

Registered number: 00871445

THOMSON BROADBAND UK LIMITED  
FINANCIAL STATEMENTS  
31 DECEMBER 2016



# THOMSON BROADBAND UK LIMITED

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# THOMSON BROADBAND UK LIMITED

## COMPANY INFORMATION

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<b>Directors</b>	S Le Menaheze C Parke
<b>Company secretary</b>	S Le Menaheze
<b>Registered number</b>	00871445
<b>Registered office</b>	16 Great Queen Street Covent Garden London WC2B 5AH
<b>Auditor</b>	Mazars LLP Chartered Accountants & Statutory Auditor Tower Bridge House St Katharine's Way London E1W 1DD
<b>Bankers</b>	Barclays Bank Plc Barclays Corporate, Level 28 1 Churchill Place London E14 5HP

# THOMSON BROADBAND UK LIMITED

## DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2016

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The directors present their annual report and the audited financial statements for the year ended 31 December 2016.

### Directors

The directors who served during the year and up to the date of this report were:

S Le Menaheze  
C Parke

### Directors' indemnity

Appropriate directors' and officers' liability insurance cover is in place in respect of the directors.

### Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

### Auditor

The auditor, Mazars LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

### Small companies exemption

In preparing this report, the directors have taken advantage of the small companies exemption provided by section 414A of the Companies Act 2006.

### Approval of reduced disclosures

The company, as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 paragraph 1.12.

### Going Concern

The financial statements have been prepared using the going concern basis of accounting. Further details regarding the adoption of the going concern basis can be found in accounting policy 1.2 in the notes to the financial statements.

This report was approved by the board and signed on its behalf.

  
S Le Menaheze  
Director

Date: 4 August 2017

# **THOMSON BROADBAND UK LIMITED**

## **DIRECTORS' RESPONSIBILITIES STATEMENT**

### **FOR THE YEAR ENDED 31 DECEMBER 2016**

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The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice) including FRS 102 'The Financial Reporting Standards 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 company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies for the company's financial statements and then apply them consistently;
- make judgments and accounting 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

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

# **THOMSON BROADBAND UK LIMITED**

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THOMSON BROADBAND UK LIMITED FOR THE YEAR ENDED 31 DECEMBER 2016**

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We have audited the financial statements of Thomson Broadband UK Limited for the year ended 31 December 2016 comprising the profit and loss account, the balance sheet, the statement of changes in equity and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is United Kingdom Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditor**

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

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

### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matters prescribed by the Companies Act 2006**

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

# THOMSON BROADBAND UK LIMITED

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF THOMSON BROADBAND UK LIMITED (continued) FOR THE YEAR ENDED 31 DECEMBER 2016

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### Matters on which we are required to report by exception

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

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

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and from the requirement to prepare a strategic report.



Stephen Brown (Senior Statutory Auditor)

for and on behalf of  
**Mazars LLP**

Chartered Accountants  
Statutory Auditor

Tower Bridge House  
St Katharine's Way  
London  
E1W 1DD

4 August 2017

**THOMSON BROADBAND UK LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

	Note	2016 £000	2015 £000
Cost of sales		72	274
<b>Gross profit</b>		<u>72</u>	<u>274</u>
Administrative expenses		(36)	(126)
<b>Operating profit</b>	2	<u>36</u>	148
Interest receivable and similar income	4	-	298
Interest payable and expenses	5	(1,054)	(1,202)
<b>Loss on ordinary activities before taxation</b>		<u>(1,018)</u>	<u>(756)</u>
Taxation on loss on ordinary activities	6	278	4,596
<b>(Loss)/profit for the financial year</b>		<u><u>(740)</u></u>	<u><u>3,840</u></u>

There are no other items of Other Comprehensive Income for either this year or the prior year other than the loss or profit for the year. Accordingly, no Statement of Other Comprehensive Income has been presented.

All items are related to continuing operations.

The notes on pages 9 to 16 form part of these financial statements.



**THOMSON BROADBAND UK  
LIMITED**

REGISTERED NUMBER:00871445

**BALANCE SHEET  
AS AT 31 DECEMBER 2016**

	Note	2016 £000	2015 £000
<b>Current assets</b>			
Debtors: amounts falling due within one year	7	171	4,807
		<u>171</u>	<u>4,807</u>
Creditors: amounts falling due within one year	8	(12,921)	(16,817)
		<u>(12,750)</u>	<u>(12,010)</u>
<b>Net current liabilities</b>		<b>(12,750)</b>	<b>(12,010)</b>
<b>Net liabilities</b>		<b>(12,750)</b>	<b>(12,010)</b>
<b>Capital and reserves</b>			
Called up share capital	9	-	-
Profit and loss account	10	(12,750)	(12,010)
		<u>(12,750)</u>	<u>(12,010)</u>
<b>Shareholder's deficit</b>		<b>(12,750)</b>	<b>(12,010)</b>

The financial statements of Thomson Broadband UK Limited on pages 6 to 16 were approved and authorised for issue by the board and were signed on its behalf by:

  
**S Le Merraheze**  
Director

Date: 4 August 2017

The notes on pages 9 to 16 form part of these financial statements.

