

**NORTHERN & SHELL PLC**

**GROUP ANNUAL REPORT & FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**

**NORTHERN & SHELL PLC**  
**ANNUAL REPORT**  
**For the year ended 31 December 2019**

**CONTENTS**

	<b>Page</b>
Officers and Professional Advisers	2
Strategic Report	3 - 5
Directors' Report	6
Statement of Directors' Responsibilities in Respect of the Strategic Report, the Directors' Report and the Financial Statements	7
Independent Auditor's Report to the Members of Northern & Shell Plc	8 - 9
Consolidated Profit and Loss Account and Statement of Comprehensive Income	10 - 11
Consolidated Balance Sheet	12
Company Balance Sheet	13
Consolidated Statement of Changes in Equity	14
Company Statement of Changes in Equity	15
Consolidated Cash Flow Statement	16
Notes to the Financial Statements	17 - 48

**NORTHERN & SHELL PLC**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Mr. R.C. Desmond (Chairman)  
Mr. R. Sanderson  
Mr. M.S. Ellice  
Mr. R. Martin  
Mr. D. Rancombe

**SECRETARY**

Mr. R. Sanderson

**COMPANY NUMBER**

04086466 (England)

**AUDITOR**

KPMG LLP  
15 Canada Square  
London, E14 5GL  
United Kingdom

**BANKERS**

Barclays Bank  
27 Soho Square  
London, W1D 3QR  
United Kingdom

**REGISTERED OFFICE**

The Northern & Shell Building  
Number 10 Lower Thames Street  
London, EC3R 6EN  
United Kingdom

# **NORTHERN & SHELL PLC**

## **STRATEGIC REPORT**

**For the year ended 31 December 2019**

### **PRINCIPAL ACTIVITIES**

Northern & Shell Plc is the ultimate holding company of the Northern & Shell group of companies. It owns a group of companies which are principally engaged in property development, lottery management services, other investment interests and the exploitation of media assets. In 2018, the Group disposed of its directly held publishing and printing interests (note 23).

It is the intention of the Group to continue trading in these areas for the foreseeable future.

### **BUSINESS REVIEW AND FUTURE DEVELOPMENTS**

The consolidated profit and loss account is set out on page 10.

2019 was the first full year of trading for the newly constituted Group, following the disposal of its remaining directly held publishing and printing assets to Reach plc in February 2018. Part of the sale consideration comprised of 20.8 million ordinary shares in Reach plc, which is now the largest commercial national and regional news publisher in the UK. As at the date of this report, the Group continued to hold all the shares that were allotted to it on the sale and intends to remain one of the largest shareholders in a business that includes such iconic brands as the Daily Mirror, Sunday Mirror, Sunday People, Daily Express, Sunday Express, Daily Star, Daily Star Sunday, Daily Record, Sunday Mail, market leading brands in key metropolitan markets across the country and paid for celebrity brands OK! and New!.

In our lottery division, the Health Lottery has, after its eighth full year of operation, been successfully established in Great Britain as a highly visible lottery product with strong brand recognition.

The Health Lottery, through its brand, provides lottery management services for 12 Community Interest Companies (CIC's), covering each region of Great Britain, who raise monies for health related good causes with a specific brief of addressing health inequalities in their individual localities. In a little over 8 years in excess of £113 million has been raised for good causes to date, with donations awarded and distributed through a separate Charity, The Peoples Health Trust (PHT).

To date, grants through the PHT have been made to more than 3,000 local health projects throughout England, Scotland and Wales which has directly aided more than half a million people. Among Charities that have benefitted are national charities, such as Scope, Youth Sport Trust and The Royal Voluntary Service, in addition to many local community projects such as Project Assemble in Aberdeenshire, The Gorton Takeover in Manchester and Come Together in Cardiff. Organisations interested in, or enquiring about, funding should apply to The Peoples Health Trust, 356 Holloway Road, London, N7 6PA and application forms are available at [www.peopleshealthtrust.org.uk/apply-for-funding](http://www.peopleshealthtrust.org.uk/apply-for-funding).

The directors take great pride in the philanthropic work that has been enabled through the efforts and activities of the Health Lottery and the truly positive effects that it has already had on so many people's lives in this country. However, this has been achieved at some considerable cost to the Group, which as at the end of 2019, has accumulated pre tax losses of £187.4 million on a total investment of £213.6 million since acquiring the business. In order to secure a sustainable future for these charitable works it is vital that in the short to medium term the business is in a position to cease relying on support from the Northern & Shell group and starts to self-finance its operations.

In furtherance of that ambition the Group has campaigned to effect legislative and administration order changes to enable society lotteries to be able to compete in a market where other forms of gambling offer jackpots of tens of millions of pounds. An increase in the maximum jackpot allowed per draw from £25,000 to £1.0 million regardless of ticket sales is long overdue and would give lottery operators the scope to offer suitably attractive prize levels, which would in turn generate additional monies for good causes each year. Without this increase there is a very real danger that many projects currently supported by society lottery-generated funds will close. We are committed to campaigning on this vital matter.

Otherwise, steady progress was made in the year. Building on solid foundations of the lottery management infrastructure that underpins the business, the Group is actively pursuing projects to develop, manage and provide other services for further new lottery products for its customers.

## **NORTHERN & SHELL PLC**

### **STRATEGIC REPORT**

**For the year ended 31 December 2019**

#### **BUSINESS REVIEW AND FUTURE DEVELOPMENTS (Continued)**

The Northern & Shell group has also publicly declared its intention to bid for the 4<sup>th</sup> UK National Lottery licence due to commence in 2023. A bid team has been recruited, advisors appointed and we are currently following through our bid in accordance with the timetable and process laid down by the Gambling Commission and their advisors, Rothschild.

In relation to our property interests, work is underway to implement a consented planning scheme on the Group's site on the Isle of Dogs in London. Having demolished the old printworks and associated buildings in 2017 and finished the excavation of the common basement tub in early 2019, the main focus of the site works during the year was the package to deliver utilities diversion, surface water discharge and drainage across the site.

In July 2018, the Group submitted to the London Borough of Tower Hamlets a new planning application for a comprehensive mixed-use redevelopment comprising 1,540 residential units (subsequently revised to 1,524 units), shops, offices, flexible workplaces, financial and professional services, restaurants, cafes and bars, community uses, car and cycle basement parking, associated landscaping, new public realm and all other necessary enabling works. In addition, we are also providing the land for a 1,200 place secondary school with extensive outdoor amenities and recreational sports facilities.

After many months of engaging with the local authority and the Greater London Authority (GLA), during which the statutory period for determining the application expired in November 2018, and with no visibility as to when the application would be put forward to the planning committee, the Group made the decision to appeal to the Planning Inspectorate against the non-determination of its application for the revised Westferry Printworks masterplan. The resultant hearing was held in August and September of 2019 and, given the strategic importance of the site, the Secretary of State for Housing, Communities and Local Government assumed the role of adjudicator and subsequently gave his approval to the planning permission in January 2020. This approval was challenged by the GLA and the London Borough of Tower Hamlets, which bodies jointly requested from the Courts approval to bring a formal appeal against the Secretary of State's decision. In May 2020, the Secretary of State decided not to contest the London Borough of Tower Hamlets' claim, with the result that the planning permission was formally quashed and as at the date of this report, the case has reverted back to the Department for Housing, Communities and Local Government (DHCLG) for another Minister in the department to determine.

Naturally, the Group is disappointed with the interminable delay and the continued unwarranted obstruction of the local authorities. However, we remain committed to deliver on our promise to bring this significant development to fruition, providing over 1,500 much needed new homes for Londoners in what will be a vibrant new waterfront neighbourhood just minutes from Canary Wharf and remain confident that the scheme will ultimately secure approval by the end of 2020.

Aside from the planning machinations, the Group is pleased with the overall progress of the development works which, to date, have progressed under the 2016 consent with the works being also applicable to the new scheme. The new scheme will not be implemented until consent is received and any resultant legal challenges have been overruled, however, the Group at its own financial risk is currently working with its professional team on the detailed design of the new scheme so as to lose as little time as possible in the development and sales programme.

The recent onset of the COVID-19 pandemic in the UK has raised some short-term economic uncertainties and unprecedented challenges across UK businesses. Whilst revenues have been adversely impacted, in particular lottery sales at retailer outlets and the performance of asset investments with weakened financial markets, the Group has implemented cost mitigation measures to help protect profitability and cash flows during this period of uncertainty. The Group's priority in this period of pandemic has also been to ensure the health and safety of its employees and all key stakeholders. The Group continues to closely monitor the impact of COVID-19 and respond accordingly.

Despite the immediate risks and uncertainty associated with the COVID-19 pandemic in the UK, given the resources of the Group, its positioning in the various markets in which it operates and the clear strategic focus that underlies its corporate development, the directors are optimistic on the future prospects of the Group's businesses.

The Group's net assets were £433.3 million at 31 December 2019 (2018: £390.4 million).

# **NORTHERN & SHELL PLC**

## **STRATEGIC REPORT**

**For the year ended 31 December 2019**

### **BUSINESS REVIEW AND FUTURE DEVELOPMENTS (Continued)**

The directors feel that the Group is well placed to build on its established activities and broader interests to take advantage of improved market conditions and new opportunities as they arise.

### **KEY PERFORMANCE INDICATORS**

A range of key performance indicators (KPI's) are used to monitor the performance of the operating entities and the Group and their progress towards strategic objectives. The principal KPI's vary according to division and include lottery draw ticket sales, profitability by business segment, year on year variance analysis and cash flows. Other KPI's, including circulation volumes, advertising yields, cost per copies, net advertising revenues and contribution by title were also used to monitor the performance of the Group's publishing and printing division prior to its disposal in 2018 (note 23).

### **PRINCIPAL RISKS AND UNCERTAINTIES**

The Group's operations expose it to a variety of financial risks that include credit, liquidity, interest rate, foreign exchange and market risks. The Group has mechanisms in place that seek to limit the impact of the adverse effects of these risks on the financial performance of the Group.

#### **Credit risk**

The Group has implemented policies that require appropriate credit checks to be performed on potential customers before sales are made.

#### **Liquidity risk**

The Group actively manages its finances to ensure that the Group has sufficient funds available for its operations.

#### **Interest rate cash flow risks**

The Group has both interest bearing assets and liabilities. The interest bearing assets are cash balances and current asset investments subject to floating and fixed interest rates. Where appropriate, the Group utilises interest rate swaps with a fixed rate to manage its liabilities. The directors keep these measures under constant review.

#### **Foreign exchange risk**

The Group has foreign currency assets and liabilities. Where appropriate, the Group utilises financial instruments to manage the risk of fluctuating exchange rates. The directors keep these measures under constant review.

#### **Market risk**

The Group has current asset investments which are subject to financial market risk. The Group manages a mixed portfolio of assets to help mitigate financial market risk. During the ownership of its publishing and printing divisions, the Group actively looked to maintain and improve product quality and customer offerings, which together with established strong customer relationships combined to mitigate advertising market risk.

On behalf of the Board:



Mr. R. Sanderson  
Director

Date: 22 June 2020

# **NORTHERN & SHELL PLC**

## **DIRECTORS' REPORT**

### **For the year ended 31 December 2019**

The directors present their report and the audited financial statements of the Group and Company for the year ended 31 December 2019.

#### **RESULTS AND DIVIDENDS**

The Group recorded a profit before tax for the financial year of £46.7 million (2018: £55.1 million), after recording non-recurring overhead costs of £4.4 million (2018: £6.0 million), a share of operating losses for associates of £427,000 (2018: £19.4 million) (note 15) and a profit on sale of discontinued operations of £nil (2018: £117.7 million) (note 23).

The directors do not recommend the payment of a dividend (2018: £nil).

