

Bloomsbury Book Publishing Company Limited

DIRECTORS' REPORT AND UNAUDITED FINANCIAL STATEMENTS

Year ended
28 February 2018



Company Registration Number: 3830397

Bloomsbury Book Publishing Company Limited

DIRECTORS' REPORT FOR THE YEAR ENDED 28 FEBRUARY 2018

The directors present their annual report and unaudited financial statements for the year ended 28 February 2018.

PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

The Company provides intercompany loans to other members of the Bloomsbury Group. The Directors do not expect any change in the principal activity during the next financial year.

PRINCIPAL RISKS AND CONTROLS

A full review of the Bloomsbury Publishing Plc Group's ("Group") Risk Register setting out the risks facing the business and the controls in place for all companies within the Group was conducted by the Group Audit Committee during 2018. Details of this review can be found in the Annual Report of the Group which can be obtained from www.bloomsbury-ir.co.uk or from the Company Secretary at the address in note 10.

RESULTS

The Company's profit after taxation for year ended 28 February 2018 was \$564,324 (2017: £nil).

DIRECTORS

The directors who held office during the year and to the date of this report were:

N Newton

W Pallot (resigned 16 July 2018)

P Scott-Bayfield (appointed 16 July 2018)

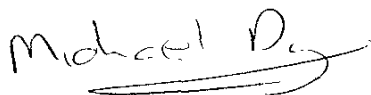
Directors are granted an indemnity from the Company to the extent permitted by law in respect of liabilities incurred as a result of their office.

AUDIT EXEMPTION

For the year ended 28 February 2018 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the Company to obtain an audit of its financial statements for the year ended 28 February 2018 in accordance with section 476.

The directors have taken the exemption provided under section 414B of the Companies Act 2006 from presenting a strategic report.

On behalf of the board



M Daykin
Company Secretary
29 November 2018

REGISTERED OFFICE

50 Bedford Square
London
WC1B 3DP

Bloomsbury Book Publishing Company Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 *Reduced Disclosure Framework*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Bloomsbury Book Publishing Company Limited

STATEMENT OF COMPREHENSIVE INCOME

For the year ended 28 February 2018

	<i>Note</i>	Year Ended 28 February 2018 \$	Year Ended 28 February 2017 £
REVENUE		-	-
Cost of sales		-	-
GROSS PROFIT		-	-
Administrative costs		-	-
OPERATING PROFIT	2	-	-
Finance income	3	564,323	-
PROFIT BEFORE TAXATION		564,323	-
Taxation	4	(107,673)	-
PROFIT FOR THE FINANCIAL YEAR		456,650	-
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		456,650	-

The above income statement represents activities from the Company's continuing operations.

The notes on pages 6 to 10 form part of these financial statements.

Bloomsbury Book Publishing Company Limited

STATEMENT OF FINANCIAL POSITION

Company Registration Number: 3830397

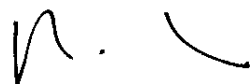
As at 28 February 2018

	Note	28 February 2018 \$	28 February 2017 £
CURRENT ASSETS			
Trade and other receivables	5	18,064,325	1
			1
Current Tax liabilities		(107,673)	-
NET CURRENT ASSETS		17,956,652	1
TOTAL ASSETS LESS CURRENT LIABILITIES		17,956,652	1
NET ASSETS		17,956,652	1
EQUITY			
Share capital	6	3	1
Share premium	7	17,499,999	-
Retained earnings	7	456,650	-
		17,956,652	1

The notes on pages 6 to 10 form part of the financial statements.

For the year ending 28 February 2018 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006. No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 476 of the companies Act 2006. The directors acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of the accounts.

The financial statements on pages 3 to 10 were approved and authorised for issue by the board of directors on 29 November 2018 and are signed on its behalf by



P Scott-Bayfield
Director

Bloomsbury Book Publishing Company Limited

STATEMENT OF CHANGES IN EQUITY

As at 28 February 2018

	Share capital	Share premium	Retained earnings	Total
	£	£	£	£
Balance at 29 February 2016	1	-	-	1
Profit for the year	-	-	-	-
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Balance at 28 February 2017	1	-	-	1

	Share capital	Share premium	Retained earnings	Total
	\$	\$	\$	\$
Balance at 28 February 2017	1	-	-	1
Profit for the year	-	-	456,650	456,650
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	456,650	456,650
New shares issued	2	17,499,999	-	17,500,001
Balance at 28 February 2018	3	17,499,999	456,650	17,956,652

Bloomsbury Book Publishing Company Limited

NOTES TO THE FINANCIAL STATEMENTS

Year ended 28 February 2018

1 ACCOUNTING POLICIES

(a) *Basis of accounting*

Bloomsbury Book Publishing Company Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK. The financial statements have been prepared in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom and under the historical cost convention.

These financial statements are prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework ("FRS 101"). In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken. The registered address of the Company is 50 Bedford Square, London, WC1B 3DP.

The Company's ultimate parent undertaking, Bloomsbury Publishing Plc, includes the Company in its consolidated financial statements. The consolidated financial statements of Bloomsbury Publishing Plc are prepared in accordance with International Financial Reporting Standards as adopted by the EU and are available to the public and may be obtained from the Company Secretary, Bloomsbury Publishing Plc, 50 Bedford Square, London WC1B 3DP. In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 101 in respect of the following disclosures:

- Comparative period reconciliations for shares capital;
- Statement of cash flows and related notes;
- Disclosures in respect of capital management;
- The effects of new but not yet effective IFRSs;
- Disclosures in respect of key management personnel; and
- Disclosures in respect of transactions with wholly owned subsidiaries.

