

BSkyB Comedy Limited

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

Registered number 03079609

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Directors and Officers

For the year ended 30 June 2013

Directors

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

C R Jones (appointed 8 January 2013)

C J Taylor (appointed 8 January 2013)

A J Griffith (resigned 8 January 2013)

D J Darroch (resigned 8 January 2013)

Secretary

C J Taylor (appointed 5 November 2012)

D J Gormley (resigned 5 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 activity

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", together with its subsidiaries, the "Group") and operates together with BSkyB's and other group companies, as a part of 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. The Company has a 25% interest in Paramount UK ("PUK"), a joint venture partnership whose principal activity is the broadcasting of two general entertainment television channels called 'Comedy Central' and 'Comedy Central Extra' to multi-channel subscribers. In addition to these mainstream channels, both are accompanied by a +1 channel (a delayed multiplex of 'Comedy Central' and 'Comedy Central Extra'), with 'Comedy Central' also broadcast as a high definition ("HD") simulcast. For the foreseeable future, the Company will continue to hold the investment in Paramount UK.

The audited accounts for the year ended 30 June 2013 are set out on pages 6 to 14. The profit after tax for the financial year was £4,687,500 (2012: £3,625,000). The balance sheet shows that the Company's total shareholder's equity position at the end of the year was £14,000,000 (2012: £24,313,000). The Directors have declared and paid a dividend for the year ended 30 June 2013 of £15,000,000 (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.

Financial risk management objectives and policies

The use of financial derivatives is governed by the Group's treasury policy approved by the Board of Directors, which provides written principles on the use of financial derivatives to manage these risks. The Company does not use derivative financial instruments for speculative purposes.

Credit risk

The balance sheet of the Company includes intercompany balances and amounts owing by other group companies. The Company is therefore exposed to credit risk on these balances. The intercompany balances of the Company are detailed in note 5.

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.

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

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 are shown on page 1. During the year ended 30 June 2013 the Directors declared a dividend of £15,000,000 (2012: nil).

Directors' Report (continued)

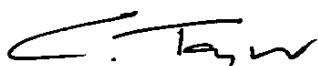
Auditor

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 Company'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 Comedy Limited.

We have audited the financial statements of BSKyB Comedy 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 11. 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 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.

Respective responsibilities of Directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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 on 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 (APB'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 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

15 November 2013

Statement of Comprehensive Income

For the year ended 30 June 2013

	Notes	2013 £'000	2012 £'000
Investment income	2	4,688	3,625
Profit before tax	3	4,688	3,625
Tax	4	-	-
Profit for the year attributable to equity shareholders		4,688	3,625

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 other items of comprehensive income

All results relate to continuing operations

Balance Sheet

As at 30 June 2013

	Notes	2013 £'000	2012 £'000
Current assets			
Trade and other receivables	5	14,000	24,313
Total assets		14,000	24,313
Share capital	8	-	-
Reserves		14,000	24,313
Total equity attributable to equity shareholder		14,000	24,313
Total liabilities and shareholder's equity		14,000	24,313

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 Comedy Limited, registered number 3079609, have been approved by the Board of Directors on 15 November 2013 and were signed on its behalf by



C R Jones

Director

15 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	-	20,688	20,688
Profit for the year	-	3,625	3,625
At 30 June 2012	-	24,313	24,313
Profit for the year	-	4,688	4,688
Dividend paid	-	(15,000)	(15,000)
At 30 June 2013	-	14,001	14,001

The accompanying notes are an integral part of this Statement of Changes in Equity

Notes to the financial statements

1. Accounting policies

BSkyB Comedy 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 Director's 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 period, none of which had a 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) 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, 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.

d) Tax

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

Notes to the financial statements

1. Accounting policies (continued)

e) 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 11 "Joint Arrangements" (effective 1 January 2013)
- IFRS 13 "Fair Value Measurement" (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)
- 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.

f) 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.

