of Endemol Shine Group Holding UK Limited, along with its subsidiaries, and the net assets of the purchased investments upon acquisition.

Foreign Currency Translation Reserve

This represents the accumulated exchange differences arising from translation of subsidiaries with a functional currency other than GBP.

Capital Management

The Group manages its capital structure and adjusts it in response to changes in economic conditions and the capital requirements of The Group's financial covenants. To maintain or adjust the capital structure, The Group may return capital to the shareholders or issue new shares. In the year ended 31 December 2021, no changes were made to the objectives, policies or processes binding in this area.

The Group's capital management, among other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately recall loans and borrowings. There have been no breaches of the financial covenants of any interest-bearing loans and borrowing in the current period.

Notes to the financial statements (continued)

24. Borrowings (Company and Group)

Group borrowings

<i>In £ millions</i>	December 31, 2021	December 31, 2020 (Unaudited)
Long term borrowings from Banijay Group companies	285.5	18.5
Total long term borrowings	285.5	18.5
Short term borrowings from third parties	47.2	1.4
Bank overdrafts	0.1	0.1
Total short term borrowings	47.3	1.5
Total borrowings	332.8	20.0

Nature of borrowings

Loans from Banijay Group companies as below:

- £265.1m due March 2025, with an interest rate of 3.63% + SONIA (floored to 1%) (2020:£18.5m), payable to Banijay Entertainment SAS.
- £17.3m due March 2025, with an interest rate of 3.5% (2020: £nil), payable to Banijay Entertainment SAS.
- £3.1m due December 2024, with an interest rate of 6.75% + LIBOR (2020: £nil), payable to an other Banijay Group company.

Short term borrowings from third parties represent multiple production loan financing agreements, which have an interest rate of 1.7%, all of which have a maturity date of March 2022 or earlier.

Acquisitions and disposals of subsidiaries during 2021 were settled through loans with other Banijay companies and were not cash settled.

Movements in borrowings in the year comprise £4.4m (2020: £1.4m) cash proceeds from third party borrowings, £1.4m (2020: 4.0m) cash repayments of third party borrowings and £309.8m of non-cash movements (2020: £20.7m). Non-cash movements are comprised of borrowings acquired upon the acquisition described in note 6, non-cash settled loans with other Banijay companies and foreign exchange movements.

Notes to the financial statements (continued)

Borrowings (continued)

The above borrowings are valued at amortised cost. Below is a summary of the undiscounted contractual future payments as at 31 December 2021:

<i>In £ millions</i>	Due in less than one year	Due between one and five years	Due in more than five years	Total
Loans from other Banijay Group companies (£265.1m)	12.4	294.2	-	306.6
Loans from other Banijay Group companies (£17.3m)	0.6	18.5	-	19.1
Loans from other Banijay Group companies (£3.1m)	0.3	3.8	-	4.1
Production financing	47.2	-	-	47.2
Bank overdrafts	0.1	-	-	0.1
Total	60.6	316.5	-	377.1

Company borrowings

<i>In £ millions</i>	<i>2021</i>	<i>2020</i>
Amounts owed to subsidiary undertaking	6.9	6.9
Amounts owed to parent undertaking	222.5	18.2
Total	229.4	25.1

Amounts owed to subsidiary undertakings are repayable on 1 March 2025 and bear interest of LIBOR 1 month (with a floor of 1%) plus 3.63%.

Amounts owed to parent undertaking includes £205.5m due March 2025, with an interest rate of 3.63% + SONIA (floored to 1%) and £17.0m due March 2025, with an interest rate of 3.5%.

Notes to the financial statements (continued)

25 Provisions

<i>In £ millions</i>	Contingent consideration	Legal provisions	Other	Total
At 1 January 2021	0.0	0.0	0.1	0.1
Transfers on acquisition (note 6)	0.3	2.9	0.0	3.2
At 31 December 2021	0.3	2.9	0.1	3.3

Analysis of expected timing of cash flows

<i>In £ millions</i>	Contingent consideration	Legal provisions	Other	Total
Within 1 year	0.3	2.9	0.1	3.3
After more than 1 year	-	-	-	-
Total	0.3	2.9	0.1	3.3

Contingent Consideration

Contingent consideration relates to the expected future costs associated with acquisition of subsidiaries. None of these committed future costs are individually significant to the Group.

Legal Provisions

The legal provision relates to the maximum outflows anticipated relating to an ongoing discussion with Her Majesty's Revenue and Customs (HMRC) regarding a historic remuneration scheme. It is expected that the eventual net outflow from this provision will be lower than the amount provided for, however any such reduction in net outflow has not yet been agreed with the relevant counterparties.

