BSKYB HISTORY LIMITED

Annual report and financial statements For the year ended 30 June 2013

Registered number 03071747

TUESDAY



24/12/2013 COMPANIES HOUSE

Directors and Officers For the year ended 30 June 2013

Directors

BSkyB History Limited's ("the Company's") present Directors and those who served during the year are as follows

D J Darroch (resigned 8 January 2013)

A J Griffith (resigned 8 January 2013)

C J Taylor (appointed 8 January 2013)

C R Jones (appointed 8 January 2013)

Secretary

D J Gormley (resigned 9 November 2012)

C J Taylor (appointed 9 November 2012)

Registered office

Grant Way Isleworth Middlesex TW7 5QD

Auditor

Deloitte LLP Chartered Accountants London United Kingdom

Directors' Report

The Directors present their Annual Report on the affairs of the Company, together with the financial statements and Auditor's Report for the year ended 30 June 2013

Business review and principal activities

The Company is a wholly-owned subsidiary of Sky Ventures Limited (the immediate parent company) The ultimate parent company is British Sky Broadcasting Group Plc ("BSkyB") and operates together with BSkyB's other subsidiaries, as a part of the Group ("the Group") The Company is a holding company with no external suppliers and therefore does not have a supplier payment policy

The Company's principal activity is to act as a holding company for a 50% interest in AETN UK, an unlimited company whose principal activity is the broadcasting of The History Channel, including the multiplex version to multi-channel subscribers in the UK and other European territories. It also distributes other channels known as The Biography Channel, Crime and Investigation Channel and the Military History Channel. For the foreseeable future, the Company will continue to hold the investment in AETN UK.

The audited accounts for the year ended 30 June 2013 are set out on pages 6 to 16. The profit for the year was £500,000 (2012 £750,000). The Balance Sheet shows that the Company's total shareholder's equity position at the end of the year was £5,950,000 (2012 £5,450,000). During the year the Company received dividends totalling £500,000 from AETN UK (2012 £750,000). The Directors do not recommend the payment of a dividend for the year ended 30 June 2013 (2012 £nil).

Key performance indicators (KPIs)

The Group manages its operations on a divisional basis. For this reason, the Company's Directors believe that further key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the Company.

Principal risks and uncertainties

The Company's activities expose it to financial risks, namely credit risk, and liquidity risk. The Company is also exposed to risk through the performance of its investments

The Directors do not believe the business is exposed to cash flow risk, price risk, or foreign exchange risk

Credit risk

The Company's credit risk is primarily attributable to its trade and receivables and amounts owed from other Group companies. An allowance for impairment is made when there is an identified loss event, which based on previous experience, is evidence of a reduction in the recoverability of the cash flows. The intercompany balances of the Company are detailed in notes 6 and 7.

Liquidity risk

The Company relies on the Group Treasury function to manage its liquidity and ensure that sufficient funds are available for ongoing operations and future developments. The Group currently has access to an undrawn £743 million revolving credit facility which is due to expire on 31 October 2018. The Company benefits from this liquidity through intra-group facilities and loans.

Investment performance risk

The principal risk facing the Company relates to the recoverability of the Company's investment in joint ventures Recovery of these assets is dependent upon the generation of sufficient profits by the joint venture to pay dividends or from the proceeds of sale of such investments, in the event of their disposal. The Company reviews the carrying amount of its investments at balance sheet date to determine whether there is any indication of impairment.

Directors' Report (continued)

Going concern

The Company's business activities, together with the factors likely to affect its future development and performance are set out in the Business Review. The Directors' Report details the financial position of the Company, as well as the Company's objectives and policies, and details of its exposures to credit risk and liquidity risk.