**THOMSON BROADBAND UK LIMITED**  
**STATEMENT OF CHANGES IN EQUITY**  
**FOR THE YEAR ENDED 31 DECEMBER 2016**

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	<b>Called up share capital</b>	<b>Profit and loss account</b>	<b>Total equity</b>
	<b>£000</b>	<b>£000</b>	<b>£000</b>
<b>At 1 January 2015</b>	-	(15,850)	(15,850)
Profit for the financial year	-	3,840	3,840
<b>Total comprehensive income for the year</b>	-	3,840	3,840
<b>At 1 January 2016</b>	-	(12,010)	(12,010)
Loss for the financial year	-	(740)	(740)
<b>Total comprehensive loss for the year</b>	-	(740)	(740)
<b>At 31 December 2016</b>	-	(12,750)	(12,750)

The notes on pages 9 to 16 form part of these financial statements.

# THOMSON BROADBAND UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

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### 1. Accounting policies

#### 1.1 Basis of preparation of financial statements

Thomson Broadband UK Limited ceased trading in 2010.

The company is incorporated and domiciled in England and Wales. Its principal place of business is 3rd Floor, Building 1 Chiswick Park, 566 Chiswick High Road, London, W4 5BY. Its registered office is 16 Great Queen Street, London, WC2B 5AH.

The financial statements are presented in Sterling (£).

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and the Companies Act 2006. These accounting standards have been consistently applied throughout the current and preceding year.

*The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the company's accounting policies. The directors have not identified any critical accounting estimates.*

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102:

- exemption from the requirement to present a statement of cash flows; and
- exemption from the requirement to disclose aggregate key management personnel compensation.

The company has also taken advantage of the following disclosure exemption in preparing these financial statements as permitted by FRS 102 on the basis that equivalent information is included in the consolidated financial statements of Technicolor S A as at December 2016 and these financial statements may be obtained from 1, Rue Jeanne d'Arc, Issy-les-Moulineaux 92443, France.

- exemption from certain disclosures relating to financial instruments required by Section 11.

The following accounting policies have been applied:

# THOMSON BROADBAND UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

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### 1. Accounting policies (continued)

#### 1.2 Going concern

The company has net current liabilities of £12,750,000 as at 31 December 2016 (2015: £12,010,000) and made a loss for the financial year then ended of £740,000 (2015: profit of £3,840,000).

The company currently meets its day to day working capital requirements with intercompany loans and balances with fellow group companies of the group headed by Technicolor S A ("the Group") that are payable on demand.

The directors have prepared cash flow forecasts for the twelve months from the date of signature of the balance sheet, which show that the company will continue to be reliant on the Group to support its working capital needs.

On the basis of these forecasts, Technicolor S A has confirmed to the directors its intention to keep providing the necessary support for at least the next twelve months from the date of approval of these financial statements to enable the company to continue to settle its liabilities as they fall due.

The Board of Directors of Technicolor S A has also considered the Group's cash flow projections and believes that the Group's current cash will be sufficient to meet the expected cash requirements of the Group and address financial consequences of ongoing litigation, for twelve months from the signing of the company financial statements.

The company's directors believe it is unlikely that Technicolor S A would not be able to provide the support offered. Accordingly, the directors consider that the forecasts and indication of support from Technicolor S A should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment and have prepared the financial statements on a going concern basis. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

#### 1.3 Revenue

The company ceased trading at the end of 2010, being no longer under any obligations to provide spare parts for set top boxes.

# THOMSON BROADBAND UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

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### 1. Accounting policies (continued)

#### 1.4 Financial assets and liabilities

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

*Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.*

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expires.

#### 1.5 Foreign currency translation

##### Functional and presentation currency

The company's functional and presentational currency is Sterling (£).

##### Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

All foreign exchange gains and losses are presented in the profit and loss account within 'administrative expenses'.

#### 1.6 Interest receivable and payable

Interest receivable and payable are recognised in the profit and loss account using the effective interest method.

# THOMSON BROADBAND UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

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### 1. Accounting policies (continued)

#### 1.7 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in the profit and loss account.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

### 2. Operating profit

The operating profit is stated after charging/(crediting):

	<b>2016</b>	2015
	<b>£000</b>	£000
Fees payable to the company's auditor for the audit of the company's annual financial statements	<b>7</b>	7
Exchange differences	-	(14)
	<hr/>	<hr/>

### 3. Employees

During the year, no director received any emoluments (2015: £NIL).