#### **DIRECTORS**

The membership of the board during the year is set out on page 2. These directors, and no others, held office throughout the entire year.

#### **EMPLOYEE INVOLVEMENT**

During the year, the Group and Company maintained their practice of keeping employees informed about current activities and progress of the business using various methods including formal briefings, e-mails and a corporate website. Consultation with employees or their representatives has continued at all levels, with the aim of ensuring their views are taken into account where decisions are likely to affect their interests. This practice is reviewed regularly. Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the Group and Company continues and the appropriate training is arranged. It is the policy of the Group and Company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

#### **POLITICAL AND CHARITABLE DONATIONS**

Charitable donations were made during the year amounting to £22,000 (2018: £7,000).

Political donations were made during the year amounting to £nil (2018: £nil).

#### **DISCLOSURE OF INFORMATION TO AUDITOR**

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Group's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Group's auditor is aware of that information.

#### **AUDITOR**

The auditor, KPMG LLP, is deemed to be reappointed under section 487(2) of the Companies Act 2006.

On behalf of the Board:



Mr. R. Sanderson  
Director

Date: 22 June 2020

The Northern & Shell Building  
Number 10 Lower Thames Street  
London, EC3R 6EN  
United Kingdom

## **NORTHERN & SHELL PLC**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT, STRATEGIC REPORT, THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

The directors are responsible for preparing the Annual Report, Strategic Report, 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 Group and Parent Company financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Group and Parent Company and of their profit or loss for that period. In preparing each of the Group and Parent Company 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 Group and Parent 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 Group or the Parent 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 Parent Company's transactions and disclose with reasonable accuracy at any time the financial position of the Parent Company and enable them to ensure that its 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 Group and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



15 Canada Square  
London  
E14 5GL  
United Kingdom

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF**  
**NORTHERN & SHELL PLC**

**OPINION**

We have audited the financial statements of Northern & Shell Plc (“the Company”) for the year ended 31 December 2019 which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Comprehensive Income, the Consolidated and Company Balance Sheets, the Consolidated and Company Statements of Changes in Equity, the Consolidated Cash Flow Statement and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the Group's and of the Parent Company's affairs as at 31 December 2019 and of the Group's profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

**BASIS FOR OPINION**

We conducted our audit in accordance with International Standards on Auditing (UK) (“ISAs (UK)”) and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the Group in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

**GOING CONCERN**

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the Group or the Company or to cease their operations, and as they have concluded that the Group and the Company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over their ability to continue as a going concern for at least a year from the date of approval of the financial statements (“the going concern period”).

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the Group's business model, and analysed how those risks might affect the Group and Company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Group or the Company will continue in operation.

**STRATEGIC REPORT AND DIRECTORS' REPORT**

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF**

### **NORTHERN & SHELL PLC**

- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

#### **MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

Under the Companies Act 2006, we are required to report to you if, in our opinion:

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

We have nothing to report in these respects.

#### **DIRECTORS' RESPONSIBILITIES**

As explained more fully in their statement set out on page 7, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; 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; assessing the Group and Parent Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and using the going concern basis of accounting unless they either intend to liquidate the Group or the Parent Company or to cease operations, or have no realistic alternative but to do so.

#### **AUDITOR'S RESPONSIBILITIES**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities).

#### **THE PURPOSE OF OUR AUDIT WORK AND TO WHOM WE OWE OUR RESPONSIBILITIES**

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.

**Mark Prince (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
*Chartered Accountants*

15 Canada Square  
London  
United Kingdom  
E14 5GL

Date: 24 June 2020

**NORTHERN & SHELL PLC**  
**CONSOLIDATED PROFIT AND LOSS ACCOUNT**

**For the year ended 31 December 2019**

	Notes	2019 £000	2018 £000
<b>TURNOVER</b>	4	<b>64,711</b>	47,581
Continuing operations		<b>64,711</b>	17,239
Discontinued operations		-	30,342
	6	<b>64,711</b>	47,581
Cost of sales	6	-	(12,634)
<b>GROSS PROFIT</b>	6	<b>64,711</b>	34,947
Distribution costs	6	-	(2,101)
Administrative expenses	5	<b>(20,602)</b>	(79,657)
<b>GROUP OPERATING PROFIT/(LOSS)</b>		<b>44,109</b>	(46,811)
Continuing operations		<b>44,109</b>	(43,671)
Discontinued operations		-	(3,140)
	6	<b>44,109</b>	(46,811)
Share of operating loss of associates	15	<b>(427)</b>	(19,422)
Share of operating profit of joint ventures		-	355
<b>TOTAL OPERATING PROFIT/(LOSS)</b>	3/7	<b>43,682</b>	(65,878)
Profit on sale of discontinued operations	23	-	117,712
Dividend income from investments	15	<b>1,619</b>	1,528
Other interest receivable and similar income	9	<b>1,408</b>	1,776
Interest payable and similar charges	10	<b>(9)</b>	(71)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	3	<b>46,700</b>	55,067
Tax on profit on ordinary activities	11	<b>(3,802)</b>	1,795
<b>PROFIT FOR THE FINANCIAL YEAR</b>		<b>42,898</b>	56,862
Profit attributable to:			
Shareholders of the parent company		<b>42,898</b>	57,404
Non-controlling interest		-	(542)
<b>TOTAL PROFIT</b>		<b>42,898</b>	56,862

The notes on pages 17 to 48 form an integral part of these financial statements.

**NORTHERN & SHELL PLC**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

**For the year ended 31 December 2019**

	<b>Notes</b>	<b>2019 £000</b>	<b>2018 £000</b>
Profit for the financial year		<b>42,898</b>	56,862
<b>OTHER COMPREHENSIVE INCOME</b>			
Remeasurement of the net defined benefit pension liability		-	(4,992)
Movement on deferred tax relating to net defined benefit pension liability		-	848
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX</b>		-	(4,144)
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		<b>42,898</b>	52,718
Total comprehensive income attributable to:			
Shareholders of the parent company		<b>42,898</b>	53,260
Non-controlling interest		-	(542)
<b>TOTAL COMPREHENSIVE INCOME</b>		<b>42,898</b>	52,718

The notes on pages 17 to 48 form an integral part of these financial statements.

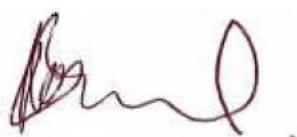
**NORTHERN & SHELL PLC**

**CONSOLIDATED BALANCE SHEET as at 31 December 2019**

	Notes	2019 £000	2018 £000
<b>FIXED ASSETS</b>			
Intangible assets	13	1,608	1,930
Tangible assets	14	14,282	12,329
Investments:	15		
Interests in joint ventures			
Share of gross assets		-	-
Share of gross liabilities		-	-
		-	-
Investments in associates		603	1,030
Other investments		37,278	19,496
		<b>37,881</b>	<b>20,526</b>
		<b>53,771</b>	<b>34,785</b>
<b>CURRENT ASSETS</b>			
Stocks	16	81,365	69,705
Debtors	17	72,363	76,757
Current asset investments	18	190,127	168,956
Cash at bank and in hand		53,290	60,225
		<b>397,145</b>	<b>375,643</b>
<b>CREDITORS:</b> amounts falling due within one year	20	<b>(14,495)</b>	<b>(16,664)</b>
<b>NET CURRENT ASSETS</b>		<b>382,650</b>	<b>358,979</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>436,421</b>	<b>393,764</b>
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>	21	<b>(3,152)</b>	<b>(3,393)</b>
<b>NET ASSETS</b>		<b>433,269</b>	<b>390,371</b>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	24	110	110
Other reserves		3,860	3,860
Profit and loss account		429,299	386,401
<b>TOTAL SHAREHOLDERS' FUNDS</b>		<b>433,269</b>	<b>390,371</b>

The notes on pages 17 to 48 form an integral part of these financial statements.

These financial statements were approved by the Board of Directors and signed on its behalf by:



Mr. R.C. Desmond  
Chairman  
Date: 22 June 2020

Company registered number: 04086466

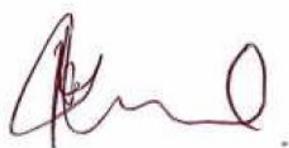
**NORTHERN & SHELL PLC**

**COMPANY BALANCE SHEET as at 31 December 2019**

	Notes	2019 £000	2018 £000
<b>FIXED ASSETS</b>			
Tangible assets	14	12,412	10,596
Investments	15	<u>218,325</u>	<u>228,515</u>
		<u>230,737</u>	<u>239,111</u>
<b>CURRENT ASSETS</b>			
Debtors	17	148,795	146,650
Cash at bank and in hand		<u>8,845</u>	<u>36,133</u>
		<u>157,640</u>	<u>182,783</u>
<b>CREDITORS:</b> amounts falling due within one year	20	<u>(138,129)</u>	<u>(133,228)</u>
<b>NET CURRENT ASSETS</b>		<u>19,511</u>	<u>49,555</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>250,248</b>	288,666
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>	21	<u>(51,664)</u>	<u>(54,469)</u>
<b>NET ASSETS</b>		<u>198,584</u>	<u>234,197</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	24	110	110
Profit and loss account		<u>198,474</u>	<u>234,087</u>
<b>TOTAL SHAREHOLDERS' FUNDS</b>		<u>198,584</u>	<u>234,197</u>

The notes on pages 17 to 48 form an integral part of these financial statements.

These financial statements were approved by the Board of Directors and signed on its behalf by:



Mr. R.C. Desmond  
Chairman  
Date: 22 June 2020

Company registered number: 04086466



**NORTHERN & SHELL PLC**

**COMPANY STATEMENT OF CHANGES IN EQUITY**

**For the year ended 31 December 2019**

	<b>Called up Share capital £000</b>	<b>Profit and loss account £000</b>	<b>Total equity £000</b>
Balance at 1 January 2018	110	219,719	219,829
Total comprehensive income for the year:			
Profit for the year	-	14,368	14,368
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	14,368	14,368
<b>Balance at 31 December 2018</b>	<b>110</b>	<b>234,087</b>	<b>234,197</b>

	<b>Called up Share capital £000</b>	<b>Profit and loss account £000</b>	<b>Total equity £000</b>
Balance at 1 January 2019	110	234,087	234,197
Total comprehensive income for the year:			
Loss for the year	-	(35,613)	(35,613)
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	(35,613)	(35,613)
<b>Balance at 31 December 2019</b>	<b>110</b>	<b>198,474</b>	<b>198,584</b>

The notes on pages 17 to 48 form an integral part of these financial statements.

**NORTHERN & SHELL PLC**  
**CONSOLIDATED CASH FLOW STATEMENT**

**For the year ended 31 December 2019**

	2019 £000	2018 £000
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Profit for the financial year	42,898	56,862
Adjustments for:		
Amortisation of intangible assets	322	619
Depreciation of tangible assets	1,356	2,006
Impairment of other investments - unlisted	400	-
Interest receivable and similar income	(1,408)	(1,776)
Interest payable and similar charges	9	71
Loss on disposal of tangible assets	50	463
Profit on sale of discontinued operations	-	(117,712)
Pension cash contributions in excess of pension cost	-	(2,205)
Share of loss from associate undertakings	427	19,422
Share of profit from joint ventures	-	(355)
Dividend income	(1,619)	(1,528)
(Gain)/loss on revaluation of current asset investments	(42,489)	6,056
(Gain)/loss on revaluation of other investments - listed	(18,182)	2,954
Taxation	3,802	(1,795)
Interest received	1,408	1,672
Interest paid	(9)	(71)
Increase in stocks	(11,660)	(12,733)
Decrease/(increase) in debtors	654	(4,335)
Decrease in creditors	(2,169)	(11,843)
Decrease in provisions	(241)	(2,317)
Taxation paid	(62)	(15)
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(26,513)</b>	<b>(66,560)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of tangible assets	(3,359)	(2,402)
Acquisition of other investments	-	(2,050)
Dividends received	1,619	1,942
Proceeds from sale of discontinued operations	-	46,613
Investment in current asset investments	(112,818)	(152,219)
Proceeds from current asset investments	134,136	148,266
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>19,578</b>	<b>40,150</b>
<b>NET DECREASE IN CASH AT BANK AND IN HAND</b>	<b>(6,935)</b>	<b>(26,410)</b>
<b>CASH AT BANK AND IN HAND AT 1 JANUARY</b>	<b>60,225</b>	<b>86,635</b>
<b>CASH AT BANK AND IN HAND AT 31 DECEMBER</b>	<b>53,290</b>	<b>60,225</b>

The notes on pages 17 to 48 form an integral part of these financial statements.