After making enquiries, the Directors have formed a judgement at the time of approving the financial statements that the Company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Directors

The Directors who served during the year and to the date of signing the financial statements are shown on page 1

Auditor

In accordance with the provisions of Section 418 of the Companies Act 2006, each of the persons who are Directors of the Company at the date of approval of this report confirms that

- so far as the Director is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditor is unaware, and
- the Director has taken all the steps that he ought to have taken as a Director to make himself aware of any relevant audit information (as defined) and to establish that the Company's auditor is aware of that information

Deloitte LLP have expressed their willingness to continue as auditor and a resolution to reappoint them will be proposed at the forthcoming BSkyB Annual General Meeting

By Order of the Board,

C J Taylor

Company Secretary

Grant Way

Isleworth

Middlesex

TW7 5QD

15 November 2013

Statement of Directors' responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. Under company law, the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, International Accounting Standard 1 requires that Directors

- properly select and apply accounting policies,
- 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 are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance, and
- make an assessment of the Company's ability to continue as a going concern

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

Auditor's report

Independent Auditor's Report to the Members of BSkyB History Limited

We have audited the financial statements of BSkyB History Limited for the year ended 30 June 2013 which comprise the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet, and the related notes 1 to 12 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

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 auditors' 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

Respective responsibilities of Directors and Auditor

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the Directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 30 June 2013 and of its profit for the year then
 ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Separate opinion in relation to IFRSs as issued by the IASB

As explained in note 1 to the financial statements, the Company in addition to applying IFRSs as adopted by the European Union, has also applied IFRSs as issued by the International Accounting Standards Board (IASB)

In our opinion the financial statements comply with IFRSs as issued by the IASB

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- · certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

William Touche (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

London, United Kingdom

November 2013

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Statement of Comprehensive Income

For the year ended 30 June 2013

	Notes	2013 £′000	2012 £'000
Investment income	2	500	750
Profit before tax	3	500	750
Tax	4	-	_
Profit for the year attributable to equity shareholders		500	750

The accompanying notes are an integral part of this Statement of Comprehensive Income

For the years ended 30 June 2013 and 30 June 2012 the Company did not have any items of other comprehensive income

All results relate to continuing operations

Balance Sheet

As at 30 June 2013

AS at 30 June 2013	Notes	2013	2012
	Notes		
		£'000	£'000
Non-current assets			
Investment in joint venture	5	50	50
Current assets	•		
Trade and other receivables	6	5,900	5,450
Total assets		5,950	5,500
Current liabilities			
Trade and other payables	7	-	50
Total liabilities		-	50
Share capital	10	-	-
Reserves		5,950	5,450
Total equity attributable to equity shareholders		5,950	5,450
Total liabilities and shareholder's equity		5,950	5,500

The accompanying notes are an integral part of this Balance Sheet

As at 30 June 2013 and 30 June 2012, the Company did not have any cash or cash equivalents. Accordingly, no cash flow statement or reconciliation of operating profit to cash flows from operating activities has been prepared.

The financial statements of BSkyB History Limited, registered number 03071747, were approved by the Board of Directors on November 2013 and were signed on its behalf by

C R Jones Director

November 2013

Statement of Changes in Equity

For the year ended 30 June 2013

	Share capital £'000	Retained earnings £'000	Total shareholder's equity £'000
At 1 July 2011	-	4,700	4,700
Profit for the year	-	750	750
At 30 June 2012	-	5,450	5,450
Profit for the year	-	500	500
At 30 June 2013	-	5,950	5,950

1. Accounting policies

BSkyB History Limited (the "Company") is a limited liability company incorporated and registered in England and Wales

a) Statement of compliance

The financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union ("EU") and the Companies Act 2006. In addition, the Company also complied with IFRS as issued by the International Accounting Standards Board ("IASB")

b) Basis of preparation

The financial statements have been prepared on a going concern basis (as set out in the Directors' Report) and on a historical cost basis, except for the remeasurement to fair value of financial instruments as described in the accounting policies below. The Company has adopted the new accounting pronouncements which became effective this year, none of which had any significant impact on the Company's results or financial position.