Directors' emoluments for the year ended 31 December 2016 have been paid and borne by other group companies as part of group arrangements. It is impracticable to have these costs split and recharged to the company.

# THOMSON BROADBAND UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

### 4. Interest receivable and similar income

	<b>2016</b> <b>£000</b>	2015 £000
Interest receivable from group companies	-	298

### 5. Interest payable and similar charges

	<b>2016</b> <b>£000</b>	2015 £000
Loans from group undertakings	<b>1,054</b>	1,202

### 6. Taxation

	<b>2016</b> <b>£000</b>	2015 £000
<b>Corporation tax</b>		
UK corporation tax credit on loss for the year	<b>(196)</b>	(102)
Adjustments in respect of prior years	<b>(82)</b>	(4,494)
<b>Total current tax</b>	<b>(278)</b>	(4,596)
<b>Deferred tax</b>		
Origination and reversal of timing differences	<b>(6)</b>	2,679
Adjustment in respect of previous periods	<b>661</b>	432
Depreciation of deferred tax asset	<b>(655)</b>	(3,111)
<b>Total deferred tax</b>	<b>-</b>	-
<b>Total tax credit for the year</b>	<b>(278)</b>	(4,596)

# THOMSON BROADBAND UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

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### 6. Taxation (continued)

#### Factors affecting tax credit for the year

The tax assessed for the year is lower than (2015: lower than) the standard rate of corporation tax in the UK of 20.00% (2015: 20.25%). The differences are explained below:

	<b>2016</b> <b>£000</b>	2015 £000
Loss on ordinary activities before taxation	<b>(1,020)</b>	(756)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 20.00% (2015: 20.25%)	<b>(204)</b>	(153)
<b>Effects of:</b>		
Adjustments in respect of prior years	<b>(82)</b>	(4,494)
Unrelieved tax losses carried forward	<b>8</b>	28
Disallowable expenses	-	23
<b>Total tax credit for the year</b>	<b>(278)</b>	(4,596)

The prior year adjustment in the year ended 31 December 2015 represents a tax refund from HMRC in relation to the carry back of losses arising in 2010 to set against tax payable in 2007.

#### Factors that may affect future tax charges

The deferred tax asset at 31 December 2016 remains fully impaired (31 December 2015: fully impaired) on the basis that profit forecasts for the company indicate that the deferred tax asset, which relates entirely to carried forward losses, will not be realised in the foreseeable future.

Changes to the UK corporation tax rates were substantively enacted as part of the Finance (No. 2) Act 2015 on 26 October 2015. These include reductions to the main rate to reduce the rate to 19% from 1 April 2017. A further reduction in the UK corporation tax rate to 17%, effective from 1 April 2020, was substantively enacted as part of the Finance (No. 2) Act 2016 on 6 September 2016. Deferred taxes at the balance sheet date have been measured using these enacted tax rates based on when the timing difference is expected to reverse and reflected in these financial statements.

The 17% rate has been used to calculate the deferred tax balance at 31 December 2016, as it is unlikely to be realised before 2021.



# THOMSON BROADBAND UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

### 7. Debtors

	<b>2016</b>	2015
	<b>£000</b>	£000
Group relief debtor	<b>166</b>	-
Other debtors	<b>5</b>	4,807
	<b>171</b>	4,807

### 8. Creditors: amounts falling due within one year

	<b>2016</b>	2015
	<b>£000</b>	£000
Amounts owed to group undertakings	<b>12,902</b>	16,570
Group relief creditor	-	112
Accruals and deferred income	<b>19</b>	135
	<b>12,921</b>	16,817

All creditors are due within one year (2015: due within one year). Amounts owed to group undertakings bear interest at 1 month LIBOR plus 6.12% (2015: LIBOR plus 6.35%).

### 9. Called up share capital

	<b>2016</b>	2015
	<b>£</b>	£
<b>Shares classified as equity</b>		
<b>Allotted, called up and fully paid</b>		
2 Ordinary shares of £1 each	<b>2</b>	2

The shares have attached to them full voting, dividend and capital distribution (including on winding up) rights; they do not confer any rights of redemption.

### 10. Reserves

#### Profit and loss account

The profit and loss reserve includes all current and prior period retained profit and loss.

### 11. Related party transactions

The company has taken advantage of the exemption contained in FRS 102 section 33 "Related Party Disclosures" from disclosing transactions with entities which are a wholly owned part of the Group.

# THOMSON BROADBAND UK LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2016

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### 12. Parent undertaking and ultimate controlling party

The company's immediate parent undertaking is Technicolor Holdings Limited, a company registered in England. The company's ultimate parent undertaking and ultimate controlling party is Technicolor S A, a company registered in France.

The company's results are consolidated within the Technicolor S A group financial statements, which can be obtained from the Registered Office at 1, Rue Jeanne d'Arc, Issy-les-Moulineaux 92443, France. The company is not consolidated within any other group.