## NORTHERN & SHELL PLC

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### **1. PRINCIPAL ACCOUNTING POLICIES**

These Group and Parent Company financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102") as issued in August 2014.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. Certain comparative balances have been reclassified to conform with the current year presentation (notes 4 and 9).

##### **a) Basis of accounting**

The financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain tangible fixed assets and in accordance with the Companies Act 2006 and applicable accounting standards. The principal accounting policies are set out below.

##### **b) Going Concern**

The Group's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 3 to 5.

The directors believe that the Group is well placed to manage its business risk successfully. The directors made enquiries of, and considered the Group's performance against its plans and objectives and satisfied themselves that the Group is performing as expected.

The Company and its subsidiaries are seen as significant market participants in their industries and the directors feel that they are well placed to build on their established activities to take advantage of improved market conditions and new opportunities as they arise.

The directors have prepared cash flow forecasts for the Group to 31 December 2021. For the purposes of their assessment of the appropriateness of the preparation of the Group's accounts on a going concern basis, the directors have considered the principal areas of uncertainty within the forecasts and the underlying assumptions, in particular those relating to market and customer risks, cost management and working capital management. These forecasts, sensitised for reasonably possible and certain severe downside scenarios, indicate that the Group will have sufficient funds to meet its liabilities for that period. Having considered the downside risk, the directors note that they have significant cash, cash equivalent and listed investments, that, if needed in extreme circumstances, could be realised to support the activities of the Group. It should be noted that although the Group's current asset investments had seen a decrease in their value after the year end date, following the onset of the COVID-19 pandemic and its impact on financial markets, at the date of signing these accounts this decrease has now reversed, recovering to levels reported at the balance sheet date. As part of the forecasting the Directors have considered the financing required to continue to fund the development of the Group's site on the Isle of Dogs in London. Based on the Group's current cash, cash equivalent and listed investments, it would be able to fund this development beyond 31 December 2021. However, the Group acknowledges that it had always anticipated partially funding this development using external financing as part of a balanced financing package and, although this will not be required for some time, early conversations with its bankers have indicated their support of this. In the event of unforeseen and more severe downsides than forecast, the Group has potential mitigating actions, including reducing the level of controllable costs, including capital expenditure on the development site on the Isle of Dogs, which would further increase the Group's headroom.

The directors have also considered the Company's ability to provide ongoing support to those subsidiaries which may require it, and have concluded that the Company has sufficient resources to provide the support required by those subsidiaries.

The directors have a reasonable expectation that the Company and Group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis of accounting in the preparation of accounts.

##### **c) Basis of consolidation**

The consolidated profit and loss account and other comprehensive income, balance sheet and cash flow statement include the results, financial position and cash flows of the Company and its subsidiary undertakings, and the Group's

## NORTHERN & SHELL PLC

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### **1. PRINCIPAL ACCOUNTING POLICIES (Continued)**

share of profits or losses and reserves of its joint ventures and associates, from the date of acquisition and until the date of disposal. Intra-group sales, profits/(losses) and balances are eliminated fully on consolidation.

The Parent Company is included in the consolidated financial statements, and is considered to be a qualifying entity under FRS 102 paragraphs 1.8 to 1.12. The following exemptions available under FRS 102 in respect of certain disclosures for the Parent Company financial statements have been applied:

- The reconciliation of the number of shares outstanding from the beginning to the end of the period has not been included a second time; and
- No separate Parent Company Cash Flow Statement with related notes is included.

#### **d) Revenue recognition**

Turnover represents the invoiced amount of goods dispatched and services provided (stated net of value added tax, or other applicable sales taxes and net of trade discounts). Turnover generated from publishing activities is recognised on release of the newspaper or magazine issue to which it relates.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured.

Lottery turnover represents the gross amount receivable for lottery management services and money transfer and money handling services (stated net of value added tax or other applicable sales taxes). Turnover is recognised when the lottery draw to which the services relate has taken place.

Turnover and profit in respect to the sale of property is recognised on legal completion.

Current asset investments are measured at fair value with the resultant gains or losses taken to the profit and loss account. Net gains and losses from current asset investments includes realised and unrealised fair value changes and foreign exchange gains and losses but excludes interest and dividend income.

Dividend income is recognised in the profit and loss account on the date at which the right to receive payment is established.

Turnover from online estate agency transactions are accounted for as revenue when, and to the extent that, the Group obtains a right to consideration in exchange for its performance of its obligations under the sales contract with the customer. Fees earned on instruction of residential property are accounted for at the point of publication of the advert to the property portals, the point at which the Group's obligations are complete.

Group turnover includes sales made by group undertakings to joint ventures and associates, but excludes sales by joint ventures and associates.

#### **e) Foreign currencies**

Transactions denominated in foreign currencies are recorded at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date with any differences being taken to the profit and loss account.

For consolidation purposes, the monetary assets and liabilities of overseas subsidiary undertakings and associated undertakings are translated at the exchange rates ruling at the balance sheet date or at a contracted rate if applicable. Non-monetary assets and liabilities are translated at the exchange rate ruling at the date of transaction or, where forward contracts have been arranged, at the contracted rates. The profit and loss accounts of such undertakings are consolidated at the average rates of exchange during the year. Exchange differences arising are taken to reserves.

Foreign operations which are conducted through a foreign branch and overseas subsidiary undertakings whose operations are closely interlinked with those of the Group and Company are accounted for using the temporal method, whereby transactions denominated in foreign currencies are recorded at the average rate of exchange during the year. Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date with any differences being taken to the profit and loss account.

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**1. PRINCIPAL ACCOUNTING POLICIES (Continued)**

**f) Intangible fixed assets**

**i. Trademarks**

Trademarks comprise the cost of registering trademarks. These are amortised over 10 years, which is considered to be the useful economic life of the trademarks.

**ii. Goodwill**

Goodwill represents the excess of the fair value of the consideration paid for acquisitions over the fair value of net assets acquired. Goodwill is amortised on a straight line basis over the estimated economic life of the acquisition.

Goodwill arising on acquisition of Express Newspapers in 2000, the Health Lottery group in 2011 and Tepilo Limited in 2017 is being amortised over its estimated economic life of 10 years in accordance with FRS 102.

Goodwill arising on joint venture and associate acquisitions is being amortised over its estimated useful economic life of 10 years.

These periods are the periods over which the directors estimate that the value of the underlying businesses acquired are expected to match the value of the underlying assets.

Assets are reviewed for impairment at the level of income-generating units whenever events or changes in circumstances indicate that the carrying value may not be recoverable. An impairment loss is recognised for the difference between the carrying amount and the recoverable amount and taken immediately to the profit and loss account. The recoverable amount is the higher of the asset's net realisable value and its value in use.

On the subsequent disposal or termination of a business acquired since 1 January 1998, the profit or loss on disposal or termination is calculated after charging/(crediting) the unamortised amount of any related goodwill/(negative goodwill) (note 23).

**g) Tangible fixed assets**

Tangible fixed assets are stated at cost less accumulated depreciation. The cost of tangible fixed assets represents the purchase cost together with any incidental costs of acquisition (including interest costs). Depreciation is provided on all tangible fixed assets to write off the cost of each asset, less any estimated residual value, evenly over its expected useful life, as follows:

Leasehold land and buildings	50 years, estimated useful life or period of the lease, whichever is the shorter
Plant, computer and office equipment	2 to 24 years
Websites and game development	3 years

The Group reviews its depreciation rates regularly to take account of technological changes, intensity of use over the life of the assets and market requirements.

**h) Fixed asset investments**

Interests in subsidiaries, associates and jointly controlled entities are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

A subsidiary is an entity controlled by the Group. Control is the power to govern the financial and operating policies of the entity so as to obtain benefits from its activities.

Entities in which the Group has a long-term interest and shares control under a contractual arrangement are classified as jointly controlled entities. The Group's share of the profits and losses of the joint venture are disclosed separately in the Group's profit and loss account. Joint ventures are disclosed using the gross equity method under which the share of gross assets and liabilities are disclosed in the balance sheet.

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**1. PRINCIPAL ACCOUNTING POLICIES (Continued)**

An associate is an entity, being neither a subsidiary nor a joint venture, in which the Group holds a long-term interest and where the Group has significant influence. The Group considers that it has significant influence where it has the power to participate in the financial and operating decisions of the associate. An investment in an associate is accounted for under the equity method from the date on which it falls within the definition of an associate. On acquisition of the investment any difference between the cost of acquisition and the investor's share of the equity of the associate is described as goodwill. The Group's share of the profits and losses of the associate are disclosed separately in the Group's profit and loss account.

**i) Impairment of fixed assets**

At each reporting period end date, the Group and Parent Company reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group and Parent Company estimate the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of 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 post-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

**j) Stocks**

Raw materials comprise mainly paper and are stated at the lower of cost and net realisable value, after making due allowance for obsolete and slow-moving items.

Work in progress stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Costs comprise land and development costs including direct materials and, where applicable, subcontractor labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

**k) Cash and liquid resources**

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

**l) Financial instruments**

The Group and Parent Company have elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**1. PRINCIPAL ACCOUNTING POLICIES (Continued)**

Financial instruments are recognised in the Group and Parent Company's balance sheets when the Group or Parent Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

*Basic financial assets*

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

*Other financial assets*

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publicly traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Current asset investments are liquid resources which are disposable without curtailing or disrupting the business and are either readily convertible into known amounts of cash at or close to their carrying value or traded in an active market. Liquid resources comprise cash, equities, managed funds, corporate bonds and government securities. Current asset investments are stated at the lower of cost and net realisable value.

*Impairment of financial assets*

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

*Derecognition of financial assets*

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

*Classification of financial liabilities*

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Group or company after deducting all of its liabilities.

*Basic financial liabilities*

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**1. PRINCIPAL ACCOUNTING POLICIES (Continued)**

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

*Derecognition of financial liabilities*

Financial liabilities are derecognised when the Group's contractual obligations expire or are discharged or cancelled.

**m) Leases**

Assets obtained under finance leases are capitalised and depreciated over the lesser of the period of the lease and the estimated useful life of the asset. Obligations relating to finance leases, net of finance charges in respect of future periods, are included in Creditors due within or after more than one year, as appropriate.

Finance costs are charged to the profit and loss account and allocated to accounting periods during the lease term so as to produce a constant periodic rate of charge on the remaining balance of the obligation for each accounting period.

Rental costs under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Assets leased to third parties under operating leases are capitalised and depreciated over the estimated useful life of the asset.

Rental income is recognised on a straight line basis over the shorter of the entire lease term or the period to the first break option. Where a lease incentive does not enhance the property, it is amortised on a straight line basis over the period from the date of the lease commencement to the earlier of the first break option, or the end of the lease term. On new leases with rent free periods, rental income is allocated evenly over the period from the date of lease commencement to the earlier of the first rent review and the lease end date.