Notes to the financial statements (continued)

26. Trade and other payables (Group and Company)

Group Trade and other payables

Trade and other payables as of December 31, 2021 and December 31, 2020 can be broken down as follows:

<i>In £ millions</i>	2021	2020 <i>(unaudited)</i>
Trade payables	10.7	1.4
Taxation and social security	13.0	5.7
Amounts due to group undertakings	158.4	39.5
Accrued costs	82.4	8.8
Deferred income	83.2	4.0
Other payables	0.7	1.3
Total current trade and other payables	348.4	60.7
Non-current other payables	5.3	-
Total non-current trade and other payables	5.3	-
Total trade and other payables	353.7	60.7

Amounts due to group undertakings consists of £6.8m (2020: £1.1m) due to the Group's immediate parent undertaking and £151.6m (2020: £38.4m) due to other group companies. Refer to note 24 above for details of loans from other Banijay companies.

Within amounts due to other group undertakings is £150.3 (2020: £38.3m) relating to cash pooling arrangements which bear interest of 1 month LIBOR + 2.5%.

Also within amounts due to other group undertakings is £4.3m (2020: £0.3m) in accrued interest on borrowings and cash pooling from Banijay Group companies, £2.2m (2020: £1.0m) of billed payables and £1.6m (2020: £0.2m) of unbilled payables. Unless otherwise stated, all other amounts due to other group undertakings are trading balances which do not bear interest and are repayable on demand.

Non-current other payables represents £4.3m (2020: £1.2m disclosed within current other payables) relating to long term employee incentive plans offered to eligible members of staff within the UK and £1.0m (2020: £nil) relating to earn out liabilities. These comprise the non-current trade and other payables of £5.3m (2020: £nil)

Company Trade and other payables

<i>In £ millions</i>	2021	2020
Amounts owed to group undertakings	31.7	29.6
Total	31.7	29.6

Included in the above is £30.8m (2020 - £29.2m) relating to a cash pool agreement with Banijay Group SAS. The loan is repayable on demand, with interest charged at 1-month LIBOR plus 2.5%. The remainder of amounts owed to other group undertakings are trading balances which do not bear interest and are repayable on demand.

Notes to the financial statements (continued)

27. Share based payments (Group)

Following the acquisition of the Endemol Shine Group by Banijay, a new Long-term incentive plan (LTIP) was implemented in 2021. The plan is a cash-settled share-based payment and has two vesting periods: a first period of 4 years (2021 – 2024) and a second period of 8 years (2021 – 2028). The target of this plan is to retain key talent for the combined group.

This new LTIP began in January 2021. At the end of 2021, the vested portion of the plan was recognized proportionately based on actual 2021 performance of the entities.

The Banijay phantom shares LTIP implemented in 2017 has been closed. The participants still employed in the Group have had the opportunity to join the new combined LTIP.

28. Fair value of financial assets and liabilities (Group and Company)

Group financial instruments

All assets and liabilities for which fair value is measured or disclosed in the financial statement are categorized within the fair value hierarchy:

- level 1: fair value based on quoted prices in active markets;
- level 2: fair value measured using observable market inputs (other than the quoted market prices included in level 1);
- level 3: fair value measured using unobservable market inputs.

The fair value of financial instruments is determined using market prices resulting from trades on a national stock exchange or over-the-counter markets. When no market price is available, fair value is measured using other valuation methods such as discounted future cash flows.

In any event, estimates of market value are based on certain interpretations required when measuring financial assets. As such, these estimates do not necessarily reflect the amounts that the Group would actually receive or pay if the instruments were traded on the market. The use of different estimates, methods and assumptions may have a material impact on estimated fair values.

Notes to the financial statements (continued)

Group financial instruments (continued)

Fair value for assets and liabilities held at year end is equal to amortised cost other than in cases disclosed in the table below:

<i>In £ millions</i>	Note	Book value			Level in the fair value hierarchy (if FV through OCI or P&L)			
		Amortised cost	Fair value through profit or loss	Total book value	Fair value at 31 Dec. 2021	Level 1	Level 2	Level 3
Cash and cash equivalents	21	-	6.0	6.0	6.0	6.0	-	-
Non-current Trade and other payables	26	-	5.3	5.3	5.3	-	-	5.3
Current Trade and other payables	26	346.3	2.1	348.4	2.1	0.1	-	2.0

Company financial instruments

Financial assets

<i>In £ millions</i>	Note	2021	2020
Loans and receivables	20	0.4	0.4
Total		0.4	0.4

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset.