The Company maintains a 52 or 53 week fiscal year ending on the Sunday nearest to 30 June in each year. In fiscal year 2013, this date was 30 June 2013, this being a 52 week year (fiscal year 2012. 1 July 2012, 52 week year.) For convenience purposes, the Company continues to date its financial statements as at 30 June. The Company has classified assets and liabilities as current when they are expected to be realised in, or intended for sale or consumption in, the normal operating cycle of the Company.

c) Investments in joint venture

Investments are stated at cost, less any provision for impairment in value

d) Financial assets and liabilities

Financial assets and liabilities are initially recognised at fair value plus any directly attributable transaction costs. At each balance sheet date, the Company assesses whether there is any objective evidence that any financial asset is impaired. Financial assets and liabilities are recognised on the Company's Balance Sheet when the Company becomes a party to the contractual provisions of the financial asset or liability. Financial assets are derecognised from the Balance Sheet when the Company's contractual rights to the cash flows expire or the Company transfers substantially all the risks and rewards of the financial asset. Financial liabilities are derecognised from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

i. Trade and other receivables

Trade and other receivables are non-derivative financial assets with fixed or determinable payments and, where no stated interest rate is applicable, are measured at the original invoice amount, if the effect of discounting is immaterial. Where discounting is material, trade and other receivables are measured at amortised cost using the effective interest method. An allowance account is maintained to reduce the carrying value of trade and other receivables for impairment losses identified from objective evidence, with movements in the allowance account, either from increased impairment losses or reversals of impairment losses, being recognised in the Statement of Comprehensive Income.

ii. Trade and other payables

Trade and other payables are non-derivative financial liabilities and are measured at amortised cost using the effective interest method. Trade and other payables, with no stated interest rate, are measured at the original invoice amount if the effect of discounting is immaterial.

1. Accounting policies (continued)

e) Impairment

At each balance sheet date, and in accordance with IAS 36 "Impairment of Assets", the Company reviews the carrying amounts of all its assets excluding deferred tax (see accounting policy f) and financial assets (see accounting policy d) to determine whether there is any indication that any of those assets have suffered an impairment loss

An impairment is recognised in the Statement of Comprehensive Income whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount. The recoverable amount is the greater of net selling price, defined as the fair value less costs to sell, and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and risks specific to the asset. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs. Impairment losses recognised in respect of cash generating units are allocated first to reduce the carrying amount of any goodwill allocated to those units, and then to reduce the carrying amount of other assets in the unit on a pro-rata basis.

An impairment loss for an individual asset or cash generating unit shall be reversed if there has been a change in estimates used to determine the recoverable amount since the last impairment loss was recognised and is only reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised

f) Tax, including deferred tax

The Company's liability for current tax is based on taxable profits for the year, and is calculated using tax rates that have been enacted or substantively enacted at the balance sheet date

Deferred tax assets and liabilities are recognised using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities in the Balance Sheet and the corresponding tax bases used in the computation of taxable profits. Temporary differences arising from goodwill and the initial recognition of assets or liabilities that affect neither accounting profit nor taxable profit are not provided for

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries and associates, and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates that have been enacted or substantively enacted at the balance sheet date

The carrying amount of deferred tax assets is reviewed at each balance sheet date and adjusted to reflect an amount that is probable to be realised based on the weight of all available evidence. Deferred tax is calculated at the rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax assets and liabilities are not discounted. Deferred tax is charged or credited in the Income Statement. It Statement of Comprehensive Income, except where it relates to items charged or credited directly to equity, in which case the deferred tax is also included within equity. Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same tax authority and the Company intends to settle its current tax assets and liabilities on a net basis.

1. Accounting policies (continued)

g) Critical accounting policies and the use of judgement

Certain accounting policies are considered to be critical to the Company An accounting policy is considered to be critical if its selection or application materially affects the Company's financial position or results. The Directors are required to use their judgement in order to select and apply the Company's critical accounting policies. Below is a summary of the Company's critical accounting policies and details of the key areas of judgement that are exercised in their application.