**n) Taxation**

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax assets are regarded as recoverable and recognised in the financial statements when, on the basis of available evidence, it is more likely than not that there will be suitable taxable profits from which the future reversal of the timing differences can be deducted. The recoverability of tax losses is assessed by reference to forecasts, which have been prepared and approved by the Directors.

Deferred tax assets and liabilities are not discounted and are calculated at the standard rate of corporation tax in the UK substantively enacted at the balance sheet date of 17% (2018: 17%).

**o) Provisions**

Provisions are recognised when the Group or Company has a legal or constructive present obligation as a result of a past event, it is probable that the Group or Company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the reporting end date, taking into account the risks and uncertainties surrounding the obligation. Where the effect of the time value of money is material, the amount expected to be required to settle the obligation is recognised at

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**1. PRINCIPAL ACCOUNTING POLICIES (Continued)**

present value. When a provision is measured at present value, the unwinding of the discount is recognised in the profit and loss account in the period in which it arises.

Where the Parent Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company treats the guarantee contract as a contingent liability in its individual financial statements until such time as it becomes probable that the company will be required to make a payment under the guarantee.

**p) Employee benefits**

Defined benefit plans:

The Group participated in three defined benefit schemes, the Express Newspapers 1988 Pension Fund, the Express Newspapers Senior Management Pension Fund and the West Ferry Printers Pension Scheme. Both the Express Newspapers Schemes and the West Ferry Printers Scheme were closed to future accrual with effect from 31 December 2008 and 28 February 2010 respectively. In 2018, the Group divested of its publishing and printing businesses, which included all of the Group's liabilities for its defined benefit pension schemes (notes 23 and 25).

The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The fair value of any plan assets is deducted. The Group determines the net interest expense/(income) on the net defined benefit liability/(asset) for the period by applying the discount rate as determined at the beginning of the annual period to the net defined benefit liability/(asset) taking account of changes arising as a result of contributions and benefit payments.

The discount rate is the yield at the balance sheet date based on AA credit rated bonds denominated in the currency of, and having maturity dates approximating to the terms of the Group's obligations. A valuation is performed tri-annually by a qualified actuary using the projected unit valuation method. The Group recognises net defined benefit plan assets to the extent that it is able to recover the surplus either through reduced contributions in the future or through refunds from the plan.

Changes in the net defined benefit liability arising from employee service rendered during the period, net interest on net defined benefit liability, and the cost of plan introductions, benefit changes, curtailments and settlements during the period are recognised in the profit and loss account.

Remeasurement of the net defined benefit liability/(asset) is recognised in other comprehensive income in the period in which it occurs.

Defined contribution plans:

Pension costs relating to defined contribution schemes are the amount of contributions payable for the year and are recognised as an expense in the profit and loss account in the periods during which services are rendered by employees.

**q) Discontinued operations**

Discontinued operations are components of the Group that have been disposed of at the date of signing the accounts and previously represented a separate major line of business or geographical area of operation or were subsidiaries acquired exclusively with a view to resale.

When an operation is classified as a discontinued operation, the comparative in the profit and loss account is restated as if the operation has been discontinued from the start of the comparative period.

Discontinued operations are also disclosed by financial caption for the current and comparative periods in note 6.

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**2. JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY**

In the application of the Group and Company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

The directors consider the judgement associated with these financial statements to be over the carrying value of investments, deferred tax assets, provisions for liabilities and charges and the valuation of retirement benefit obligations. There is significant judgement involved in determining the assumptions, including discount rate, inflation rates and mortality assumptions underlying the valuation of the liabilities of the pension schemes. The assumptions are disclosed in note 25.

**3. SEGMENTAL ANALYSIS**

The Group's turnover and profit before taxation arise principally from its lottery management, publishing and printing, property development and other investment activities. In February 2018, the Group disposed of its directly held publishing and printing activities (note 23).

The Group's turnover, profits before taxation and net assets are principally attributable to activities in the United Kingdom.

Segmental analysis is presented after elimination of intra-group sales, profits/(losses) and balances.

The abbreviations used below relate to the following segments:

P&P (D)	Publishing and printing (discontinued)
B - O (D)	Broadcasting – other (discontinued)
LM	Lottery management
P&O	Property development and other
P&O (D)	Property development and other (discontinued)

	<b>P&amp;P (D)</b>	<b>B – O (D)</b>	<b>LM</b>	<b>P&amp;O</b>	<b>P&amp;O (D)</b>	<b>TOTAL</b>
	<b>2019</b>	<b>2019</b>	<b>2019</b>	<b>2019</b>	<b>2019</b>	<b>2019</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>TURNOVER</b>						
Turnover gross	-	-	15,410	49,425	-	<b>64,835</b>
Inter-segment sales	-	-	-	(124)	-	<b>(124)</b>
Third party sales	-	-	15,410	49,301	-	<b>64,711</b>
<b>OPERATING PROFIT/(LOSS)</b>	-	-	<b>(3,829)</b>	<b>47,511</b>	-	<b>43,682</b>
Dividend income from listed investments	-	-	-	1,619	-	<b>1,619</b>
	-	-	<b>(3,829)</b>	<b>49,130</b>	-	<b>45,301</b>
Common costs – net interest receivable						<b>1,399</b>
Profit on ordinary activities before taxation						<b>46,700</b>

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**3. SEGMENTAL ANALYSIS (Continued)**

	<b>P&amp;P (D) 2018 £000</b>	<b>B – O (D) 2018 £000</b>	<b>LM 2018 £000</b>	<b>P&amp;O 2018 £000</b>	<b>P&amp;O (D) 2018 £000</b>	<b>TOTAL 2018 £000</b>
<b>TURNOVER</b>						
Turnover gross	30,141	-	17,627	(388)	1,782	<b>49,162</b>
Inter-segment sales	(1,581)	-	-	-	-	<b>(1,581)</b>
Third party sales	28,560	-	17,627	(388)	1,782	<b>47,581</b>
<b>OPERATING PROFIT/(LOSS)</b>	<b>3,361*</b>	<b>-</b>	<b>(23,291)</b>	<b>(41,411)</b>	<b>(4,537)*</b>	<b>(65,878)</b>
Profit on sale of discontinued operations (note 23)	-	4	-	117,708	-	<b>117,712</b>
Dividend income from listed investments	-	-	-	1,528	-	<b>1,528</b>
	<b>3,361</b>	<b>4</b>	<b>(23,291)</b>	<b>77,825</b>	<b>(4,537)</b>	<b>53,362</b>
Common costs – net interest receivable						<b>1,705</b>
Profit on ordinary activities before taxation						<b>55,067</b>

The common costs are the sum of other interest receivable and similar income of £1.4 million (2018: £1.8 million) and interest payable and similar charges of £9,000 (2018: £71,000).

\* The difference between discontinued operating profit/(loss) as stated above and the operating loss shown in note 6 is as follows:

	<b>2019 £000</b>	<b>2018 £000</b>
Segmental operating profit - P&P (D)	-	3,361
Segmental operating loss - P&O (D)	-	(4,537)
	-	(1,176)
Inter-segment transactions	-	(1,609)
Share of operating profit of joint ventures	-	(355)
	-	(3,140)
<b>Operating loss per analysis of discontinued operations (note 6)</b>	<b>-</b>	<b>(3,140)</b>
<b>Net operating assets</b>	<b>2019 £000</b>	<b>2018 £000</b>
Lottery management	(172,452)	(165,423)
Property development and other	319,715	297,639
	<b>147,263</b>	<b>132,216</b>
<b>Reconciliation of net operating assets to net assets</b>		
Net operating assets	<b>147,263</b>	132,216
Investments (note 15)	<b>37,881</b>	20,526
Deferred tax – asset (note 19)	<b>4,708</b>	8,448
Current asset investments (including cash balances held on deposit – note 18)	<b>190,127</b>	168,956
Cash at bank and in hand	<b>53,290</b>	60,225
	<b>433,269</b>	<b>390,371</b>

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**4. TURNOVER**

An analysis of turnover by class of business is as follows:

	<b>2019 £000</b>	<b>2018 * £000</b>
Provision of services	14,566	27,878
Sale of goods	-	17,903
Royalties	-	509
Commission	844	1,288
Rental income	6,314	5,465
Dividend income	498	428
Net gain/(loss) from current asset investments	42,489	(6,056)
Other income	-	166
	<b>64,711</b>	<b>47,581</b>
Total Group Turnover	<b>64,711</b>	<b>47,581</b>

\* Management have taken the decision to re-present the turnover analysis. Turnover relating to External Lottery Management services is presented as provision of services. Consequently, comparative amounts have been reclassified to comply with the current year presentation (£14.1 million was reclassified from sale of goods to provision of services).

**5. ADMINISTRATIVE EXPENSES**

	<b>2019 £000</b>	<b>2018 £000</b>
Chairman's emoluments	310	495
Other administrative expenses	20,292	79,162
	<b>20,602</b>	<b>79,657</b>

Other administrative expenses include a gain on fixed asset investments of £18.2 million (2018: a loss of £3.0 million) (notes 7 and 15) and a provision for non-recurring legal costs relating to discontinued operations of £3.8 million (2018: £nil).

**6. ANALYSIS OF CONTINUING AND DISCONTINUED OPERATIONS**

	<b>2019 Continuing Operations £000</b>	<b>2019 Discontinued Operations £000</b>	<b>2019 Total £000</b>	<b>2018 Continuing Operations £000</b>	<b>2018 Discontinued Operations £000</b>	<b>2018 Total £000</b>
Group turnover	64,711	-	64,711	17,239	30,342	47,581
Cost of sales	-	-	-	-	(12,634)	(12,634)
Gross profit	64,711	-	64,711	17,239	17,708	34,947
Distribution costs	-	-	-	-	(2,101)	(2,101)
Administrative expenses	(20,602)	-	(20,602)	(60,910)	(18,747)	(79,657)
Group operating profit/(loss)	44,109	-	44,109	(43,671)	(3,140)	(46,811)

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

<b>7. NOTES TO THE PROFIT AND LOSS ACCOUNT</b>	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
<b>Profit on ordinary activities before tax is stated after charging/(crediting):</b>		
Depreciation – owned assets (note 14)	1,356	2,006
Loss on disposal of tangible assets (note 14)	50	463
Amortisation of goodwill – acquisitions (note 13)	322	619
Amortisation of goodwill – associates (note 15)	249	1,377
Impairment of investment in associates (note 15)	-	12,598
Impairment of other investments - unlisted (note 15)	400	-
Impairment of amounts due from related parties (note 28)	(12)	3,069
(Gain)/loss on revaluation - other investments (note 15)	(18,182)	2,954
Operating lease rentals – land and buildings	8,884	7,973
Operating lease rentals – other income	(6,112)	(5,308)
Legal provision relating to discontinued operations (note 5)	3,753	-
Foreign exchange loss/(gain)	93	(2)
	<hr/>	<hr/>

**Services provided by the Group's auditor and associated firms**

During the year, the Group (including its overseas subsidiaries) obtained the following services from KPMG LLP, at costs as detailed below:

**Audit services**

Fees payable to the Company's auditor for the audit of the Company and consolidated accounts	28	41
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**Other services**

Fees payable to the Company's auditor and its associates for the audit of associates to the Company pursuant to legislation	117	109
Other services provided pursuant to such legislation	-	18
Transaction services	-	70
	<hr/>	<hr/>

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**8. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

<b>(a) Directors</b>	<b>2019 £000</b>	<b>2018 £000</b>
Emoluments	1,300	5,175
Company contributions to money purchase pension schemes	18	18
	<u>1,318</u>	<u>5,193</u>

Pension benefits are accruing to two directors under money purchase pension schemes (2018: two directors).

The above emoluments and pension contributions include the following amounts in respect of the highest paid director.