As the consolidated financial statements of Bloomsbury Publishing Plc include the equivalent disclosures, the Company has also taken the exemption under FRS 101 available in respect of the following disclosures:

- Certain disclosures required by IFRS 7 Financial Instruments.

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

The accounting policies have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

(b) *Going Concern*

The Company participates in the ultimate parent, Bloomsbury Publishing Plc's, centralised treasury arrangement and so shares banking arrangements with the parent and fellow subsidiaries. The Bloomsbury Group meets its day to day working capital requirements through a £2m overdraft facility, a £6m uncommitted term loan facility and a five year revolving credit facility of between £10m and £14m depending on the timing of the year (to reflect the Group's cash flow cycle).

Bloomsbury Book Publishing Company Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 28 February 2018

The directors, having assessed the responses of the directors of the parent Bloomsbury Publishing Plc, to their enquiries, have no reason to believe a material uncertainty exists that may cast significant doubt over the Group's ability to continue as a going concern. The factors taken into account in developing this expectation include the level of cash within the business, the Group's bank facilities and continuing sources of revenue.

On the basis of their assessment of the Company's financial position and of the enquiries made of the directors of Bloomsbury Publishing Plc, the Company's directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

(c) *Taxation*

The tax expense represents the sum of the tax currently payable and deferred tax.

i) Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted at the reporting date.

ii) Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profit will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, 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 carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be generated to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled based upon tax rates that have been enacted or substantively enacted by the end of the reporting period.

iii) Current and deferred tax for the year

Current and deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items credited or charged directly to statement of other comprehensive income or equity.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

(d) *Trade receivables*

Trade receivables are initially stated at fair value after provision for bad and doubtful debts and anticipated future sales returns and thereafter they are held at amortised cost.

Bloomsbury Book Publishing Company Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 28 February 2018

(e) *New standards, amendments and IFRIC interpretations*

No new accounting standards, or amendments to accounting standards, or IFRIC interpretations that are effective for the year ended 28 February 2018, have had a material impact on the Company.

(f) *Functional and presentation currency*

The current year of the financial statements are presented in U.S. dollars, which is the Company's functional currency as at 1 September 2018. The comparative year is presented in Sterling as the change in functional and presentation currency has been applied prospectively.

2 PROFIT FOR THE YEAR

All services were provided to the Company by employees of Bloomsbury Publishing PLC. No staff cost recharge was made for the year. The Directors did not receive any remuneration for services provided to the Company.

3	FINANCE INCOME	Year ended 28 February 2018 \$	Year ended 28 February 2017 £
	Intercompany loan interest receivable	564,323	-
		<u>564,323</u>	<u>-</u>

4	TAXATION	Year ended 28 February 2018 \$	Year ended 28 February 2017 £
	(a) Analysis of tax charge for the year		
	UK corporation tax		
	Current tax on profit for the year	107,673	-
	Tax on profit	<u>107,673</u>	<u>-</u>

(b) Factors affecting tax charge for the year

The tax charge for the year is the same as (2017: the same) the standard rate of corporation tax in the UK of 19.08% (2017: 20.00%) The differences are explained below:

	Year ended 28 February 2018 \$	Year ended 28 February 2017 £
Profit before tax	564,323	-
Profit multiplied by the standard rate of corporation tax in the UK of 19.08% (2017: 20.00%)	107,673	-
Total tax charge	<u>107,673</u>	<u>-</u>

Bloomsbury Book Publishing Company Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 28 February 2018

5 TRADE AND OTHER RECEIVABLES

	28 February 2018	28 February 2017
	\$	£
Amounts owed by Group undertakings	18,064,325	1
	<u>18,064,325</u>	<u>1</u>

Loans owed by group undertakings are repayable at the request of the borrower.

6 SHARE CAPITAL

	28 February 2018	28 February 2017
	\$	£
2 Ordinary shares of £1 each	3	1
	<u>3</u>	<u>1</u>

7 RESERVES

Share premium

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

Retained earnings

The retained earnings reserve comprises profit for the year and other items recognised directly through equity as presented on the statement of changes in equity.

8 COMMITMENTS AND CONTINGENT LIABILITIES

The Company, along with other group subsidiaries, has guarantees in place relating to the Group's borrowing facilities with Lloyds Bank Plc. At 28 February 2018 the Group had no draw down (2017: £nil) of this facility with £12.0 million of undrawn borrowing facilities (2017: £12.0 million) available.

The facility comprises a £10 million to £14 million committed revolving loan facility (amount dependent on time during the year to match Bloomsbury's cash flow cycle), an uncommitted incremental term loan facility of up to £6 million and a £2 million overdraft facility. The overdraft facility is available until December 2018 and the loan facilities mature in May 2021. All facilities are subject to two covenants being a maximum net debt to EBITDA ratio and a minimum interest cover covenant.

9 CHANGE OF FUNCTIONAL AND PRESENTATION CURRENCY

The financial statements are presented in U.S. dollars (USD), which is the functional currency of the Company from 1 September 2017. The change was made to reflect that USD has become the predominant currency used by the Company, making up a significant part of the Company's transactions and cash flows. The change of presentation currency is applied prospectively from the date of change of functional currency therefore no changes have been made to the comparative figures.

Bloomsbury Book Publishing Company Limited

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 28 February 2018

10 ULTIMATE PARENT COMPANY

The immediate and ultimate parent company is Hart Publishing Limited, a company incorporated in Great Britain and registered in England and Wales. The ultimate parent company is Bloomsbury Publishing Plc, a company incorporated in Great Britain and registered in England and Wales. Copies of the consolidated financial statements of Bloomsbury Publishing Plc may be obtained from the Company Secretary, Bloomsbury Publishing Plc, 50 Bedford Square, London WC1B 3DP.