Notes to the financial statements (continued)

Company financial instruments (continued)

Financial liabilities

<i>In £ millions</i>	<i>Note</i>	<i>2021</i>	<i>2020</i>
Current creditors	26	31.7	29.6
Borrowings	24	229.4	25.1
Total		261.1	54.7

Borrowings

Borrowings are interest bearing and are settled on negotiated commercial terms. The disclosure with relation to these borrowings are given in note 24.

Creditors

Creditors are both interest and non-interest bearing and are normally settled on negotiated commercial terms depending on the nature of the creditor. The disclosure with relation to those creditors which are interest bearing are given in note 26.

29. Objectives and strategies regarding financial risk management (Company and Group)

The main financial instruments of the group include bank borrowings and bank overdrafts. The main purpose of these financial instruments is to provide the group with the financial means necessary for its activities. The group has various financial assets, such as trade receivables, cash and short-term deposits, which are directly generated by its operations. The group's strategy was, and remains, not to trade on derivative instruments.

The main risks resulting from the financial instruments of the group involve liquidity risk, interest rate risk, exchange risk and credit risk. The risks of the entities of the group are managed by each entity according to the group's strategy and in accordance with the Company's instructions.

Notes to the financial statements (continued)

Objectives and strategies regarding financial risk management (continued)

Liquidity risk and interest rate risk

The group maintains adequate reserves of cash and short-term deposits to satisfy its liquidity needs. This is aided by cash pooling arrangements with the central Banijay group.

The concentration of liquidity risk is measured on the basis of future cash flows.

The Group utilises cash pooling arrangements with other Banijay Group companies. These arrangements are discussed in notes 20 and 26 above.

The Group has long term loans in place with other Banijay Group companies, as disclosed in note 24 and capability to negotiate future loans if needed, though there is no standing commitment from Banijay Group to enter into such loan arrangements.

Banijay Group has provided a letter indicating their intention to continue to support the Group's activities in future. This includes support in the settling of liabilities if necessary.

The group exposure to the risk of interest rate fluctuations is mainly related to Loans held with other companies within the Banijay group. Please refer to note 24 Borrowings for details of these loans and the related interest rate. The Group does hold loans with third parties, for the purposes of production financing. However these are generally short term loans which are repaid as part of the planned cash flows of a particular production cycle. Management consider that these third party loans represent a mitigation of the liquidity risk facing the group and, given their short term nature, consider that they do not exacerbate interest rate risk.

Management consider that the risk associated with liquidity, as well as movements in interest rates is fully mitigated due to the methods of financing described above.

Foreign currency risk

The Group is exposed to currency risk in connection with transactions made denominated in foreign currency. The vast majority of transactions the Group engages in are denominated in currencies other than GBP.

The Group does not have any derivative financial instruments to hedge against foreign currency risk. However the wider Banijay Group does have such derivative financial instruments, which in turn mitigates the risk to the Banijay Media Limited Group itself.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. In order to minimise this risk The Group endeavours only to deal with companies and individuals which are demonstrably creditworthy and this, together with the aggregate financial exposure, is continuously monitored. Details of overdue receivables and, therefore, the Group's exposure in this are detailed in note 20.

Notes to the financial statements (continued)

30. Off-balance sheet commitments (Company and Group)

Group off-balance sheet commitments

As of December 31, 2021 and December 31, 2020 the Group did not have any off balance sheet commitments.

Company off-balance sheet commitments

As of December 31, 2021 and December 31, 2020 the Company did not have any capital commitments.

31. Contingent liabilities (Company and Group)

Group contingent liabilities

As of December 31, 2021 and December 31, 2020 the Group did not have any contingent liabilities.

Company contingent liabilities

As of December 31, 2021 and December 31, 2020 the Company did not have any contingent liabilities.

32. Information on related parties (Company and Group)

The consolidated accounts include operations carried out by the group in the ordinary course of its business with related parties. These transactions are made at the market price.

The table below shows total amounts of transactions that were concluded with related parties in the twelve-months period ended December 2021.

