AL JAZEERA INTERNATIONAL LIMITED REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2012

DIRECTORS:

Muftah Al Suwaidan

Khalid Abdulla M Al-Mulla

REGISTERED OFFICE:

Premier Suite 4 Churchill Court 58 Station Road North Harrow Middlesex HA2 7ST

BUSINESS ADDRESS:

1 Knightsbridge

London SW1X 7XW

REGISTERED NUMBER:

05233333 (England and Wales)

AUDITORS:

Ernst & Young LLP

1 More London Place

London SE1 2AF

BANKERS:

Qatar National Bank

51 Grosvenor Street

London W1K 3HH

Unicredit Bank

9, Prechistenskaja emb

119034 Moscow

Russia

HSBC plc

8 Canada Square London E14 5HQ

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their report with the financial statements of the company for the year ended 31 December 2012

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of satellite broadcasting services

REVIEW OF BUSINESS

The results for the year are in line with the company's business plan. The Board expects to show a loss in the ensuing period, which is in accordance with the company's medium to long term objective.

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2012

FUTURE DEVELOPMENTS

No major developments are planned for the ensuing year

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2012 to the date of this report

Muftah Al Suwaidan Khalid Abdulla M Al-Mulla

PRINCIPAL RISKS AND UNCERTAINTIES

The company has established a risk and financial management framework whose primary objectives are to protect the company from events that hinder the achievement of the company's performance objectives

The objectives aim to limit undue counterparty exposure, ensure sufficient working capital and monitor the management of risk at business unit level

GOING CONCERN

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information

Continued

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2012

AUDITORS

The auditors, Ernst & Young LLP, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

Muftah Al Suwaidan - Director

Date 23-09. 2013

STATEMENT OF DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 31 DECEMBER 2012

The directors are responsible for preparing the Report of the Directors 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 accounting estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF AL JAZEERA INTERNATIONAL LIMITED

We have audited the financial statements of Error! Use the Home tab to apply Cover 1 to the text that you want to appear here. for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, the Statement of Cash Flows and the related notes 1 to 21 The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 a Report of the Auditors 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 auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page four, 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 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 Report of the Directors 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 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
 and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

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

Continued

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF AL JAZEERA INTERNATIONAL LIMITED

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

Paul Gordon, (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP (Statutory Auditor)

1 More London Place

London

SEI 2AF

Date 25 September

2013

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

No	otes	2012 £	2011 £
TURNOVER		29,896,732	29,687,822
Cost of sales		22,545,336	25,520,934
GROSS PROFIT		7,351,396	4,166,888
Administrative expenses		5,137,504	4,980,626
		2,213,892	(813,738)
Other operating income		6,050	
OPERATING PROFIT/(LOSS)	3	2,219,942	(813,738)
Interest receivable and similar income		918	640
		2,220,860	(813,098)
Interest payable and similar charges	4	5	
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		2,220,855	(813,098)
Tax on profit/(loss) on ordinary activities	5	(5,039,253)	1,484,391
PROFIT/(LOSS) FOR THE FINANCIAL YEAR		7,260,108	(2,297,489)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit for the current year and the loss for the previous year

AL JAZEERA INTERNATIONAL LIMITED (REGISTERED NUMBER · 05233333)

BALANCE SHEET 31 DECEMBER 2012

		20	12	20	11
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	6		753,782		1,724,442
Investments	7		567		567
			754,349		1,725,009
CURRENT ASSETS					
Debtors	8	3,340,942		1,394,407	
	٥				
Cash at bank and in hand		2,156,039		_2,161,970	
		5,496,981		3,556,377	
CREDITORS		3,470,701		3,330,317	
Amounts falling due within one year	9	12,679,678		18,763,374	
, , , , , , , , , , , ,					
NET CURRENT LIABILITIES			(7,182,697)		(15,206,997)
TOTAL ASSETS LESS CURRENT	i				
LIABILITIES			(6,428,348)		(13,481,988)
			(0, 120,5 10)		(10,100,500)
PROVISIONS FOR LIABILITIES	11		188,532		395,000
NET LIABILITIES			(6,616,880)		(13,876,988)
					<u> </u>
CAPITAL AND RESERVES					
Called up share capital	12		50,000		50,000
Profit and loss account	13		(6,666,880)		(13,926,988)
SHAREHOLDERS' FUNDS	18		(6,616,880)		<u>(13,876,988</u>)