	<b>2019 £000</b>	<b>2018 £000</b>
Emoluments	<u>340</u>	<u>1,247</u>

**(b) Staff costs (including directors)**

	<b>2019 £000</b>	<b>2018 £000</b>
Wages and salaries	2,949	12,710
Social security costs	387	1,508
Contributions to defined contribution plans	90	300
Expenses related to defined benefit plans (net of other income) (note 25)	-	466
	<u>3,426</u>	<u>14,984</u>

Average number of people employed by activity:

	<b>2019 Number</b>	<b>2018 Number</b>
Production	-	76
Selling and distribution	1	16
Administration	50	70
	<u>51</u>	<u>162</u>

**9. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2019 £000</b>	<b>2018 * £000</b>
Bank and term deposit interest receivable	645	634
Other interest receivable	763	1,142
	<u>1,408</u>	<u>1,776</u>

\* Management have taken the decision to re-present the interest receivable and similar income analysis. Coupon interest relating to current asset investments is presented within other interest receivable. Consequently, comparative amounts have been reclassified to comply with the current year presentation (£1.1 million of coupon interest was reclassified from bank and term deposit interest receivable to other interest receivable).

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**10. INTEREST PAYABLE AND SIMILAR CHARGES**

	<b>2019 £000</b>	<b>2018 £000</b>
Other interest payable	9	71

**11. TAXATION ON PROFIT ON ORDINARY ACTIVITIES**

	<b>2019 £000</b>	<b>2018 £000</b>
<b>Current tax</b>		
UK corporation tax on profit for the year at 19.0% (2018: 19.0%)	62	13
Foreign taxes suffered	62	15
Double taxation relief on profit on ordinary activities	(62)	(13)
Share of Joint Venture taxation	-	54
	62	69
<b>Deferred tax</b>		
Origination and reversal of timing differences (accelerated capital allowances and other)	3,731	(3,086)
Adjustments in respect of previous periods	9	847
Total deferred tax expense/(income) excluding deferred tax on pension liability (note 19)	3,740	(2,239)
Deferred tax on pension liability – recognised in profit and loss account	-	375
Deferred tax on pension liability – recognised in other comprehensive income	-	(848)
	3,740	(2,712)
Total deferred tax expense/(income) (note 19)	3,740	(2,712)
Tax on profit on ordinary activities	3,802	(2,643)

Total tax analysed as:

	<b>Current Tax £000</b>	<b>2019 Deferred Tax £000</b>	<b>Total Tax £000</b>	<b>Current Tax £000</b>	<b>2018 Deferred Tax £000</b>	<b>Total Tax £000</b>
Recognised in profit and loss account	62	3,740	3,802	69	(1,864)	(1,795)
Recognised in other comprehensive income	-	-	-	-	(848)	(848)
	62	3,740	3,802	69	(2,712)	(2,643)
Total tax	62	3,740	3,802	69	(2,712)	(2,643)

## NORTHERN & SHELL PLC

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 11. TAXATION ON PROFIT ON ORDINARY ACTIVITIES (Continued)

The tax assessed for the year differs from the rate of 19.0% (2018: 19.0%) and the differences are explained below:

	<b>2019</b> <b>£000</b>	<b>2018</b> <b>£000</b>
Profit on ordinary activities before tax	<u>46,700</u>	<u>55,067</u>
Profit on ordinary activities multiplied by the rate of 19.0% (2018: 19.0%)	<b>8,873</b>	10,463
Effects of:		
Net effect of expenses not deductible for tax and income not subject to tax	<b>944</b>	2,477
Excess of depreciation over capital allowances and other timing differences	<b>159</b>	612
Adjustments in respect of previous periods	<b>9</b>	847
Profits subject to lower level of overseas tax	-	(14)
Non tax deductible goodwill amortisation and other permanent differences	<b>108</b>	379
Deferred tax assets not recognised	-	5,494
Deferred tax assets previously not recognised	<b>(5,477)</b>	-
Profit on disposal of subsidiary undertaking not subject to tax	-	(22,366)
Impact of tax rate changes	<u><b>(814)</b></u>	<u>313</u>
Total tax expense/(income) included in profit or loss	<u><b>3,802</b></u>	<u>(1,795)</u>

A reduction in the UK corporation tax rate from 19% to 17% (effective from 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax asset as at 31 December 2019 has been calculated based on this rate. In the 11 March 2020 Budget it was announced that the UK tax rate will remain at the current rate of 19% and not reduce to 17% from 1 April 2020. This change was substantively enacted on 17 March 2020 and will have a consequential effect on the Group's future tax charge. If this rate change had been substantively enacted at the current balance sheet date the deferred tax asset would have increased by £553,000.

Factors that may affect future tax charges:

Based on current capital investment plans, the Group expects capital allowances to exceed depreciation in future years. Deferred tax assets not recognised relate to unutilised trading losses realised during the year.

The Group has tax losses of £93.7 million (2018: £91.0 million) available to carry forward against future profits. Whilst the Group expects to be able to benefit from tax losses carried forward, a deferred tax asset has only been recognised in respect of £32.9 million (2018: £5.3 million) of the available losses as future benefit is not certain. The Group expects to be able to benefit from tax losses carried forward in the period to 2030.

#### 12. (LOSS)/PROFIT OF THE COMPANY

Under section 408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account. The Company's loss for the year amounted to £35.6 million (2018: a profit of £14.4 million), after a provision against amounts owed by group companies of £19.4 million (2018: £35.8 million), a charge for fixed asset investments impairment losses of £28.4 million (2018: £22.3 million) (note 15), a gain on revaluation of fixed asset investments of £18.2 million (2018: a loss of £3.0 million) (note 15), a profit on disposal of fixed asset investments of £nil (2018: £80.0 million), a provision for non-recurring legal costs of £3.8 million (2018: £nil) and receiving dividends of £nil (2018: £3.6 million) from group undertakings and £1.6 million (2018: £1.5 million) from fixed asset investments respectively.

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**13. INTANGIBLE ASSETS**

	<b>Goodwill £000</b>
<b>THE GROUP</b>	
Cost:	
<b>At 1 January 2019 and 31 December 2019</b>	<b>3,988</b>
Amortisation:	
At 1 January 2019	2,058
Charge for the year	322
<b>At 31 December 2019</b>	<b>2,380</b>
Net book amounts:	
<b>At 31 December 2019</b>	<b>1,608</b>
At 31 December 2018	1,930

**14. TANGIBLE ASSETS**

	<b>Land and Buildings</b>	<b>Plant, Computer and Office Equipment</b>	<b>Websites and Game Development</b>	<b>Assets Under Construction</b>	<b>Total</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>THE GROUP</b>					
Cost/valuation:					
At 1 January 2019	30,431	6,842	-	1,116	38,389
Transfer	-	(2,938)	2,882	56	-
At 1 January 2019 *	30,431	3,904	2,882	1,172	38,389
Additions	2,529	201	448	181	3,359
Transfer	1,034	24	-	(1,058)	-
Disposals	-	-	-	(50)	(50)
<b>At 31 December 2019</b>	<b>33,994</b>	<b>4,129</b>	<b>3,330</b>	<b>245</b>	<b>41,698</b>
Depreciation:					
At 1 January 2019	19,930	6,130	-	-	26,060
Transfer	-	(2,456)	2,456	-	-
At 1 January 2019 *	19,930	3,674	2,456	-	26,060
Charge for the year	1,003	69	284	-	1,356
<b>At 31 December 2019</b>	<b>20,933</b>	<b>3,743</b>	<b>2,740</b>	<b>-</b>	<b>27,416</b>
Net book amounts:					
<b>At 31 December 2019</b>	<b>13,061</b>	<b>386</b>	<b>590</b>	<b>245</b>	<b>14,282</b>
At 31 December 2018	10,501	712	-	1,116	12,329

\* Management have taken the decision to re-present the fixed asset categories in the prior year to reflect the type of assets more accurately. The former category of Fixtures, Fittings and Office Equipment has been renamed to Plant, Computer and Office Equipment whilst a new category of Websites and Game Development has been introduced.

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**14. TANGIBLE ASSETS (Continued)**

Land and buildings includes the following assets at net book value as at 31 December 2019:

- freehold land and buildings £nil (2018: £nil).
- short leasehold buildings £13.1 million (2018: £10.5 million).

As at 31 December 2019, the net book value of assets acquired under finance leases was £nil (2018: £nil). Capitalised interest included in the net book value of fixed assets was £nil (2018: £nil).

Assets under construction relate to leasehold improvements of £166,000 and IT development of £79,000.

	<b>Land and Buildings</b>	<b>Fixtures, Fittings and Office Equipment</b>	<b>Assets Under Construction</b>	<b>Total</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>THE COMPANY</b>				
Cost/valuation:				
At 1 January 2019	9,893	168	1,116	11,177
Additions	2,529	175	-	2,704
Transfer	1,034	24	(1,058)	-
Disposals	-	-	(58)	(58)
<b>At 31 December 2019</b>	<b>13,456</b>	<b>367</b>	<b>-</b>	<b>13,823</b>
Depreciation:				
At 1 January 2019	559	22	-	581
Charge for the year	768	62	-	830
<b>At 31 December 2019</b>	<b>1,327</b>	<b>84</b>	<b>-</b>	<b>1,411</b>
Net book amounts:				
<b>At 31 December 2019</b>	<b>12,129</b>	<b>283</b>	<b>-</b>	<b>12,412</b>
At 31 December 2018	9,334	146	1,116	10,596

Land and buildings includes the following assets at net book value as at 31 December 2019:

- freehold land and buildings £nil (2018: £nil).
- short leasehold buildings £12.1 million (2018: £9.3 million).

As at 31 December 2019, the net book value of assets acquired under finance leases was £nil (2018: £nil). Capitalised interest included in the net book value of fixed assets was £nil (2018: £nil).

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**15. FIXED ASSET INVESTMENTS**

**THE GROUP**

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Investments in joint ventures	-	-
Investments in associates	603	1,030
Other investments - Listed	35,228	17,046
Other investments - Unlisted	2,050	2,450
	<b>37,881</b>	<b>20,526</b>
<b>Investment in joint ventures</b>	<b>£000</b>	<b>£000</b>
At 1 January - net assets	-	449
- goodwill (gross)	-	9,856
	-	10,305
Share of profit	-	301
Movement in profit and loss reserves	-	(414)
	-	(113)
Sale of joint ventures	-	(10,192)
At 31 December - net assets	-	-
- goodwill (gross)	-	-
	-	-
<b>Aggregate amortisation of goodwill</b>		
At 1 January	-	(9,856)
Sale of joint ventures	-	9,856
At 31 December	-	-
<b>Net book amount at 31 December</b>		
Net assets	-	-
Goodwill	-	-
	-	-

On 6 February 2018, 500 ordinary E shares of €1.27 each, comprising 50% of the share capital of Independent Star Limited, were transferred from Express Newspapers, a former subsidiary undertaking, to the Company at fair value for a consideration of £4.5 million. On 5 December 2018, the Company disposed of its entire shareholding in Independent Star Limited for a consideration of £4.5 million (note 23).

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**15. FIXED ASSET INVESTMENTS (Continued)**

**Investment in associates**

At 31 December 2019, the Group held interests in the following associate undertakings:

<b>Company Name</b>	<b>Class of shares</b>	<b>Holding (%)</b>	<b>Country of incorporation</b>	<b>Principal Activity</b>
OpenRent Limited	Ordinary	26	United Kingdom	Online lettings agency
My Single Friend Limited	Ordinary	40	United Kingdom	Online dating
FFS Beauty Limited	A1 Preferred	26	United Kingdom	Subscription shaving
Emoov Limited *	Ordinary	45	United Kingdom	Online estate agency
Tepilo Holdings Limited *	Ordinary	45	United Kingdom	Online estate agency
Tepilo Limited *	Ordinary	45	United Kingdom	Online estate agency

\* Denotes the company entered into administration on 3 December 2018

OpenRent Limited is incorporated in the United Kingdom, with a registered office at 6<sup>th</sup> Floor, 2 London Wall Place, London, EC2Y 5AU. There were no changes in ownership or class of shares held during the year. After the year end, Northern & Shell Ventures Limited, a subsidiary undertaking, sold its entire shareholding in OpenRent Limited for a total consideration of £2.0 million (note 29).