The Company's key critical accounting policies are the recoverability of receivables and carrying value of investments

i. Receivables

Judgement is required in evaluating the likelihood of collection of debt, this evaluation requires estimates to be made, including the level of provision to be made for amounts with uncertain recovery profiles

ii. Investments

The Company reviews the carrying amounts of its investment to determine whether there is any indication that the investment has suffered an impairment loss

h) Accounting standards, interpretations and amendments to published standards not yet effective

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards, which have been published but are only effective for our accounting periods beginning on or after 1 July 2013 or later periods. These new pronouncements are listed below

- IFRS 10 "Consolidated Financial Statements" (effective 1 January 2013),
- IFRS 11 "Joint Arrangements" (effective 1 January 2013),
- IFRS 12 "Disclosure of Interests in Other Entities" (effective 1 January 2013),
- IFRS 13 "Fair Value Measurement" (effective 1 January 2013),
- Amendment to IAS 19 "Employee Benefits" (effective 1 January 2013),
- Amendment to IAS 27 "Separate Financial Statements" (effective 1 January 2013),
- Amendment to IAS 28 "Investments in Associates and Joint Ventures" (effective 1 January 2013),
- Amendments to IFRS 7 "Financial Instruments Disclosures Offsetting Financial Assets and Financial Liabilities" (effective 1 January 2013),
- Annual Improvements 2009–2011 Cycle (effective 1 January 2013),
- Amendments to IAS 32 "Financial Instruments Presentation Offsetting Financial Assets and Financial Liabilities" (effective 1 January 2014), and
- IFRS 9 "Financial Instruments" (effective 1 January 2015)

The Directors are currently evaluating the impact of the adoption of these standards, amendments and interpretations in future periods

2. Investment income

	2013	2012
	£,000	000°3
Distribution from joint venture	500	750

Dividends totalling £500,000 were received in the year from AETN UK (2012 £750,000)

3. Profit before tax

Audit fees

Amounts paid to the auditor for audit services of £6,250 (2012 £6,250) were borne by another Group subsidiary in 2013 and 2012 No amounts for other services have been paid to the auditor on behalf of the Company

Employee benefits and key management compensation

There were no staff costs during the year as the Company had no employees (2012 £nil) Services are provided by employees of other companies within the Group with no charge being made for their services (2012 £nil) The Directors did not receive any remuneration during the year in respect of their services to the Company (2012 £nil)

4. Tax

a) Tax recognised in the statement of comprehensive income

The tax charge for the year is £nil (2012 £nil)

b) Reconciliation of total tax charge

The tax expense for the year is lower (2012 lower) than the expense that would have been charged using the standard rate of corporation tax in the UK (2375%) applied to profit before tax. The applicable or substantively enacted effective rate of UK corporation tax for the year was 2375% (2012 255%). The differences are explained below.

	2013	2012
	£'000	£′000
Profit before tax	500	750
Profit before tax multiplied by the blended rate of corporation tax in the UK of 23 75% (2012 25 5%)	119	191
Effects of		
Non-taxable dividends received	(119)	(191)
Tax	-	-

All tax relates to UK corporation tax and is settled by British Sky Broadcasting Limited on the Company's behalf

5. Investment in joint venture

	2013 £'000	2012 £'000
Cost and net book value		
Beginning and end of year	50	50

At 30 June 2013 the Company held 50% (2012 50%) of the issued ordinary share capital of AETN UK, an unlimited company incorporated and registered in England and Wales whose principal activity is the broadcasting of The History Channel, including the multiplex version to multi-channel subscribers in the UK and other European territories. The Company accounts for the 50% holding in AETN UK as an investment in joint venture. The investment is held at cost and reviewed for impairment at each balance sheet date.

6. Trade and other receivables

201 £'00	
Amounts receivable from immediate parent company 5,90	o 5,450

The Directors consider that the carrying amount of trade and other receivables approximates to their fair value

The amounts receivable from the immediate parent have been assessed to be fully recoverable and as such no other allowances have been recorded

Amounts due from the immediate parent company totalling £5,900,000 (2012 $\,$ £5,450,000) are non-interest bearing and are repayable on demand

7. Trade and other payables

	2013	2012
	£,000	£'000
Amounts payable to immediate parent company	-	50

Amounts due to the immediate parent company totalling £nil (2012 £50,000) are non-interest bearing and are repayable on demand