In £ millions	Parent		Other		Total	
	<i>2021</i>	<i>2020 (unaudited)</i>	<i>2021</i>	<i>2020 (unaudited)</i>	<i>2021</i>	<i>2020 (unaudited)</i>
Revenue	-	-	4.7	5.8	4.7	5.8
Cost of sales	-	-	0.1	(0.1)	0.1	(0.1)
Administration expenses	(0.2)	-	0.7	4.9	0.5	4.9
Gain on sale of subsidiaries	-	-	141.2	13.5	141.2	13.5
Finance income / (expense)	(1.5)	(1.3)	(0.9)	(0.9)	(2.4)	(2.2)

Related party revenues have corresponding cost of sales which generally relate to third party entities. There were no transactions during the year with key management personnel (2020: £nil).

Notes to the financial statements (continued)

Information on related parties (continued)

In £ millions	Parent		Other		Total	
	2021	2020 (unaudited)	2021	2020 (unaudited)	2021	2020 (unaudited)
Receivables	113.6	-	171.8	30.2	285.4	30.2
Total receivables	113.6	-	171.8	30.2	285.4	30.2
Payables	6.8	1.1	151.6	38.4	158.4	39.5
Borrowings	282.4	18.5	3.1	-	285.5	18.5
Total payables	289.2	19.6	154.7	38.4	443.9	58.0

33 Group Information and audit exemptions

The following are Banijay Media Ltd Group's significant subsidiaries, associates, and joint ventures as of December 31, 2021.

Companies owned by Banijay Media Limited Group being provided audit exemptions

Banijay Media Limited has provided guarantees to the below companies, incorporated in the United Kingdom, under the registered number indicated, in order for them to claim audit exemptions, with respect to the fiscal year 2021, under section 479A of the UK Companies Act 2006.

Company name	Country of incorporation	Company Number	Equity Interest held	Nature of business
21CF Shine Holdings UK Limited^	England & Wales	08850565	100%	Holding company
Among Giants Limited*	England & Wales	03363063	100%	Dormant
Artists Studio Management Limited^	England & Wales	06640999	100%	Television production
Artists' Studio. TV Limited^	England & Wales	06641017	100%	Holding company
Bad Ed The Movie Limited^	England & Wales	09409228	100%	Film production
Electric Robin (BTR) Limited^	England & Wales	10144758	100%	Television production
Electric Robin (GOG) Limited ^	England & Wales	10797226	100%	Television production
Bandit (Delicious 3) Limited^	England & Wales	11408316	100%	Television production
Banijay (Central) Limited^	England & Wales	02759428	100%	Television production
Banijay UK Limited^	England & Wales	04126826	100%	Television production
Bazal Productions Limited^	England & Wales	02130252	100%	Dormant
Black Mirror Drama Limited^	England & Wales	09722470	100%	Television production
Black Mirror Drama (S4) Limited^	England & Wales	10300667	100%	Television production
Black Mirror Drama (S5) Limited^	England & Wales	11172015	100%	Television production
Blacklight (on the Edge Season 4) Limited^	England & Wales	12240690	100%	Television production

Blacklight (on the Edge) Productions Limited^	England & Wales	11849767	100%	Television production
Blacklight Television Limited^	England & Wales	04135260	100%	Television production
Blobhead Productions Limited^	Scotland	SC226092	100%	Dormant
Brighter Pictures Limited^	England & Wales	02697443	100%	Dormant
Broadcast Communications (Productions) Limited^	England & Wales	01713423	100%	Dormant
Brown Eyed Boy (MHB) Limited*	England & Wales	09533709	100%	Television production
Brown Eyed Boy Limited^	England & Wales	04418842	100%	Television production
Bwark Films Limited^	England & Wales	08653439	100%	Television production
Bwark Productions Limited^	England & Wales	05228789	100%	Television production
Channel 12 Limited^	England & Wales	02811939	100%	Dormant
Channelflip Media Limited^	England & Wales	06321295	100%	Online media production
Darlow Smithson Productions Limited^	England & Wales	02304733	100%	Television production
Definitely Productions Limited^	England & Wales	04760885	100%	Dormant
Douglas Road Productions Limited^	England & Wales	09061315	50%	Television production
Dragonfly Drama Limited^	England & Wales	08068276	100%	Dormant
Dragonfly Film and Television Productions Limited^	England & Wales	05112876	100%	Television production
Dream Alliance Productions Limited^	England & Wales	08719007	100%	Film production
DSP Drama Limited^	England & Wales	09653665	100%	Television production
DSP Drama 2 Limited^	England & Wales	10906172	100%	Television production
DSP Drama 3 Limited^	England & Wales	11406583	100%	Television production
DSP Drama 4 Limited^	England & Wales	11544575	100%	Television production
Edam SLB Limited^	England & Wales	07239432	100%	Sale & leaseback contract
Electric Robin Limited^	England & Wales	08443014	100%	Short form content production
Endemol Shine Gaming Limited^	England & Wales	03155053	100%	Digital media production
Endemol Shine Group Holding UK Limited^	England & Wales	06394563	100%	Holding company
Endemol Shine Group Limited^	England & Wales	06032269	100%	Employer of group management
Endemol Shine UK Limited^	England & Wales	01692513	100%	TV programme production and exploitation
Endemol Worldwide Distribution Holding Limited^	England & Wales	02461138	100%	Holding company
Endemol Shine UK (Leon) Limited^	England & Wales	13209034	100%	TV programme production and exploitation
Endemol UK Holding Limited^	England & Wales	02585418	100%	Holding company