My Single Friend Limited is incorporated in the United Kingdom, with a registered office at 34 Anyards Road, Cobham, Surrey, KT11 2LA. There were no changes in ownership or class of shares held during the year.

FFS Beauty Limited (formerly Friction Free Shaving Limited) is incorporated in the United Kingdom, with a registered office at Unit 4 Bettys Lane, Norton Canes, Cannock, WS11 9UU. There were no changes in ownership or class of shares held during the year.

Emoov Limited is incorporated in the United Kingdom, with a registered office at The White Building, 1-4 Cumberland Place, Southampton, SO15 2NP. In 2018, the Group disposed of its shares in Tepilo Holdings Limited for a consideration of shares in Emoov Limited.

Tepilo Holdings Limited is incorporated in the United Kingdom, with a registered office at The White Building, 1-4 Cumberland Place, Southampton, SO15 2NP.

Tepilo Limited is incorporated in the United Kingdom, with a registered office at The White Building, 1-4 Cumberland Place, Southampton, SO15 2NP.

	<b>OpenRent Limited</b>	<b>My Single Friend Limited</b>	<b>FFS Beauty Limited</b>	<b>Emoov Limited</b>	<b>Total</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
Share of profit/(loss) for the year	(165)	-	(13)	-	<b>(178)</b>
Goodwill amortisation	(121)	-	(128)	-	<b>(249)</b>
	<b>(286)</b>	<b>-</b>	<b>(141)</b>	<b>-</b>	<b>(427)</b>

On 30 May 2018, Northern & Shell Ventures Limited, a subsidiary undertaking, subscribed for 20,326 ordinary shares of £1 each in the capital of Tepilo Holdings Limited for a total consideration of £8.4 million. On the same date, Northern & Shell Ventures Limited disposed of its 87.8% shareholding in Tepilo Holdings Limited for a consideration of 65,545,571 B ordinary shares of £0.00001 each in the capital of Emoov Limited. The B ordinary shares rank pari passu in all respects with the existing B ordinary shares of £0.00001 each in the capital of Emoov Limited. As at 31 December 2019, Emoov Limited held 100% of the shareholding in Tepilo Holdings Limited and Tepilo Limited, representing an indirect shareholding for the Group of 45.38%. On 3 December 2018, Tepilo Limited, Tepilo Holdings Limited and Emoov Limited were entered into administration.

# NORTHERN & SHELL PLC

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

### 15. FIXED ASSET INVESTMENTS (Continued)

#### Other investments

In 2018, Northern & Shell Ventures Limited subscribed for 1,502,403 ordinary shares of £1 each in the capital of Denmark Square Limited for a total consideration of £1.0 million and for 67,486 ordinary shares of £1 each in the capital of The Cheeky Panda Limited for a total consideration of £1.0 million. These investments have been recognised within Fixed Asset Investments: Other investments – Unlisted.

On 28 February 2018, the Group divested of its publishing and printing assets with the sale of its entire shareholding in Northern & Shell Network Limited, a subsidiary undertaking, to Reach plc (formerly Trinity Mirror plc) for a total consideration of £123.0 million (note 23). The total consideration included £20.0 million of shares in Reach plc. The fair value of the shares at the Balance Sheet date was £35.2 million (2018: £17.0 million). These investments have been recognised within Fixed Asset Investments: Other investments – Listed.

During the year, the Group received dividends from Reach plc of £1.6 million (2018: £1.5 million).

#### Impairment testing:

The Group's policy is to carry out annual reviews of its investments. Based on operating results for its other investments, future forecasts, their net assets and market comparables, the directors consider that the investments' carrying amount exceeded the recoverable amount by £400,000 (2018: £nil) and consequently has been written down by this amount. The impairment losses of £400,000 (2018: £nil) have been recognised in administrative expenses in the profit and loss account (note 7).

#### THE COMPANY

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Investments in subsidiaries	<b>183,097</b>	211,469
Other investments - Listed	<b>35,228</b>	17,046
	<b>218,325</b>	228,515

#### Shares in group undertakings

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Cost:		
At 1 January	<b>248,829</b>	277,376
Additions	-	29,687
Return of cost on investment	-	(15,240)
Disposals	-	(42,994)
At 31 December	<b>248,829</b>	248,829
Provision for impairment:		
At 1 January	<b>37,360</b>	15,107
Impairment losses	<b>28,372</b>	22,253
At 31 December	<b>65,732</b>	37,360
Net book amounts:		
<b>At 31 December</b>	<b>183,097</b>	211,469

On 10 January 2018, the Company subscribed for 100 ordinary shares of £1.00 each in the capital of International Distribution 2018 Limited, a subsidiary undertaking, for a total consideration of £100. On 5 December 2018, the Company disposed of its entire shareholding in International Distribution 2018 Limited for a consideration of £500,000 (note 23).

## **NORTHERN & SHELL PLC**

### **NOTES TO THE FINANCIAL STATEMENTS**

#### **For the year ended 31 December 2019**

#### **15. FIXED ASSET INVESTMENTS (Continued)**

On 28 February 2018, the Company disposed of its entire shareholding in Northern & Shell Network Limited, a subsidiary undertaking, for a consideration of £123.0 million (note 23).

On 23 November 2018, 3 ordinary A shares of £1.00 each and 5 ordinary B shares of £1.00 each, comprising the entire issued share capital of NS Jersey Finance Limited, were transferred from Portland Media Group UK Limited, a subsidiary undertaking, to the Company at fair value for a consideration of £10.8 million.

On the same date, the Company also subscribed for 2 ordinary shares of £1.00 each in the capital of Sorse Distribution Limited for a total consideration of £365,000, 2 ordinary shares of £1.00 each in the capital of Northern & Shell Group Limited for a total consideration of £2.5 million and 2 ordinary shares of £1.00 each in the capital of Portland Media Group Limited for a total consideration of £16.0 million.

In 2018, the Company received dividend income of £15.1 million from Portland Media Group Limited, a subsidiary undertaking. The dividend income is presented in the financial statements by way of a return of cost on investment of £15.0 million and dividend income of £111,000 in the profit and loss account. The return of cost on investment represents the permanent diminution of value generated by the payment of the dividend from its subsidiary undertaking of £15.1 million.

In 2018, the Company also received dividend income of £106,000 from LTS Contractors Limited, a subsidiary undertaking. The dividend income is presented in the financial statements by way of a return of cost on investment of £106,000 and dividend income of £nil in the profit and loss account. The return of cost on investment represents the permanent diminution of value generated by the payment of the dividend from its subsidiary undertaking of £106,000.

In 2018, the Company also received dividend income of £154,000 from Northern & Shell Investments Limited, a subsidiary undertaking. The dividend income is presented in the financial statements by way of a return of cost on investment of £127,000 and dividend income of £27,000 in the profit and loss account. The return of cost on investment represents the permanent diminution of value generated by the payment of the dividend from its subsidiary undertaking of £154,000.

Investments in group undertakings are stated at cost less any provision for permanent diminution in value.

Impairment testing:

The Company's policy is to carry out annual reviews of its investments. Based on operating results for the subsidiary undertakings, future forecasts and their net assets, the directors consider that the investments' carrying amount exceeded the recoverable amount by £28.4 million (2018: £22.3 million) and consequently has been written down by this amount. The impairment loss has been recognised within administrative expenses in the profit and loss account (note 12).

The recoverable amount of investments has been assessed with reference to its value in use which is calculated as the net present value of future cash flows using a post-tax discount rate of 8% (2018: 8%) as well as a terminal growth rate of 0% which the directors consider to be representative of the Group and the market in which it operates.

In relation to the lottery division, the directors have given consideration to a number of factors. The Group are committed to continue lobbying Government to increase lottery prize limits for Society Lotteries. Given the range of potential outcomes and, therefore, the different number of operational and strategic paths that the lottery division may follow, the directors have prepared discounted cash flows for a number of scenarios, including the increase of prize limits to £500,000 and £1.0 million respectively, in addition to a current base case scenario and variations on that with flexed operational, gaming and marketing strategies. The scenarios were also sensitised for variations in lottery ticket sales.

The Group is committed to the future success and longevity of the Health Lottery. However, due to uncertainty around some of the factors outlined above, including the outcome of any review of Society Lottery prize limits and the timing of any outcome, there is ultimately uncertainty over the future forecasts and strategy of the Health Lottery. Therefore, in carrying out their impairment review, the directors assessed the range of forecasts covering each different strategy and applied probabilities against each scenario. The forecasts give a range of recoverable values but based on the available evidence and taking a balanced valuation, the directors consider that the investments' carrying amount for the lottery division exceeded the recoverable amount by £28.4 million (2018: £nil) and consequently has been written down by this amount. The impairment loss has been recognised within administrative expenses in the profit and loss account (note 12).

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**15. FIXED ASSET INVESTMENTS (Continued)**

At 31 December 2019, the Company held direct interests in the following subsidiary undertakings:

<b>Company Name</b>	<b>Class of shares</b>	<b>Holding (%)</b>	<b>Country of incorporation</b>	<b>Principal Activity</b>
LTS Rentals Limited	Ordinary	100	United Kingdom	Letting of office space
Northern & Shell Lotteries Limited	Ordinary	100	United Kingdom	Holding company
Northern & Shell Properties Limited	Ordinary	100	United Kingdom	Holding company
Northern & Shell Services Limited	Ordinary	100	United Kingdom	Service Company
Northern & Shell Ventures Limited	Ordinary	100	United Kingdom	Media assets exploitation
NS Jersey Finance Limited	Ordinary	100	United Kingdom	Non-trading
LTS Contractors Limited *	Ordinary	100	United Kingdom	Dormant
Northern & Shell Group Limited	Ordinary	100	United Kingdom	Dormant
Northern & Shell Investments Limited **	Ordinary	100	Isle of Man	Dormant
Portland Media Group Limited *	Ordinary	100	United Kingdom	Dormant
Sorse Distribution Limited *	Ordinary	100	United Kingdom	Dormant

At 31 December 2019, the Company held indirect interests in the following subsidiary undertakings:

<b>Company Name</b>	<b>Class of shares</b>	<b>Holding (%)</b>	<b>Country of incorporation</b>	<b>Principal Activity</b>
Health Lottery ELM Limited	Ordinary	100	United Kingdom	Lottery management services
Health Lottery Financial Limited	Ordinary	100	United Kingdom	Money handling and money transfer services
Northern & Shell Broadcasting (CI) Limited	Ordinary	100	Jersey	Holding company
Northern & Shell Enterprises Limited	Ordinary	100	United Kingdom	Non-trading
The Health Lottery Limited	Ordinary	100	United Kingdom	Lottery management services
Westferry Developments Limited	Ordinary	100	United Kingdom	Property development
5 Direct Limited *	Ordinary	100	United Kingdom	Dormant
Health Lottery Trustee Company Limited	Ordinary	100	United Kingdom	Dormant
Nasnet Online Limited *	Ordinary	100	Jersey	Dormant
Northern & Shell Engineering Services Limited *	Ordinary	100	United Kingdom	Dormant
Northern & Shell Financing No. 2 Limited *	Ordinary	100	United Kingdom	Dormant
Northern & Shell Music Limited *	Ordinary	100	United Kingdom	Dormant
Northern & Shell Text Limited *	Ordinary	100	United Kingdom	Dormant
Portland Media Group UK Limited *	Ordinary	100	United Kingdom	Dormant
The New Lottery Company Holdings Limited	Ordinary	100	United Kingdom	Dormant
The New Lottery Company Limited	Ordinary	100	United Kingdom	Dormant

\* Denotes the company entered into members' voluntary liquidation on 6 December 2018

\*\* Denotes the company entered into members' voluntary liquidation on 13 December 2018

All of the above companies are consolidated within the Group's financial statements.