The financial statements were approved by the Board of Directors on ...23.09 2013 and were signed on its behalf by

Muftah Al Suwaidan - Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2012

	Notes	2012 £	2011 £
Net cash inflow from operating activities	19	687,176	1,654,256
Returns on investments and servicing of finance	20	913	640
Taxation		(321,719)	-
Capital expenditure and financial investment	20	(372,301)	(231,602)
(Decrease)/increase in cash in	the period	(5,931)	1,423,294
Reconciliation of net cash flow to movement in net funds	21		
(Decrease)/increase in cash in the	e period	(5,931)	1,423,294
Change in net funds resulting from cash flows		(5,931)	1,423,294
Movement in net funds in the Net funds at 1 January	period	(5,931) 2,161,970	1,423,294 738,676
Net funds at 31 December		2,156,039	2,161,970

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and are in accordance with applicable accounting standards

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Short leasehold - 33 3% on cost
Plant and machinery - 20% on cost
Fixtures and fittings - 25% on cost
Motor vehicles - 25% on cost
Computer equipment - 33 3% on cost

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable

Deferred tax

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exception

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Foreign currencies

The functional and presentation currency of Al Jazeera International Limited is Sterling Transactions in foreign currencies are initially recorded in the functional currency by applying the spot exchange rate ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency rate of exchange ruling at the statement of financial position date. All differences arising on translation are taken to the income statement.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2012

1 ACCOUNTING POLICIES - continued

Going concern

The company is reliant on funding being made available by Al Jazeera Media Network, Qatar (a related party of the company which is also owned by the Emir of Qatar) to enable it to meet its liabilities as and when they fall due

The directors have received a letter from Al Jazeera Media Network, Qatar confirming that they will continue to provide financial support to the company for a period of at least 12 months from the date of signing of these financial statements. As a result the directors have concluded that it is appropriate to prepare the financial statements on a going concern basis

2 STAFF COSTS

	2012	2011
	£	£
Wages and salaries	6,963,728	8,133,426
Social security costs	815,224	933,157
Other pension costs	406,574	492,871
	8,185,526	9,559,454
The average monthly number of employees during the year was as follow	vs	
	2012	2011
Production	143	150
Administration and finance	15	14
	<u>158</u>	<u>164</u>

3 OPERATING PROFIT/(LOSS)

The operating profit (2011 - operating loss) is stated after charging

	2012	2011
	£	£
Depreciation - owned assets	1,342,961	1,627,268
Auditors' remuneration	28,000	28,002
	 	

The directors received no remuneration from the company during the year (2011 – £nil) The directors' remuneration is borne by Al Jazeera Media Network, Qatar

4 INTEREST PAYABLE AND SIMILAR CHARGES

	2012	2011
	£	£
Bank interest	5	

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2012

5 TAXATION

Analysis	of th	e tax	(credit)/charge
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The tax (credit)/charge on the profit on ordinary activities for the y	ear was as follows	
	2012	2011
	£	£
Current tax		
UK corporation tax	286,434	1,484,391
Deferred tax	(395,000)	-
Exceptional items	(4,930,687)	
Tax on profit/(loss) on ordinary activities	(5,039,253)	1,484,391

Exceptional amount of £4,930,687 under taxation relates to previous provision for corporation tax being written back due to the change in the basis of computing taxable profits

6 TANGIBLE FIXED ASSETS

	Short leasehold £	Plant and machinery £	Fixtures and fittings £
COST			
At 1 January 2012	3,379,295	9,924,311	621,018
Additions		193,170	10,371
At 31 December 2012	3,379,295	10,117,481	631,389
DEPRECIATION			
At 1 January 2012	1,958,263	9,757,917	577,342
Charge for year	1,126,319	71,913	13,512
At 31 December 2012	3,084,582	9,829,830	590,854
NET BOOK VALUE			
At 31 December 2012	294,713	287,651	40,535
At 31 December 2011	1,421,032	166,394	43,676