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ESUK Productions Limited^	England & Wales	11091133	100%	Television production
Far Moor Media Limited^	England & Wales	08254863	100%	Provider of executive producer services to drama productions
Fifty Fathoms (AM) Limited ^	England & Wales	11881815	100%	Television production
Fifty Fathoms (Domina) Limited ^	England & Wales	11864961	100%	Television production
Fifty Fathoms Productions Limited ^	England & Wales	10143750	100%	Television production
Fifty Fathoms (Fortitude 3) Limited ^	England & Wales	11077543	100%	Television production
Fifty Fathoms (Guerrilla) Limited ^	England & Wales	10176650	100%	Television production
Fifty Fathom (KAW2) Limited^	England & Wales	10481486	100%	Television production
Green Eyed Boy Ltd^	England & Wales	11123201	50%	Television production
Guilder Productions Limited^	England & Wales	10517075	100%	Facilitating the engagement of production writers and directors
Hawkshead Limited^	England & Wales	01488467	100%	Dormant
Holy Moly Entertainment Limited^	England & Wales	06556365	100%	Dormant
House Of Tomorrow Drama Limited^	England & Wales	09160295	100%	Television production
House of Tomorrow Holdings Limited^	England & Wales	09016143	100%	Television production
House Of Tomorrow Limited^	England & Wales	08791458	100%	Television production
Ideal World Films Limited	Scotland	SC176544	100%	Dormant
Ideal World Productions Limited	England & Wales	02372721	100%	Dormant
Initial (Seaforth) Limited^	England & Wales	02698623	100%	Dormant
Initial Film and Television Limited^	England & Wales	02514950	100%	Dormant
Initial Film and Television (Frankies House) Limited^	England & Wales	02635984	100%	Dormant
Initial Film and Television (Horse Opera) Limited^	England & Wales	02675506	100%	Dormant
IWC Media Limited	Scotland	SC265445	100%	Television production
Izenda Productions Limited^	England & Wales	04929050	100%	Television production
Kudos Financing Limited*	England & Wales	10563816	100%	Other business support services
Kudos Film & Television Limited*	England & Wales	04387591	100%	Television production
Kudos Hustle Limited*	England & Wales	04763774	100%	Dormant
Kudos Rights Limited*	England & Wales	05383266	100%	Rights Management
Kudos (ATY) Limited*	England & Wales	09533960	100%	Television production
Kudos (Broadchurch) Limited*	England & Wales	08731985	100%	Television production
Kudos (Burn Up) Limited*	England & Wales	06078889	100%	Dormant
Kudos (Burn Up) MD Limited*	England & Wales	06360194	100%	Dormant