**Investment in joint ventures**

On 6 February 2018, 500 ordinary E shares of €1.27 each, comprising 50% of the share capital of Independent Star Limited, were transferred from Express Newspapers, a former subsidiary undertaking, to the Company at fair value for a consideration of £4.5 million. On 5 December 2018, the Company disposed of its entire shareholding in Independent Star Limited for a consideration of £4.5 million (note 23).

In 2018, the Company received dividends from Independent Star Limited of £414,000.

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**15. FIXED ASSET INVESTMENTS (Continued)**

**Other investments**

On 28 February 2018, the Group divested of its publishing and printing assets with the sale of its entire shareholding in Northern & Shell Network Limited, a subsidiary undertaking, to Reach plc (formerly Trinity Mirror plc) for a total consideration of £123.0 million (note 23). The total consideration included £20.0 million of shares in Reach plc. The fair value of the shares at the Balance Sheet date was £35.2 million (2018: £17.0 million). These investments have been recognised within Fixed Asset Investments: Other investments – Listed.

During the year, the Company received dividends from Reach plc of £1.6 million (2018: £1.5 million).

**16. STOCKS**

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Work in progress	<u>81,365</u>	<u>69,705</u>
Movements in work in progress:		
		<b>2019</b>
		<b>£000</b>
At 1 January		69,705
Additions		<u>11,660</u>
<b>At 31 December</b>		<u><b>81,365</b></u>

The Group's policy is to carry out an annual review of its stock. In carrying out their impairment review, the directors have prepared a range of future forecasts covering several different scenarios. The forecasts give a range of recoverable values but based on the available evidence and taking a balanced valuation, the directors consider that the stock's recoverable amount is greater than its carrying amount and consequently no impairment is considered necessary.

Work in progress is expected to be recoverable during the period in more than one year.

**17. DEBTORS**

	<b>The Group</b>	
	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Trade debtors	2,062	588
Other debtors	1,417	2,753
Prepayments and accrued income	64,176	64,968
Deferred tax asset (note 19)	<u>4,708</u>	<u>8,448</u>
	<u><b>72,363</b></u>	<u><b>76,757</b></u>

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**17. DEBTORS (Continued)**

	The Company	
	2019 £000	2018 £000
Trade debtors	1,750	240
Amounts owed by group undertakings	83,550	82,871
Other debtors	159	16
Prepayments and accrued income	63,336	63,523
	<u>148,795</u>	<u>146,650</u>

Amounts owed by group undertakings carry interest at 2.0% above base rate, are unsecured and repayable on demand.

**18. CURRENT ASSET INVESTMENTS**

	The Group	
	2019 £000	2018 £000
Bonds	9,012	13,162
Listed investments	161,641	114,092
Unlisted investments	16,787	11,702
Cash on deposit	-	30,000
Fair value of foreign exchange forward contract	2,687	-
	<u>190,127</u>	<u>168,956</u>

The Group holds a mixed portfolio of current asset investments with maturities of one year or less. These investments include equities, diversified growth funds, corporate bonds and cash balances held on deposit with financial institutions. The cash balances are held for maturities of between three months and one year and in accordance with the requirements of FRS 102 have been presented under current asset investments.

The Group intends to hold the investments until maturity, at which time the proceeds will either be converted into cash or used for new investments.

The market value of current asset investments is:

	The Group	
	2019 £000	2018 £000
At 1 January	168,956	171,059
Additions	112,818	152,219
Disposals	(134,136)	(148,266)
Gain/(loss) on revaluation	42,489	(6,056)
At 31 December	<u>190,127</u>	<u>168,956</u>

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**19. DEFERRED TAX ASSET/(LIABILITY)**

**THE GROUP**

	<b>£000</b>
At 1 January 2019	<b>8,448</b>
Charged to the profit and loss account (note 11)	<b>(3,740)</b>
	<b>4,708</b>
At 31 December 2019	<b>4,708</b>

The deferred taxation recognised in these financial statements is as follows:

	<b>2019 £000</b>	<b>2018 £000</b>
<b>Deferred tax recognised</b>		
Accelerated capital allowances	<b>7,855</b>	7,780
Other timing differences	<b>(8,744)</b>	(238)
Losses	<b>5,597</b>	906
	<b>4,708</b>	8,448
<b>Total deferred tax asset recognised</b>		
1 January	<b>8,448</b>	17,599
Sale of discontinued operations (note 23)	-	(11,863)
Deferred tax (expense)/credit in profit and loss account (note 11)	<b>(3,740)</b>	1,864
Deferred tax on the actuarial loss on the pension scheme charged to other comprehensive income	-	848
	<b>4,708</b>	8,448
<b>At 31 December</b>		
	<b>4,708</b>	8,448

Based on current capital investment plans, the Company and the Group expect capital allowances to exceed depreciation in future years. Deferred tax is measured on a non-discounted basis at the rates and laws substantively enacted at the balance sheet date.

**THE COMPANY**

	<b>£000</b>
At 1 January 2019	<b>(1)</b>
Charged to the profit and loss account	<b>(1,571)</b>
	<b>(1,572)</b>
At 31 December 2019	<b>(1,572)</b>

The deferred taxation recognised in these financial statements is as follows:

	<b>2019 £000</b>	<b>2018 £000</b>
<b>Deferred tax recognised</b>		
Accelerated capital allowances	<b>4</b>	(1)
Other timing differences	<b>(3,091)</b>	-
Losses	<b>1,515</b>	-
	<b>(1,572)</b>	(1)
<b>Total deferred tax liability recognised</b>		
	<b>(1,572)</b>	(1)

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**20. CREDITORS: amounts falling due within one year**

	<b>The Group</b>	
	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Trade creditors	1,216	1,490
Other creditors	3,443	5,505
Taxation and social security	117	225
Accruals and deferred income	<u>9,719</u>	<u>9,444</u>
	<u><b>14,495</b></u>	<u><b>16,664</b></u>

	<b>The Company</b>	
	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Trade creditors	862	1,060
Amounts owed to group undertakings	129,630	128,273
Other creditors	1,061	647
Taxation and social security	85	196
Accruals and deferred income	<u>6,491</u>	<u>3,052</u>
	<u><b>138,129</b></u>	<u><b>133,228</b></u>

Amounts owed to group undertakings carry interest at 2.0% above base rate, are unsecured and repayable on demand.

**21. PROVISIONS FOR LIABILITIES AND CHARGES**

<b>The Group</b>	<b>2019</b>	<b>2019</b>	<b>2019</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
	<b>Property</b>	<b>Other</b>	<b>Total</b>
At 1 January	3,393	-	3,393
Additions	473	-	473
Utilised or released during the year	<u>(714)</u>	<u>-</u>	<u>(714)</u>
<b>At 31 December</b>	<u><b>3,152</b></u>	<u><b>-</b></u>	<u><b>3,152</b></u>

Property provisions of £3.2 million relate to the provision for onerous rental commitments of £2.2 million (2018: £2.9 million) at the main business premises, Number 10 Lower Thames Street, and £1.0 million (2018: £533,000) at 4 Selsdon Way, London. The remaining provisions are expected to be utilised during the period to 31 December 2033.

<b>The Company</b>	<b>2019</b>	<b>2019</b>	<b>2019</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
	<b>Property</b>	<b>Other</b>	<b>Total</b>
At 1 January	54,468	1	54,469
Additions	473	1,571	2,044
Utilised or released during the year	<u>(4,849)</u>	<u>-</u>	<u>(4,849)</u>
<b>At 31 December</b>	<u><b>50,092</b></u>	<u><b>1,572</b></u>	<u><b>51,664</b></u>

Property provisions of £50.1 million relate to the provision for onerous rental commitments of £2.7 million (2018: £3.7 million) and other property related commitments of £44.4 million (2018: £47.6 million) at the main business premises, Number 10 Lower Thames Street, the provision for onerous rental commitments of £1.0 million (2018: £533,000) and other property related commitments of £2.0 million (2018: £2.7 million) at Selsdon Way, London. The remaining provisions are expected to be utilised during the period to 31 December 2033. Other provisions of £1.6 million relate to the provision for a deferred tax charge of £1.6 million (2018: £1,000) (note 19).

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**22. OPERATING LEASE COMMITMENTS**

At 31 December 2019, the Group had total commitments under non-cancellable operating leases as follows:

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Within one year	<b>8,884</b>	8,884
Between two and five years	<b>34,957</b>	34,595
More than five years	<b>88,164</b>	97,410
	<b><u>132,005</u></b>	<u>140,889</u>

**23. DISPOSALS**

**Sale of discontinued operations**

On 28 February 2018, the Group divested of its publishing and printing assets with the sale of its entire shareholding in Northern & Shell Network Limited, a subsidiary undertaking, to Reach plc (formerly Trinity Mirror plc) for a total consideration of £123.0 million. The total profit recognised in the consolidated profit and loss account in respect of the sale of the subsidiary was £102.3 million, after a charge for unamortised goodwill of £1.9 million. The profit on disposal is analysed as follows:

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Sale proceeds	-	122,964
Share of net assets at date of disposal	-	(18,777)
Goodwill on consolidation unamortised at date of disposal	-	(1,864)
Profit on disposal	-	<u>102,323</u>

On 5 December 2018, the Group divested of its remaining publishing and printing assets with the sale of its 50% shareholding in Independent Star Limited, a joint venture, and its entire shareholding in International Distribution 2018 Limited, a subsidiary undertaking, to Reach plc (formerly Trinity Mirror plc) for a total consideration of £5.0 million. The profit on disposal is analysed as follows:

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Sale proceeds	-	5,000
Share of net assets at date of disposal	-	(470)
Profit on disposal	-	<u>4,530</u>

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**23. DISPOSALS (Continued)**

On 30 May 2018, Northern & Shell Ventures Limited, a subsidiary undertaking, disposed of its 87.8 % shareholding in Tepilo Holdings Limited for a consideration of 65,545,571 B ordinary shares of £0.00001 each in the capital of Emoov Limited. As at 31 December 2019, Emoov Limited held 100% of the shareholding in Tepilo Holdings Limited and Tepilo Limited, representing an indirect shareholding for the Group of 45.38%. The total profit recognised in the consolidated profit and loss account in respect of the deemed sale of the subsidiary was £10.9 million, after a charge for unamortised goodwill of £3.8 million. The profit on disposal is analysed as follows:

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Sale proceeds	-	18,737
Net assets at date of disposal	-	(4,533)
Non-controlling interest	-	458
Goodwill on consolidation unamortised at date of disposal	-	(3,807)
Profit on disposal	-	10,855

On 1 April 2016, the Group sold its entire shareholding in Portland UK Holdings Limited, a subsidiary undertaking, to Neon X Limited, as part of a management buyout.

The consideration was contingent on the performance of Portland UK Holdings Limited and its subsidiaries in the period to 31 December 2018, the outcome of which was uncertain. In 2016 and 2017, total sales proceeds of £244,000 and a profit on sale of discontinued operations of £120,000 were recorded.

At 31 December 2018, the profit on sale of discontinued operations was recalculated to include the actual performance in 2018. The directors made the decision to recognise an increase in the sales proceeds of £4,000, meaning the total profit on sale of discontinued operations of £120,000 was revised to £124,000.