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2012

6 TANGIBLE FIXED ASSETS - continued

	Motor vehicles £	Computer equipment £	Totals £
COST			
At 1 January 2012	63,303	520,738	14,508,665
Additions	 :	168,760	372,301
At 31 December 2012	63,303	689,498	14,880,966
DEPRECIATION			
At 1 January 2012	26,893	463,808	12,784,223
Charge for year	22,717	108,500	1,342,961
At 31 December 2012	49,610	572,308	14,127,184
NET BOOK VALUE			
At 31 December 2012	13,693	117,190	753,782
At 31 December 2011	36,410	56,930	1,724,442

Certain items of fixed assets have been subjected to accelerated rate of depreciation in light of the company's impending move to new premises which will render these assets as having no economic useful life

7 FIXED ASSET INVESTMENTS

Investments (neither listed nor unlisted) were as follows

	2012	2011
	£	£
1% Capital in Aljazeera Turk	<u>567</u>	567

Investments represent 1% shareholding in Al jazeera Turk Channel, a company incorporated in Turkey

8 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012	2011
	£	£
Other debtors	131,800	-
Staff Advances	16,242	74,655
UK Corporation Tax	23,083	-
VAT	1,215,750	312,075
Called up share capital not paid	50,000	50,000
Prepayments and accrued income	1,904,067	957,677
	3,340,942	1,394,407

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2012

9 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012	2011
	£	£
Trade creditors	842,915	879,978
Advance from Related Party	1,462,225	1,238,516
UK Corporation Tax	-	4,942,889
Social security and other taxes	13,495	-
Other creditors	26,441	8,122
Amounts owed to fellow group		
undertaking	9,937,425	10,425,389
Employee salaries	13,068	9,305
Pension Contributions Payable	45,058	51,273
Childcare Vouchers	470	-
Accrued expenses	338,581	1,207,902
	12,679,678	18,763,374

10 OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year

Land and	
buildings	;

	2012 £	2011 £
Expiring		
Within one year	-	412,500
Between one and five years	412,500	206,250
In more than five years	1,736,316	
	2,148,816	618,750

Operating lease commitments

Commitments under operating leases relate primarily to the rental of office space. Minimum lease rentals payable under non-cancellable operating leases as at 31 December 2012 are as shown above

11 PROVISIONS FOR LIABILITIES

	2012	2011
	£	£
Deferred tax	-	395,000
Dilapidation provision	188,532	
	188,532	395,000

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2012

11 PROVISIONS FOR LIABILITIES - continued

	Provided dur Amounts wri	January 2012 Ing year Itten back during the year December 2012		Deferred provision £ 395,000 (395,000)	Dilapidation provision £ 188,352 188,352
12	CALLED U	P SHARE CAPITAL			
	Allotted, issu Number 50,000	ned and fully paid Class Ordinary	Nominal value £1	2012 £ 50,000	2011 £ 50,000
13	RESERVES				Profit and loss account
	At 1 January Profit for the				(13,926,988) 7,260,108
	At 31 Decem	nber 2012			(6,666,880)

14 CONTINGENT LIABILITIES

As far as the Board is aware there were no contingent liabilities at the balance sheet date

15 CAPITAL COMMITMENTS

	2012	2011
	£	£
Contracted but not provided for in the		
financial statements	<u>1,900,</u> 000	

The above relates to technical fit out to the new premises, the company plans to move to in 2014

16 RELATED PARTY DISCLOSURES

Company's entire revenue is based on services provided to Al Jazeera Media Network, Qatar which is owned by the State of Qatar. The entire share capital of the company is owned by H E. The Emir of Qatar, who is also the sovereign head of the State of Qatar.