Kudos (Child) Limited*	England & Wales	11681320	100%	Television production
Kudos (Code 404) Limited*	England & Wales	10336011	100%	Television production
Kudos (DeadWater) Limited*	England & Wales	11682175	100%	Television production
Kudos (Deep Water) Limited*	England & Wales	11307342	100%	Television production
Kudos (Eternal) Limited*	England & Wales	07312055	100%	Dormant
Kudos (Flowers) Limited*	England & Wales	09533834	100%	Television production
Kudos (Grantchester) Limited*	England & Wales	08735085	100%	Television production
Kudos (Gunpowder) Limited*	England & Wales	10391532	100%	Television production
Kudos (Hour) Limited*	England & Wales	07261806	100%	Dormant
Kudos (Humans) Limited*	England & Wales	08972603	100%	Television production
Kudos (Humans Three) Limited*	England & Wales	10637727	100%	Television production
Kudos (L&O) Limited*	England & Wales	06955683	100%	Dormant
Kudos (Law) Limited*	England & Wales	06449908	100%	Dormant
Kudos (Manhattan) Limited*	England & Wales	07506628	100%	Dormant
Kudos (Morton) Limited*	England & Wales	07475559	100%	Dormant
Kudos (Grantchester Four) Limited*	England & Wales	10391404	100%	Dormant
Kudos (Grantchester Five) Limited*	England & Wales	11989615	100%	Dormant
Kudos (Grantchester Six) Limited*	England & Wales	12466087	100%	Dormant
Kudos (Grantchester Seven) Limited*	England & Wales	11940238	100%	Dormant
Kudos (Grantchester 8) Limited*	England & Wales	08580504	100%	Dormant
Kudos (Occupation) Limited*	England & Wales	06600732	100%	Dormant
Kudos (Orange Shirt) Limited*	England & Wales	09711790	100%	Television production
Kudos (Pepys Road) Limited*	England & Wales	09185097	100%	Dormant
Kudos (River) Limited*	England & Wales	09031912	100%	Television production
Kudos (SAS) Limited*	England & Wales	12279478	100%	Television production
Kudos (Smoke) Limited*	England & Wales	07558627	100%	Dormant
Kudos (Spooks) CP Limited*	England & Wales	07123876	100%	Dormant
Kudos (Tin Star) Limited*	England & Wales	09889995	100%	Television production
Kudos (Troy) Limited*	England & Wales	10062388	100%	Television production
Kudos (Tsunami) Limited*	England & Wales	05655292	100%	Dormant
Kudos (Tunnel) Limited*	England & Wales	08176730	100%	Television production
Kudos (Two Tone) Limited*	England & Wales	05306757	100%	Dormant
Kudos (Two Weeks) Limited*	England & Wales	11940699	100%	Television production
Kudos (WM) Limited*	England & Wales	06910242	100%	Dormant
Kudos (You) Limited*	England & Wales	12279164	100%	Dormant
Late Night Shopping Limited	Scotland	SC199647	100%	Dormant
Love or Money Limited	Scotland	SC209430	100%	Dormant
Lovely Day Productions Limited*	England & Wales	07255175	100%	Television production
Mastercover Productions Limited^	England & Wales	02409227	100%	Dormant

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Monogram Productions Limited^	England & Wales	03328806	100%	Dormant
NC Shine Acquisition Ltd^	England & Wales	07583114	100%	Holding company
New Moon Rising Limited^	England & Wales	06343365	50.02%	Television production
Newincco 1151 Limited^	England & Wales	07916829	50.01%	Television production
Not Driving That Limited^	England & Wales	11371031	100%	Television production
OP Media Limited^	England & Wales	13675038	75%	Television production
OP Talent Limited^	England & Wales	08226492	100%	Talent agency
Primetime Limited^	England & Wales	00901456	100%	Dormant holding compai
Primetime No. 2 Limited^	England & Wales	01448776	100%	Dormant
Princess Productions Limited^	England & Wales	03239469	100%	Television production
RDF Television Limited^	England & Wales	06219647	100%	Television production
Secret Life of Boys 5 Limited^	England & Wales	12691139	100%	Television production
Shine Commercial Limited^	England & Wales	07841120	100%	Dormant
Shine Creative (UK) Limited^	England & Wales	07867972	100%	Television production
Shine Ginkgo Limited^	England & Wales	08005540	100%	Dormant
Shine Jet Limited^	England & Wales	07874842	100%	Holding company
Shine Limited^	England & Wales	04001973	100%	Holding company
Shine Midco Limited^	England & Wales	08005437	100%	Holding company
Shine Pictures (UK) Limited^	England & Wales	04543562	100%	Film production
Shine TV Limited^	England & Wales	06978553	100%	Television production
Shine TV (Hunted) Limited^	England & Wales	11358868	100%	Television production
Shiny Button Productions Limited^	England & Wales	10886480	100%	Television production
Shiny Button Productions (SPV) Limited^	England & Wales	12966230	100%	Television production
Shiny Button Productions (YCOM) Limited^	England & Wales	13427141	100%	Television production
Southern Star Sales (UK) Limited^	England & Wales	01377528	95%	Programme distribution
Spooks Limited*	England & Wales	04271995	100%	Dormant
Superchargers Limited^	England & Wales	10638608	100%	Television production
Ted's Top Ten Limited^	England & Wales	12691027	100%	Television production
Teen Taxis Limited^	England & Wales	11307317	100%	Television production
Television Productions Limited^	England & Wales	04634525	100%	Television production
The Boys Are Back In Town Limited^	England & Wales	06631764	100%	Dormant
The Russian Bride ^	England & Wales	03896040	100%	Dormant
The Foundation T.V. Productions (Scotland) Limited^	Scotland	SC347851	100%	Dormant
Tiger Aspect Animation Limited^	England & Wales	08640710	100%	Television production
Tiger Aspect Assets Limited^	England & Wales	03690358	100%	Dormant
Tiger Aspect Drama Limited^	England & Wales	08640684	100%	Television production
Tiger Aspect Drama (Curfew) Limited^	England & Wales	11022538	100%	Television production