**24. SHARE CAPITAL**

	<b>The Group &amp; Company</b>			
	<b>Authorised</b>			<b>Allotted and Fully Paid</b>
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
110,000 Ordinary shares of £1 each	<u>110</u>	<u>110</u>	<u>110</u>	<u>110</u>

## NORTHERN & SHELL PLC

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### **25. PENSION SCHEMES**

Up until 28 February 2018, the date of the sale of Northern & Shell Network Limited (note 23), the Group participated in three defined benefit pension schemes: the Express Newspapers 1988 Pension Fund, the Express Newspapers Senior Management Pension Fund and the West Ferry Printers Pension Fund.

The latest full actuarial valuations of the Express Newspapers 1988 Pension Fund and the Express Newspapers Senior Management Pension Fund were carried out as at 5 April 2017. The latest full actuarial valuation of the West Ferry Printers Pension Fund was carried out as at 31 December 2017. The results below have been updated by a qualified independent actuary using the projected unit valuation method. Both the Express Newspapers schemes and the West Ferry Printers scheme were closed to future accruals with effect from 31 December 2008 and 28 February 2010 respectively. The Group had an agreed recovery plan in respect of the shortfall in funding and in 2018 had paid £1.7 million into the 1988 Pension Fund, £94,000 into the Senior Management Pension Fund and £458,000 into the West Ferry Printers Pension Fund. All three Funds are defined benefit schemes. Following the sale of Northern & Shell Network Limited on 28 February 2018 (note 23), the Group no longer operates a defined benefit pension scheme. Contingent on the sale were special contributions of £32.9 million and £8.2 million to be paid by Express Newspapers and West Ferry Printers Limited respectively. These were paid after 28 February 2018 and therefore have not been included in the Group's financial statements.

The Group also participates in a defined contribution scheme for its employees. Contributions are charged to the profit and loss account to reflect amounts payable under the scheme. The charge for the year was £90,000 (2018: £300,000). At 31 December 2019, contributions of £8,000 were outstanding (2018: £7,000). These have been paid in full after the year end.

The major financial assumptions used in the defined benefit pension scheme calculations were:

	<b>28 February 2018</b>	<b>31 December 2017</b>	<b>31 December 2016</b>
Discount rate	2.80%	2.60%	2.80%
Rate of LPI increase in pensions in payment	3.10%-3.20%	3.10%-3.20%	3.20%-3.30%
Inflation assumption	2.10%	2.10%	2.20%

The mortality assumptions used in the calculation at 28 February 2018 were:

Express Newspapers 1988 Fund mortality:

106% (males) or 103% (females) of "SAPS Series 2" base tables with year of birth projections and future improvements from a central year of 2007 in line with the CMI 2016 model and a long term rate of improvement of 1.25% per annum.

Express Newspapers Senior Management Fund mortality:

85% (males) or 90% (females) of "S2PA" base tables with year of birth projections and future improvements from a central year of 2007 in line with the CMI 2016 model and a long term rate of improvement of 1.25% per annum.

West Ferry Printers Fund mortality:

100% of "S2NA" base tables with year of birth projections and future improvements from a central year of 2007 in line with the CMI 2016 model and a long term rate of improvement of 1.25% per annum.

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**25. PENSION SCHEMES (Continued)**

The fair values of the assets presented below reflect the aggregated assets of the Express Newspapers 1988 Pension Fund, the Express Newspapers Senior Management Pension Fund and the West Ferry Printers Pension Fund.

The fair value of the assets in the schemes were:

	<b>Fair value at 31 December 2019 £000</b>	<b>Fair value at 28 February 2018 £000</b>
Equities	-	176,523
Gilts	-	28,159
Corporate bonds	-	31,687
Other	-	422,628
Total market value of assets	<u>-</u>	<u>658,997</u>
Present value of scheme liabilities	<u>-</u>	<u>(679,640)</u>
Deficit in the schemes	-	(20,643)
Irrecoverable surplus	-	(11,595)
Deficit in the schemes after irrecoverable surplus	-	(32,238)
Related deferred tax asset (note 19)	<u>-</u>	<u>5,480</u>
Net pension liability	-	(26,758)
Disposal in year – net liability (note 23)	<u>-</u>	<u>26,758</u>
Net pension liability as at 31 December	<u>-</u>	<u>-</u>

The pension schemes do not hold any ordinary shares issued or property occupied by Express Newspapers or West Ferry Printers Limited.

	<b>2019 £000</b>	<b>2018 £000</b>
The actual return on assets over the period was:		
Return on assets	<u>-</u>	<u>(32,955)</u>

The following amounts have been recorded in the consolidated profit and loss account for the schemes as at 28 February 2018:

<b>Operating profit</b>	<b>2019 £000</b>	<b>2018 £000</b>
Expenses paid	-	345
Settlements	-	(158)
Net interest on the net defined benefit liability	<u>-</u>	<u>121</u>
Total operating expenses	<u>-</u>	<u>308</u>

The expense is recognised in the following line items in the profit and loss account:

	<b>2019 £000</b>	<b>2018 £000</b>
Administrative expenses	<u>-</u>	<u>308</u>

**NORTHERN & SHELL PLC**

**NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

**25. PENSION SCHEMES (Continued)**

Remeasurement of the net defined benefit liability to be shown in the statement of other comprehensive income:

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Actuarial gains on the liabilities	-	31,992
Return on assets (excluding interest income)	-	(35,951)
Impact of surplus restrictions	-	46
Change in irrecoverable surplus	-	(1,079)
	<hr/>	<hr/>
Total remeasurement of the net defined benefit liability	-	(4,992)

**Movements in defined benefit obligation during the year:**

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
Defined benefit obligation	-	(679,640)
Plan assets	-	658,997
Net pension liability	<hr/>	<hr/>
	-	(20,643)
Irrecoverable surplus	<hr/>	<hr/>
	-	(11,595)
Net pension liability after irrecoverable surplus	-	(32,238)
Disposal in year (note 23)	<hr/>	<hr/>
	-	32,238
Net pension liability as at 31 December	<hr/>	<hr/>
	-	-

**Movements in present value of the defined benefit obligation:**

	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>
At 1 January	-	724,842
Settlements	-	(11,892)
Interest expense	-	3,071
Remeasurement: actuarial gain	-	(31,992)
Benefits paid	-	(4,792)
Contributions by scheme participants	<hr/>	<hr/>
	-	403
At 31 December 2019 and 28 February 2018	<hr/>	<hr/>
	-	679,640

## NORTHERN & SHELL PLC

### NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 25. PENSION SCHEMES (Continued)

Movements in fair value of the scheme assets:

	2019 £000	2018 £000
At 1 January	-	705,907
Settlements	-	(11,734)
Interest income on scheme assets	-	2,996
Remeasurement: return on assets (excluding interest income)	-	(35,951)
Contributions by employers	-	2,513
Benefits paid	-	(4,792)
Expenses paid	-	(345)
Contributions by scheme participants	-	403
	<hr/>	<hr/>
At 31 December 2019 / 28 February 2018	-	658,997

The deficit at 28 February 2018 of £32.2 million is after an irrecoverable surplus of £11.6 million. The deficit includes a remeasurement loss of £5.0 million and is after recognising the impact of surplus restrictions of £46,000 and allowance for the change in irrecoverable surplus of £1.1 million loss. The movements in defined benefit obligation and fair value of the scheme assets are before the irrecoverable surplus. Following the sale of Northern & Shell Network Limited, a subsidiary undertaking, the Group disposed of its net pension liability on 28 February 2018 (note 23). The deficit at the end of the year was £nil (2018: £nil).

#### 26. GUARANTEES AND CONTINGENT LIABILITIES

During the year, Westferry Developments Limited, a subsidiary undertaking, entered into a bank guarantee with a supplier in relation to development works. The bank, subject to the terms of the guarantee but otherwise unconditionally, undertakes to pay to the supplier on demand any sum or sums due under the terms of the guarantee to an amount not exceeding £168,000. The company has also pledged cash balances to an amount of £168,000 in a restricted account as security for the bank guarantee facility.

In 2014, Westferry Developments Limited, a subsidiary undertaking, acquired freehold interest in property for the total sum of £18.1 million, included in stock (note 16). Under the terms of the acquisition deed, further amounts may become due payable to the seller, a third party. Accordingly, as at 31 December 2019, Westferry Developments Limited held in place a bank guarantee. The bank, subject to the terms of the guarantee but otherwise unconditionally, undertakes to pay to the seller on demand any sum or sums due under the terms of the guarantee to an amount not exceeding £719,000. Westferry Developments Limited has also pledged cash balances to an amount of £719,000 in a restricted account as security for the bank guarantee facility.

#### 27. COMMITMENTS

In 2018, the Company entered into a contract for the provision of advertising. Under the terms of the contract, the Company is committed to a minimum annual spend of £6.1 million for the period ending 31 December 2021 and a minimum annual spend of £3.1 million for the year ending 31 December 2022.

## **NORTHERN & SHELL PLC**

### **NOTES TO THE FINANCIAL STATEMENTS**

**For the year ended 31 December 2019**

#### **28. RELATED PARTY TRANSACTIONS**

Badger Property Partners LLP, of which Mr. R.C. Desmond is a member, owns the Number 10 Lower Thames Street property which is the head office of the Northern & Shell group. The Number 10 Lower Thames Street property is leased to the Group for a period of 20 years from 10 October 2013, for an annual rental of £8.0 million and with a rent review every 5 years. The charge for the year was £8.0 million (2018: £6.9 million). No amounts were due to Badger Property Partners LLP as at 31 December 2019 (2018: £nil). In 2018, the lease was transferred from Express Newspapers, a former subsidiary undertaking, to the Company.

During the year, Northern & Shell Ventures Limited, a subsidiary undertaking, provided media services to its associate undertakings and as at 31 December, was committed to provide further media services as follows:

	<b>Media Services</b>		<b>Commitment</b>	
	<b>2019</b>	<b>2018</b>	<b>2019</b>	<b>2018</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>	<b>£000</b>
Tepilo Limited	-	181	-	-
Tepilo Holdings Limited	-	6,956	-	-
OpenRent Limited	-	355	-	-
My Single Friend Limited	-	597	-	-
FFS Beauty Limited	<b>55</b>	<b>286</b>	-	<b>55</b>
	<b>55</b>	<b>8,375</b>	-	<b>55</b>

In 2018, Northern & Shell Ventures Limited, a subsidiary undertaking, entered into a loan facility arrangement with Emoov Limited, an associate undertaking. The loan facility was for an initial amount of £2.5 million, charged interest at 5.0% and was repayable by June 2019. On 3 December 2018, Emoov Limited entered into administration. Accordingly, the amounts outstanding of £2.6 million were provided against in full with an impairment charge of £2.6 million recognised in the profit and loss account (note 7).

In 2018, Northern & Shell Ventures Limited also provided in full against an amount of £300,000 due from My Single Friend Limited, with an impairment charge of £300,000 recognised in the profit and loss account (note 7).

In 2018, LTS Rentals Limited, a subsidiary undertaking, provided in full against an amount of £164,000 due from Emoov Limited and an amount of £40,000 due from Tepilo Limited, an associate undertaking, with a total impairment charge of £204,000 being recognised in the profit and loss account (note 7).

The Company has taken advantage of the exemption available under FRS 102 from disclosing transactions with other group undertakings that form part of the wholly owned Group.

#### **29. EVENTS AFTER THE REPORTING DATE**

On 11 June 2020, Northern & Shell Ventures Limited, a subsidiary undertaking, sold its entire shareholding in OpenRent Limited, an associate undertaking, for a total consideration of £2.0 million (note 15).

#### **30. ULTIMATE CONTROLLING PARTY**

The ultimate controlling party is Richard Desmond, the Chairman of the Company.