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2012

17 ULTIMATE CONTROLLING PARTY

His Excellency the Emir of Qatar is the 100% owner of the issued share capital and therefore, the controlling party

18 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Profit/(loss) for the financial year	7,260,108	(2,297,489)
Net addition/(reduction) to shareholders' funds Opening shareholders' funds	• • •	(2,297,489) (11,579,499)
Closing shareholders' funds	(6,616,880)	(13,876,988)

19 RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2012 £	2011 £
Operating profit/(loss)	2,219,942	(813,738)
Depreciation charges	1,342,961	1,627,268
Provision for dilapidation	188,532	-
Increase in debtors	(1,923,452)	(84,736)
(Decrease)/increase in creditors	(1,140,807)	925,462
Net cash inflow from operating activities	687,176	1,654,256

20 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2012 £	2011 £
Returns on investments and servicing of finance Interest received Interest paid	918 (5)	640
Net cash inflow for returns on investments and servicing of finance	913	640
Capital expenditure and financial investment Purchase of tangible fixed assets Purchase of fixed asset investments	(372,301)	(231,035) (567)
Net cash outflow for capital expenditure and financial investment	(372,301)	(231,602)

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2012

21 ANALYSIS OF CHANGES IN NET FUNDS

Nist souls	At 1 1 12 £	Cash flow £	At 31 12 12 £
Net cash Cash at bank and in hand	2,161,970	(5,931)	2,156,039
	2,161,970	(5,931)	2,156,039
Total	2,161,970	(5,931)	2,156,039



TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

	20	12	20	11
	£	£	£	£
Sales		29,896,732		29,687,822
Cost of sales				
News Related Expenditure	9,594,795		9,018,296	
Programmes Related Expenditure	4,888,830		7,047,593	
Travelling and Subsistence	516,104		433,983	
Hire of Equipment	134,717		176,349	
Advertising & Promotions	41,906		54,392	
Wages	6,163,387		7,487,483	
Social security	811,724		867,666	
Pensions	393,873		435,172	
		22,545,336		25,520,934
GROSS PROFIT		7,351,396		4,166,888
Other income				
Sundry receipts	6,050		-	
Deposit account interest	918		640	
		6,968		640
		7,358,364		4,167,528
Expenditure				
Insurance	43,549		44,257	
Light and heat	157,417		150,281	
Rent, Rates & Service Charges	966,823		1,199,078	
Security Expenses	20,500		-	
Dilapidation provision	188,532		-	
Wages and salaries	800,341		645,943	
Social security	-		61,254	
Pensions	177 117		28,235	
Telephone	177,117		217,829	
Printing, Postage & stationery Travelling	60,372 4,675		81,012	
Motor expenses	15,043		19,863	
Technical reference books	1,507		67	
Training costs	23,882		26,317	
Repairs and renewals	194,634		419,918	
Cleaning	44,765		48,605	
Newspapers, journals and magazine	·		,	
subscriptions	48,335		44,090	
Computer consumables	29,017		28,043	
Internet related expenses	46,144		32,481	
Sundry expenses	31,580		36,223	
Courier services	33,604		5,457	
Accountancy	9,397		11,093	
Carried forward	2,897,234	7,358,364	3,100,046	4,167,528
Currior for truth	2,071,237	1,550,504	3,100,040	7,107,520

This page does not form part of the statutory financial statements

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

	2012		2011	
	£	£	£	£
Brought forward	2,897,234	7,358,364	3,100,046	4,167,528
Legal and professional fees	787,046		104,780	
Auditors' remuneration	28,000		28,002	
Recruitment Expenses	3,500		4,237	
Staff Medical Insurances	12,701		29,464	
Entertainment	12,002		9,658	
		3,740,483		3,276,187
		3,617,881		891,341
Finance costs				
Bank charges	30,419		29,494	
(Profit)/loss on foreign currency				
translation	23,641		47,677	
Bank interest	5			
		54,065		77,171
		3,563,816		814,170
Depreciation				
Improvements to property	1,126,319		1,126,319	
Plant and machinery	71,913		428,739	
Fixtures and fittings	13,512		41,066	
Motor vehicles	22,717		10,787	
Computer equipment	108,500		20,357	
		1,342,961		1,627,268
NET PROFIT/(LOSS)		2,220,855		(813,098)