Tiger Aspect Drama (Ripper Street 4) Limited^	England & Wales	09651303	100%	Television production
Tiger Aspect Drama (Ripper Street) Limited^	England & Wales	08911103	100%	Television production
Tiger Aspect Films Limited^	England & Wales	02950699	100%	Dormant
Tiger Aspect Financing Limited^	England & Wales	10244361	100%	Cash flow intermediary
Tiger Aspect Holdings Limited^	England & Wales	02589509	100%	Holding company
Tiger Aspect Pictures (Dog Eat Dog) Limited^	England & Wales	03968751	100%	Dormant
Tiger Aspect Pictures (Royston Vasey) Limited^	England & Wales	05204612	100%	Dormant
Tiger Aspect Pictures (Tosspot) Limited^	England & Wales	03981060	100%	Dormant
Tiger Aspect Pictures Limited^	England & Wales	02904886	100%	Television production
Tiger Aspect Productions Limited^	England & Wales	03643117	100%	Television production
Tiger Aspect (BH&MP) Limited^	England & Wales	10586343	100%	Television production
Tiger Aspect (3LB) Limited^	England & Wales	10143919	100%	Television production
Tiger Aspect (Good Karma) Limited^	England & Wales	10796113	100%	Television production
Tiger Aspect (Viewpoint) Limited^	England & Wales	12407127	100%	Television production
Tiger Aspect (Fortitude 2) Limited^	England & Wales	09850762	100%	Television production
Tiger Aspect (GKH) Limited^	England & Wales	10244501	100%	Television production
Tiger Aspect (GKH3) Limited^	England & Wales	11422923	100%	Television production
Tiger Aspect (KAW) Limited^	England & Wales	09720130	100%	Television production
Tiger Aspect Kids & Family Limited^	England & Wales	13218383	100%	Television production
Tiger Television Limited^	England & Wales	02789925	100%	Dormant
Tigress Productions Limited^	England & Wales	02630259	100%	Television production
Tronpipe Limited^	England & Wales	03984207	100%	Dormant
Victoria Real Limited^	England & Wales	03006473	98.45%	Dormant
Walker Clements & Company Limited	Scotland	SC150878	100%	Dormant
Wild West (Initial) Limited^	England & Wales	02607940	100%	Dormant
Wonder Television Limited	England & Wales	08723975	100%	Television production
Workerbee Documentary Films Limited^	England & Wales	13087362	100%	Television production
Workerbee TV Limited^	England & Wales	12014919	100%	Television production
Yemen Distributions Limited*	England & Wales	07185055	100%	Television production
Yemen Productions Limited*	England & Wales	07185079	100%	Dormant
Young Bwark Limited ^	England & Wales	07110373	50%	Television production
Zeppotron Drama Limited^	England & Wales	09685406	100%	Television production
Zeppotron Limited^	England & Wales	06057667	100%	Television production

Notes to the financial statements (continued)

84 Events after the reporting period

The group is closely monitoring developments in the conflict between Russia and Ukraine. The Banijay Media Ltd group has limited exposure to the Russian market.

During April 2022 the group disposed of its holding in Playzido Limited at nil gain or loss.

During October 2022 Banijay Media Limited acquired a 51% share in Mam Tor Productions for consideration of £13.4m, with options to acquire further shareholding in 2027 and 2031.

During 2022 the Group reached agreement with HMRC regarding the legal provision disclosed above, at an amount consistent with the provision recognised at year end.

The Banijay Group listed on the Euronext stock exchange through FL Entertainment, from 1 July 2022.