Notes to the financial statements

2. Investment income

	2013 £'000	2012 £'000
Dividend distribution from joint venture	4,688	3,625

The Company has a 25% interest in its joint venture, Paramount UK ("PUK"), a partnership operating in the UK and Ireland. The principal activity of this company is the transmission of a general entertainment comedy channel.

Dividends totalling £4,687,500 were received in the year from Paramount UK (2012: £3,625,000).

3. Profit before tax

Employee Benefits and key management compensation

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

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.

4. Tax

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

Reconciliation of effective tax rate

The tax expense for the year is lower (2012: lower) than the expense that would have been charged using the blended rate of corporation tax in the UK (23.75%) applied to profits before tax. The applicable or substantively enacted effective rate of UK corporation tax for the year was 23.75% (2012: 25.5%). The differences are explained below.

	2013 £'000	2012 £'000
Profit before tax	4,688	3,625
Profit / loss before tax multiplied by blended rate of corporation tax in the UK of 23.75% (2012: 25.5%)	1,113	924
Effects of:		
Non-taxable partnership distribution	(1,113)	(924)
Share of taxable profits of partnership in which the Company is a partner	1,097	1,188
Group relief claimed for £nil consideration	(1,097)	(1,188)
Tax	-	-

All tax relates to UK corporation tax.

Notes to the financial statements

5. Trade and other receivables

	2013 £'000	2012 £'000
Amounts receivable from immediate parent company	5,625	17,313
Amounts receivable from other Group companies	8,375	7,000
Total Trade and Other Receivables	14,000	24,313

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

Amounts receivable from the immediate parent company totalling £5,625,000 (2012 £17,313,000) represent trade receivables, they are non-interest bearing and are repayable on demand

Amounts receivable from other Group companies totalling £8,375,000 (2012 £7,000,000) represent trade receivables, they are non-interest bearing and are repayable on demand

Within the Company there is a concentration of risk within amounts receivable from other Group companies. No allowances have been recorded against amounts receivable from Group companies as they have been assessed to be fully recoverable

6. Financial instruments

Carrying value and fair value

The Company's principal financial instruments comprise trade receivables

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

	Loans and receivables £'000	Total carrying value £'000	Total fair values £'000
At 30 June 2013			
Trade and other receivables	14,000	14,000	14,000
At 30 June 2012			
Trade and other receivables	24,313	24,313	24,313

The fair value of 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

7. 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.

Notes to the financial statements

7. Financial risk management objectives and policies (continued)

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.

8. Share Capital

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

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

9. Transactions with parent company and related parties

a) Major shareholders of BSKyB plc

The Company conducts business transactions with companies that are part of Twenty-First Century Fox Inc. '21cf', a major shareholder of BSKyB, the ultimate parent undertaking of the Company. Transactions with joint ventures of 21cf group 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. The Directors received £nil remuneration in respect of their services to the Company.

c) Transactions with parent company

For details of amounts owed by the parent company, see note 5. Movement for the year is (£10,312,500) and relates to a dividend payment of £15,000,000 and investment income received from Paramount UK of £4,688,000.

d) Transactions with joint venture

The Company holds 25% of the issued share capital of Paramount UK. Investment income of £4,687,500 (2012: £3,625,000) was received from Paramount 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 £4,687,500 (2012: £3,625,000) on behalf of the company, during the year. This amount appears as an intercompany receivable owed to the company. Please refer to note 5 for details of intercompany receivables.

Notes to the financial statements

10. Dividends

	2013 £'000	2012 £'000
Dividends declared and paid during the year	15,000	-

2013 Final dividend paid £7.5m per ordinary share

The 2013 final dividend paid was £7.5m per ordinary share being £15 million

Dividends are paid between Group companies out of profits available for distribution subject to, inter alia, the provisions of the companies' articles of association and the Companies Act 2006

11. 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 ("BSkyB"). The only group in which the results of the Company are consolidated is that headed by BSkyB.

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.