8. Derivatives and other financial instruments

The Company's financial instruments comprise trade receivables and trade payables

The accounting classification of each class of the Company's financial assets and financial liabilities is as follows

	Loans and receivables	Other liabilities	Total carrying value	Total fair values
	£,000	£,000	£'000	£'000
At 30 June 2013				
Trade and other payables	-	-	(50)	(50)
Trade and other receivables	5,900	-	5,950	5,950
At 30 June 2012				
Trade and other payables	-	(50)	(50)	(50)
Trade and other receivables	5,450	-	5,450	5,450

The fair value of other financial assets and financial liabilities is determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions and dealer quotes for similar instruments

9. Financial risk management objectives and policies

The Group's Treasury function is responsible for raising finance for the Company's operations, together with associated liquidity management and management of foreign exchange, interest rate and credit risks. Treasury operations are conducted within a framework of policies and guidelines authorised and reviewed by both the Audit Committee and the Board, which receive regular updates of Treasury activity. Derivative instruments are transacted for risk management purposes only. It is the Group's policy that all hedging is to cover known risks and no speculative trading is undertaken Regular and frequent reporting to management is required for all transactions and exposures, and the internal control environment is subject to periodic review by the Group's internal audit team.

Capital Risk Management

The capital structure of the Company consists of equity attributable to equity holders of the parent company, comprising issued capital, reserves and retained earnings. Risk and treasury management is governed by British Sky Broadcasting Group plc's policies approved by its Board of Directors.

Liquidity Risk

The Company's financial liabilities are shown in note 7

The following table analyses the Company's financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. The amounts disclosed may not reconcile to the amounts disclosed on the balance sheet for and trade and other payables.

9. Financial risk management objectives and policies (continued)

	Less than 12 months £('000)	Between one and two years £('000)	Between two and five years £('000)	More than five years £('000)
At 30 June 2013				
Trade and other payables	-	-	-	-
At 30 June 2012				
Trade and other payables	50	-	-	-

10. Share capital

	2013	2012
	£	£
Allotted, called up and fully paid		
2 (2012 2) ordinary shares of £1 each	2	2

The Company has one class of ordinary shares which carry equal voting rights and no contractual right to receive payment

11 Transactions with related parties

a) Major shareholders of BSkyB Group plc

The Company conducts business transactions with companies that are part of the Twenty-First Century Fox, Inc (21 CF), a major shareholder of BSkyB Group plc, the ultimate parent undertaking of the Company Transactions with joint ventures of 21 CF are discussed in part (d)

b) Key management

The Company has a related party relationship with the Directors of the Company as key management At 30 June 2013, there were two (2012 two) key managers, both of whom were Directors of the Company No transactions were performed with the Directors of the Company during the year, see note 3

c) Transactions with parent company

For details of amounts owed by and amounts payable to the parent company, see notes 6 and 7 Movement in trade and other receivables for the year is £450,000 and primarily relates to dividend income received from AETN UK For further detail, see note 2

d) Transactions with joint ventures

The Company holds 50% of the issued share capital of AETN UK. For details of amounts owed to and by the parent undertaking, see note 6 and 7. Investment income of £500,000 (2012 £750,000) was received from AETN UK during the year. There are no outstanding balances with this entity at year end.

The Group's treasury function is responsible for liquidity management across the Group's operations. It is standard practice for the Company to lend and borrow cash to and from subsidiaries as required.

Under this policy, British Sky Broadcasting Limited received income of £500,000 (2012 £750,000) on behalf of the Company, during the year This amount appears as an intercompany receivable owed to the Company Please refer to note 6 for details of intercompany receivables

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12 Ultimate parent undertaking

The Company is a wholly-owned subsidiary undertaking of Sky Ventures Limited, a Company incorporated and registered in England and Wales The Company is ultimately controlled by British Sky Broadcasting Group plc The only group in which the results of the Company are consolidated is that headed by BSkyB Group plc

The consolidated financial statements of the Group are available to the public and may be obtained from the Company Secretary, British Sky Broadcasting Group plc, Grant Way, Isleworth, Middlesex, TW7 5QD