Notes to the financial statements (continued)

Group Information and audit exemptions (continued)

Investments in associates and joint ventures

Company name	Country of incorporation	Company Number	Proportion of ordinary share capital held	Nature of business
Double Dutch Productions Limited [^]	England & Wales	13413825	49.9%	Television production
Foundling Bird Limited [*]	England & Wales	08918924	10%	Artistic creation
Playzido Limited ⁺	England & Wales	10865410	19.86%	Gaming platform
Pure Grass Films Limited [~]	England & Wales	05446717	5%	Motion picture production
What's the Story? Sounds Limited ^{^^}	England & Wales	12231922	25%	Motion picture production
Shine Pictures LLP (50%) ⁺	England & Wales	OC342177	50%	Dormant
Shine TV (FM) Limited ⁺	England & Wales	04141274	50%	Dormant
The Unofficial TV Company Limited ⁺	England & Wales	04141314	50%	Dormant
Fall Productions Limited ^{**}	England & Wales	07808003	45%	Television production

[^] The address of the subsidiaries' registered office is 7 Savoy Court, London, United Kingdom, WC2R 0EX

^{*} The address of the subsidiaries' registered office is 180 Great Portland Street, 4th Floor, London, England, W1W 5QZ

⁺ The address of the subsidiaries' registered office is Shepherds Building Central Charecroft Way, Shepherds Bush, London, United Kingdom, W14 0EE

[~] The address of the subsidiaries' registered office is Level 1 Devonshire House, One Mayfair Place, London, United Kingdom, W1J 8AJ

^{^^} The address of the subsidiaries' registered office is 18 Hawthorne Grove, Burley In Wharfedale, Ilkley, England, LS29 7RF

^{**} Well Cottage, Farhill Llanishen, Chepstow, Gwent, Wales, NP16 6QY

At consolidation level, the presence of put and call options over minority interest may affect upwards the interest rate applied, refer to note 25 for details.

Banijay Media Limited is consolidated in the financial statements of Banijay Group S.A.S. (France) and LOV Group Invest S.A.S. (France).

Endemol Shine Group Holding UK Limited and Banijay UK Limited are directly owned by Banijay Media Limited.

Notes to the financial statements (continued)

34. Events after the reporting period

The group is closely monitoring developments in the conflict between Russia and Ukraine. The Banijay Media Ltd group has limited exposure to the Russian market.

During April 2022 the group disposed of its holding in Playzido Limited at nil gain or loss.

During October 2022 Banijay Media Limited acquired a 51% share in Mam Tor Productions for consideration of £13.4m, with options to acquire further shareholding in 2027 and 2031.

During 2022 the Group reached agreement with HMRC regarding the legal provision disclosed above, at an amount consistent with the provision recognised at year end.

The Banijay Group listed on the Euronext stock exchange through FL Entertainment, from 1 July 2022.

Notes to the financial statements (continued)

35. Inter-group guarantees

As at 31 December 2021, the Company held a cash pool agreement with Banijay Group SAS under which the Company has issued an unlimited inter-company guarantee to the entity, as well as given the entity right of set-off against debit balances of other UK Banijay Media Group companies.

The below entities within the Group are part of an unlimited group guarantee to the bond holders and lenders with relation to the Notes and Senior Facilities Agreement in which Banijay Group SAS re-financed the business in February 2020:

- Banijay Media Limited
- Bwark Productions Limited
- RDF Television Limited
- Endemol Shine International Limited
- Endemol UK Holding Limited
- Shine TV Limited
- Tiger Aspect Productions Limited
- Kudos Film & Television Limited
- Primetime Limited

The financing arrangement set up comprises:

- The issuance through Banijay Entertainment SAS of high yield bonds ('senior secured notes') offered to private investors for a €575m paying a coupon of 3.5% and \$403m paying a coupon of 5.375% per annum, maturing 1st March 2025;
- The further issuance through Banijay Group SAS of high yield bonds ("senior notes") offered to private investors for a total of €400m, paying a coupon of 6.5% per annum, maturing 1st March 2026; and
- a Senior Facilities Agreement entered into with, among others, Banijay Entertainment SAS and Banijay Group Holding Inc., in February 2020 and amended and restated in December 2021, made available by a pool of financial institutions and including the facilities as follows:
 - a term loan facility for an amount equal to €453m terminating 1st March 2025.
 - a term loan facility for an amount equal to \$460m terminating 1st March 2025
 - a multi-currency revolving facility for an amount equal to €170m terminating September September 2024.

36. Controlling party

The immediate parent undertaking of the company is Banijay Entertainment SAS.

The parent undertaking of the smallest and largest group which includes the Company and for which publicly available Group financial statements are prepared is Banijay Group SAS. Copies of these financial accounts can be obtained from 5 Rue Francois 1er, 75008 Paris, France.

At the date of the Statement of financial position the ultimate parent undertaking and controlling party is Stéphane Courbit's LOV Group who controls Banijay Group.